

The constituent document of a legal entity under Primary State Registration Number (OGRN) 5117746003007 is submitted when the entry has been made in the Unified State Register of Legal Entities as of July 25, 2019 under State Registration Number (GRN) 9197747697479



**DOCUMENT IS SIGNED WITH AN ADVANCED  
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Interdistrict Inspectorate No. 46 of the Federal Tax Service for the city of Moscow  
Valid: from February 20, 2019 to February 20, 2020

**APPROVED**  
by General Meeting of Members  
of Limited Liability Company  
«EPM - Research and Development Center»;  
Protocol w/o No. dated July 17, 2019

**CHARTER**  
**of “EPM - RESEARCH AND DEVELOPMENT**  
**CENTER” Limited Liability Company**  
**(updated version No. 8)**

## ***Chapter I. General Provisions***

### ***Article 1 CORPORATE NAME AND LOCATION***

1. Full company name: “EPM - Research and Development Center” Limited Liability Company
2. Abbreviated corporate name of the Company: EPM - R&D Center LLC
3. Name of the Company in English:  
Full: Limited liability company «EPM - Research and Development Center»;  
Abbreviated: LLC «EPM - R & D Center»;
4. Location of the Company: Russian Federation, Moscow.

### ***Article 2 LEGAL STATUS OF THE COMPANY***

1. The Company is a commercial organization, the charter capital of which is divided into shares in the amount determined by this Charter. The legal status of the Company is determined by the Civil Code of the Russian Federation, Federal law No. 14-FZ "On Limited Liability Companies" dated February 8, 1998, other federal laws and legal acts as well as this Charter.

2. The members of the Company shall not be liable for its obligations and shall bear the risk of losses associated with the Company's operations within the limits of their membership interest in the charter capital of the Company. The members of the Company which have not fully paid for their membership interest shall bear joint liability for the Company's obligations within the limits of the unpaid part of the value of the membership interest in the charter capital of the Company.

3. The Company is deemed established as a legal entity from the moment of its registration with state authorities under the procedure prescribed by the applicable laws of the Russian Federation. The Company is created without any limitation of the term of existence.

4. The Company shall have assets in its exclusive ownership which shall be recorded on its independent balance sheet, and may in its own name acquire and exercise proprietary and private non-proprietary rights, bear liabilities, and act as a plaintiff or a defendant in court and arbitration court.

5. The Company shall have the right to open bank accounts both in rubles and foreign currency inside and outside the Russian Federation pursuant to the established procedure.

6. The Company shall be entitled to have stamps and letterheads bearing its corporate name, logo, as well as its duly registered trademark and other means of visual identification.

7. The Company shall be liable for its obligations to the extent of all its available assets. The Company shall not be liable for the obligations of its members.

8. The Company shall make tax and other mandatory payments in accordance with the applicable laws of the Russian Federation, taking into account the legal status and nature of the Company's activities.

### ***Article 3 BRANCHES AND REPRESENTATIONS OF THE COMPANY. SUBSIDIARY AND ASSOCIATED COMPANIES***

1. The Company may establish branches and open representative offices in the Russian Federation and abroad by resolution of the General Meeting of Members of the Company adopted by a majority of at least two-thirds of the total number of votes of the Company's members. 2. The Company's branches and representative offices shall act on the basis of the regulations approved by the Company. The Company assigns property to the branches and representative offices it establishes.

3. The heads of the Company's branches and representative offices shall be appointed by the Company and shall act on the basis of its power of attorney.

4. The Company's branches and representative offices shall act on behalf of the Company. Liability for the activities of the branch and the representative office of the Company shall be borne by the Company.

5. Branches and representative offices of the Company shall be registered in the Unified State Register of Legal Entities.

6. The Company may have subsidiary and dependent companies with the rights of a legal entity in and outside the territory of the Russian Federation.

### ***Article 4 OBJECTIVES, SCOPE AND TYPES OF ACTIVITIES OF THE COMPANY***

1. The Company is established for the purpose of making profit, as well as implementing the social and economic interests of its members on its basis.

2. The Company shall be entitled to carry out exclusively research activities, namely activities related to research, development and commercialization of their results in the field of energy efficiency and energy saving, including development of innovative energy technologies, including those using carbon materials, as well

as other activities required for research, development and commercialization of their results.

The Company shall not be entitled to carry out other types of activities which are not provided for in the Charter.

If pursuant to the applicable laws of the Russian Federation, it is not possible to combine any of the activities specified in this paragraph, the Company may not simultaneously carry out these activities.

3. The Company may engage in certain types of activities that require a special permit (license) only on the basis of a special permit (license).

If the conditions for granting a special permit (license) to engage in a certain type of activity stipulate that the activity concerned must be the sole activity carried out by the holder, then the Company shall not have the right to engage in any types of activity other than the types of activity which are envisaged in the special permit (license) and concomitant types of activity for the duration of the validity of the special permit (license).

#### ***Article 5 CONSTITUTION OF THE COMPANY***

1. The charter of the Company is the Company's founding document.

2. At the request of the Company's members, auditor or any interested person, the Company shall provide them with an access to the Company's Charter, including amendments thereto, within a reasonable time. The Company shall provide the members with a copy of the existing Charter of the Company upon their request. Any charge collected by the Company for providing such copies shall not exceed the cost of their production.

3. The charter of the Company may be amended only by a resolution of the General Meeting of Members of the Company.

Amendments and additions to the Company's Charter shall be subject to State registration in accordance with the procedure which is stipulated by federal laws of the Russian Federation.

#### ***Chapter II. Members of the Company:***

#### ***Article 6 RIGHTS OF MEMBERS OF THE COMPANY***

1. The members of the Company shall be entitled:

1.1. to participate in the management and operation of the Company in accordance with the procedure provided by the Federal Law "On Limited Liability Companies" and this Charter;

1.2. to obtain information about the Company's activities and familiarize with its books and other documentation in accordance with the procedure established by the Charter;

1.3. to receive reports on the Company's activities in the form approved by the General Meeting of Members of the Company. Preparation of such reports and their submission to the Company's members shall be the responsibility of the General Director.

1.4. to participate in the distribution of profits;

1.5. to withdraw from the Company through alienation of its share to the Company notwithstanding the consent of the other members or the Company or to require from the Company to purchase its membership interest in cases prescribed by the Federal law "On Limited Liability Companies" (withdrawal of Company's members from the Company resulting in the situation when the Company does not have any more members as well as withdrawal of the sole member of the Company from the Company are not permitted).

1.6. A Company's member shall be entitled to sell or otherwise alienate its share or part of the share in the charter capital of the Company to one or more members of the Company or other individual within the procedure stipulated by the Federal law "On Limited Liability Companies" and this Charter;

1.7. to receive, in the event of the liquidation of the Company, part of the property that remains after satisfaction of demands of the Company's creditors, or its value in proportion to their membership interest in the charter capital of the Company;

1.8. to exercise other rights provided for by the applicable laws of Russian Federation and this Charter.

#### ***Article 7 RESPONSIBILITIES OF MEMBERS OF THE COMPANY***

1. The members of the Company shall:

1.1. observe the provisions of the Charter of the Company;

1.2. pay for a membership interest in the charter capital of the Company in accordance with procedures, in the amount and at the times stipulated by the Federal Law "On Limited Liability Companies" and Company incorporation contract;

1.3. not disclose information about the Company's activities subject to confidentiality restrictions;

1.4. assist the Company in the implementation of its statutory goals, in increasing the profitability of its activities;

1.5. bear other obligations stipulated by the Federal law "On Limited Liability Companies".

### ***Article 8 WITHDRAWAL OF A COMPANY MEMBER FROM THE COMPANY***

1. A member of the Company shall be entitled to withdraw from the Company by alienating its membership interest to the Company regardless of the consent of the other members or the Company.

2. Withdrawal of the Company's members from the Company resulting in the situation when the Company does not have any more members as well as withdrawal of the sole member of the Company from the Company shall not be permitted.

3. If any of the members withdraws from the Company, its membership interest shall be transferred to the Company. The Company shall pay to the member of the Company who has submitted a statement for withdrawal from the Company the actual value of its share in the charter capital of the Company determined on the basis of the financial statements of the Company for the last reporting period preceding the day of submission of the application for withdrawal from the Company, or with the consent of this member to give him/her property of the same value in kind or in case of incomplete payment of his/her membership interest in the charter capital of the Company the actual value of the paid part of the membership interest.

4. The Company shall pay to the member of the Company the actual value of his/her share or part of the share in the charter capital of the Company or give him/her property of the same value in kind within three months from the date of occurrence of the respective obligation.

A decision to include provisions into the Company's Charter regarding an establishment of another term or payment procedure shall be taken by all the Company's members unanimously. Exclusion of these provisions from the Charter shall be effected by a resolution of the General Meeting of Members of the Company taken by all the members of the Company unanimously.

5. The share or part of the share shall be transferred to the Company from the date of receipt by the Company of an application for withdrawal from the Company.

6. Withdrawal of a member of the Company from the Company shall not exempt him/her from the obligation to the Company to make a contribution into the property of the Company, arising before the submission of statements declaring his/her withdrawal from the Company.

### ***Article 9 EXPULSION OF A COMPANY MEMBER FROM THE COMPANY***

1. Members of the Company, possessing in the aggregate no less than ten percent of the charter capital of the Company, shall be entitled to demand in court the expulsion from the Company of a member who grossly violates his/her obligations or by his/her actions (omissions) makes the Company's activity impossible or significantly hinders it.

### ***Article 10 MAINTAINING A LIST OF COMPANY MEMBERS***

1. The Company shall maintain a list of the Company's members, specifying information on each member of the Company, the amount of his/her membership interest in the charter capital of the Company and its payment, as well as the amount of shares owned by the Company, dates of their transfer to the Company or acquisition by the Company.

The Company shall ensure maintenance and storage of the list of the Company's members in accordance with the requirements of the Federal law "On Limited Liability Companies".

2. The General Director of the Company shall ensure that information about the Company's members and their shares or parts of shares in the Company's charter capital, shares or parts of shares owned by the Company, correspond to the information contained in the Unified State Register of Legal Entities and notarially certified transactions on the transfer of shares in the Company's charter capital, which became known to the Company.

3. Each member of the Company shall inform the Company in a timely manner about changes in information about his/her name, place of residence or location, as well as information about his/her membership interest in the charter capital of the Company. If the company's member fails to provide information about changes in his/her personal information, the Company shall not be liable for any losses incurred in this regard.

4. The Company and members of the Company who have not notified the Company on any change in relevant data may not refer to incompliance of the data specified in the list of Company's members with the data contained in the Unified State Register of Legal Entities, in relations with third parties acting only relying upon the data specified in the list of Company's members.

5. In the event of any disputes concerning the incompliance of the data specified in the list of the Company's members with the data contained in the Unified State Register of Legal Entities, the right to a share or part of a share in the charter capital of the Company shall be established on the basis of the data contained in the Unified State Register of Legal Entities.

In the event of any disputes concerning unreliability of the data on title to a share or a part of a share, contained in the Uniform State Register of Legal Entities, the title to a share or a part of a share shall be established

on the basis of the contract or other document confirming acquisition of the title to a share or a part of a share.

### ***Chapter III. Charter Capital of the Company Property and profit of the Company***

#### ***Article 11 CHARTER CAPITAL OF THE COMPANY***

1. The charter capital of the Company shall consist of the nominal value of shares in the Company which has been acquired by members. The charter capital of the Company shall determine the minimum amount of the property guaranteeing interests of its lenders.

The charter capital of the Company amounts to 100,000 (one hundred thousand) Russian rubles.

2. The fall due for payment of the charter capital may not exceed four months from the date of state registration of the Company.

3. Payment for membership interests in the charter capital of the Company may be made in money, securities, other property and non-property rights or any other rights that have a monetary value.

4. Monetary evaluation of property contributed as payment for shares in the charter capital of the Company shall be approved by the resolution of the General Meeting of Members of the Company adopted by all the members of the Company unanimously.

If the nominal value or increase of the nominal value of the membership interest in the Company's charter capital paid for by non-monetary funds exceeds 20,000 (twenty thousand) rubles, an independent appraiser shall be engaged to determine the value of this property. The nominal value or increase of the nominal value of the Company's membership interest paid for by such non-monetary funds may not exceed the amount of appraisal of the said property determined by an independent appraiser.

5. The charter capital of the Company may be increased or decreased.

The charter capital of the Company may be increased at the expense of the Company's property and/or through additional contributions of the Company's members, and/or through contributions of third parties admitted to the Company. An increase in the charter capital of the Company shall be allowed only after it has been fully paid up.

The charter capital of the Company may be reduced by reducing the nominal value of the shares of all the Company's members in the charter capital of the Company and/or by redemption of the shares owned by the Company.

#### ***Article 12 INCREASE OF THE COMPANY'S CHARTER CAPITAL AT THE EXPENSE OF THE PROPERTY***

1. The charter capital of the Company may be increased at the expense of its property by resolution of the General Meeting of Members of the Company adopted by a majority of at least two thirds of the total number of votes of the Company's members.

A resolution to increase the charter capital of the Company at the expense of the Company's property may be made only on the basis of the Company's accounting statements for the year preceding the year in which such a decision was made.

2. The amount by which the charter capital of the Company is increased at the expense of the Company's property shall not exceed the difference between the value of the Company's net assets and the amount of the charter capital and the reserve fund of the Company.

3. When the charter capital of the Company is increased in accordance with this Article, the nominal value of the membership interests of all members of the Company shall increase proportionally without changing the amount of their shares.

#### ***Article 13 INCREASE OF THE CHARTER CAPITAL OF THE COMPANY THROUGH ADDITIONAL CONTRIBUTIONS OF THE COMPANY'S MEMBERS, THROUGH CONTRIBUTIONS OF THIRD PARTIES ADMITTED TO THE COMPANY***

1. The General Meeting of Members of the Company by a majority of at least two-thirds of the total number of votes of the Company's members may decide to increase the Company's charter capital through additional contributions by the Company's members. Such resolution shall determine the total value of additional contributions, as well as establish a single ratio for all members of the Company between the value of the additional contribution of a member of the Company and the amount by which the nominal value of its membership interest increases. The said ratio is established on the basis that the nominal value of the membership interest may increase by an amount equal to or less than the value of its additional contribution.

Each member of the Company shall be entitled to make an additional contribution not exceeding the part of the total value of additional contributions, in proportion to the amount of his/her membership interest in the charter capital. Additional contributions may be made by members of the Company within two months from the

date of adoption by the General Meeting of Members of the Company of the resolution to increase the charter capital of the Company through additional contributions by members of the Company, unless another term is set by resolution of the General Meeting of Members of the Company.

Not later than one month from the date of expiration of the deadline for making additional contributions, the General Meeting of Members of the Company shall adopt a resolution on approval of the results of making additional contributions by the members of the Company and on introducing amendments to the Charter of the Company related to the increase of the charter capital of the Company. In this case, the nominal value of the share of each member of the Company who has made an additional contribution shall be increased in accordance with the ratio specified in paragraph one of this clause.

2. The General Meeting of Members of the Company may decide to increase its charter capital on the basis of an application of a member of the Company (applications of members of the Company) for additional contribution and/or an application of a third party (applications of third parties) for its admission to the Company and contribution. Such resolution shall be taken by all members of the Company unanimously.

The application of a member of the Company and the application of a third party shall specify the amount and composition of the contribution, the order and term of its contribution, as well as the amount of the membership interest which the member or third party would like to have in the charter capital of the Company. The application may also specify other conditions for making contributions and admitting to the Company.

Simultaneously with the resolution to increase the charter capital of the Company at the request of a member of the Company or statements of members of making their additional contribution, the decision to amend the Charter of the Company in connection with the increase of the charter capital of the Company, as well as the decision to increase the nominal value of a share or shares of the members that have submitted an application for making additional contribution, and, if necessary, the resolution to change the amounts of membership interests of members of the Company shall be adopted. Such resolutions shall be taken by all members of the Company unanimously. At the same time, the nominal value of the share of each member of the Company that has submitted an application for making an additional contribution is increased by an amount equal to or less than the value of its additional contribution.

Simultaneously with the resolution to increase the charter capital of the Company on the basis of an application of a third party or applications of third parties to admit him/her or them to the Company and to make a contribution, decisions on the admittance of him/her or them to the Company, on introducing amendments to the Charter of the Company in connection with the increase of the charter capital of the Company, on determining the nominal value and amount of the share or shares of third parties, as well as on changing the amount of membership interests of the Company's members shall be adopted. Such resolutions shall be taken by all members of the Company unanimously. The nominal value of the membership interest acquired by each third party admitted to the Company shall not exceed the value of its contribution.

Additional contributions by the Company's members and third party contributions shall be made not later than within 6 (six) months from the date of adoption by the General Meeting of Members of the Company of the resolutions provided for in this paragraph.

3. In the event of failure to comply with the terms stipulated in subparagraph 3, paragraph 1, subparagraph 5, paragraph 2 and paragraph 2.1 of Article 19 of the Federal Law "On Limited Liability Companies", the increase of the charter capital shall be deemed to have failed.

If increase of the charter capital of the Company fails, the Company shall within a reasonable time period to return to the Company's members and third parties who made their contributions with money, their contributions and if the contributions are not returned within the specified term, shall also pay interest in accordance with such procedure and within such terms as stipulated in article 395 of the Civil Code of the Russian Federation.

Those Company's members and third parties who made their contributions in the non-monetary terms shall be entitled to recover their contributions from the Company within a reasonable time period and if the contributions are not returned by the Company within the specified term, the Company will also pay missed profit due to impossibility to use the property provided as contributions.

#### ***Article 14 REDUCTION OF CHARTER CAPITAL***

1. The Company may and in cases prescribed by the Federal law "On Limited Liability Companies" shall reduce its charter capital.

The charter capital of the Company may be reduced by reducing the nominal value of the shares of all the Company's members in the charter capital of the Company and/or by redemption of the shares owned by the Company.

A resolution to reduce the Company's charter capital shall be adopted by the General Meeting of Members of the Company by a majority of at least two thirds of the total number of votes of the Company's members.

The Company may not reduce its charter capital if as a result of such reduction the amount thereof

becomes less than the minimum amount of the charter capital as determined in accordance with the Federal law "On Limited Liability Companies" as of the date of submission of documents for state registration of relevant amendments to the Charter of the Company or as of the date of submission by the Company acting on the basis of the standard charter of documents for state registration of relevant amendments to the Unified State Register of Legal Entities and in cases when the Company shall reduce its charter capital in accordance with the Federal law "On Limited Liability Companies", as of the date of state registration of the Company.

Reduction of the charter capital of the Company through reduction of the nominal value of shares of all the Company's members shall be effected with maintenance of amounts of shares of all the Company's members.

2. Within 3 (three) business days of the resolution to reduce the Company's charter capital, the Company shall notify the body, which carries out the State registration of legal entities of such a decision and twice (once a month) place the notification of reduction of the Company's charter capital in the mass media which usually publish information on state registration of legal entities.

#### ***Article 15 CONTRIBUTIONS TO THE COMPANY'S PROPERTY***

1. Members of the Company shall make contributions to the Company's property by resolution of the General Meeting of Members of the Company.

A resolution of the General Meeting of Members of the Company on making contributions to the Company's property may be adopted by a majority of at least two thirds of the total number of votes of the Company's members.

2. Contributions to the Company's property may be made by all the Company's members in proportion to their shares in the charter capital of the Company.

3. Contributions to the Company's property may be made in money, securities, other property and non-property rights or any other rights that have a monetary value.

4. Contributions to the Company's property shall not change the amount and nominal value of membership interests of the Company's members in the charter capital of the Company.

#### ***Article 16 DISTRIBUTION OF THE COMPANY'S PROFIT AMONG THE COMPANY'S MEMBERS***

1. The Company shall be entitled to decide on the distribution of its net profit among the Company's members on a quarterly, half-yearly or annual basis. The resolution to determine a portion of the Company's profit distributed among the Company's members shall be taken by the General Meeting of the Members of the Company.

2. A portion of the Company's profit intended for distribution among its members is distributed in proportion to their membership interests in the charter capital of the Company.

3. Cases in which the Company shall not be entitled to make a decision on distribution of its profits among the Company's members shall be determined in accordance with the Federal law "On Limited Liability Companies".

#### ***Article 17 FUNDS***

1. The Company shall create a reserve fund in the amount of 5% (five per cent) of its charter capital.

2. The Reserve fund of the Company shall be formed through compulsory annual allocations until it reaches the amount as specified by this Charter. The amount of annual allocations may not be less than 5% (five per cent) of net profit until it reaches the amount as specified by this Charter.

The Reserve fund is intended to cover losses of the Company and restore the Company's own working capital deficit.

#### ***Chapter IV. Transfer of a member's share (part of a share) in the Company's charter capital to another person Pledge of share.***

#### ***Article 18 TRANSFER OF A SHARE (PART OF A SHARE) OF A COMPANY'S MEMBER TO OTHER COMPANY'S MEMBERS AND THIRD PARTIES.***

1. A Company's member shall be entitled to sell or otherwise alienate its share or part of the share in the charter capital of the Company to one or more members of the Company. The consent of the Company or other members of the Company to such transaction is not required.

Sale or other alienation of a share or part of a share in the charter capital of the Bank to third parties shall be allowed subject to the requirements stipulated by the Federal law "On Limited Liability Companies".

2. A membership interest may be alienated until it is fully paid only to the extent that it has already

been paid.

3. Members of the Company shall enjoy the preemptive right to purchase a share or part of a share of a Company's member at the offer price to a third party in proportion to the shares they already hold. The above preferential rights to purchase a share or part of a share in the Company's charter capital may not be assigned.

4. A member of the Company intending to sell its share or part of its share in the charter capital of the Company to a third party shall notify in writing the other members of the Company and the Company itself by sending through the Company, at its own expense, a notarized offer addressed to these persons and containing an indication of the price and other sales conditions. An offer to sell a share or a part of a share in the charter capital of the Company shall be deemed received by all members of the Company at the moment of its receipt by the Company. In this case, it may be accepted by a person who is a member of the Company at the time of acceptance. An offer shall be deemed not received if not later than the date of its receipt by the Company, a member of the Company receives a notice of its withdrawal. The withdrawal of an offer to sell a share or a part of a share after its receipt by the Company shall be allowed only with the consent of all the Company's members. Members of the Company shall be entitled to exercise their preemptive right to purchase a share or part of a share in the charter capital of the Company within 30 (thirty) days from the date of receipt of the offer by the Company.

5. The preemptive right to purchase a share or part of a share in the Company's charter capital from a member shall terminate on the day:

- of submission of a written application to waive this preferential right in an order envisaged by this paragraph;
- of expiration of this preemptive right.

Statements of members of the Company on refusal of the preferential right of purchase of a share or a part of a share shall be delivered to the Company before expiration of term of exercise of the specified preferential right established in accordance with the paragraph 4 of this Article.

The authenticity of the signature on the statement of the Company's member or the Company on refusal to use the preferential right of purchase of a share or a part of a share in the charter capital of the Company shall be certified by a notary.

6. If within 30 (thirty) days from the date of receipt of the offer by the Company, the Company's members do not exercise their preemptive right to purchase a share or part of a share in the charter capital of the Company offered for sale, including in case of refusal by some members of the Company of their preemptive right to purchase a share or part of a share in the charter capital of the Company, the remaining share or part of a share may be sold to a third party at a price that is not lower than the price established in the offer for the Company's members and on the terms and conditions that were communicated to the Company and its members.

7. The transaction aimed at alienation of a share or part of a share in the charter capital of the Company requires notarization in the form of a single document signed by both parties.

Failure to comply with the notarial form of the said transaction shall entail the invalidity. The notarial certification is not required in cases stipulated by the Federal law "On Limited Liability Companies".

8. A share or part of a share in the charter capital of the Company shall be transferred to its purchaser upon making the relevant entry in the Unified State Register of Legal Entities, except in certain circumstances specified under the Federal law "On Limited Liability Companies". Entering in the Uniform State Register of Legal Entities of the record about transition of a share or a part of a share in the charter capital of the Company in the cases where there is no need in the notarial certificate of the transaction aimed at alienation of a share or a part of a share in the charter capital of the Company, shall be carried out on the basis of entitling documents.

The purchaser of a share or part of a share in the charter capital of the Company will obtain all rights and obligations of a Company's member which arose before execution of the transaction aimed at alienation of a share or part of a share in the charter capital of the Company or before occurrence of another ground for transfer thereof other than rights and obligations mentioned in paragraph 2 of clause 2 of Article 8 and paragraph 2 of clause 2 of Article 9 of the Federal law "On Limited Liability Companies". A member of the Company who alienated its share or part of its share in the charter capital of the Company will bear jointly with the purchaser the obligation before the Company to make a contribution into property arising before execution of the transaction aimed at alienation of a share or part of a share in the charter capital of the Company.

After the notarial certificate of the transaction aimed at alienation of a share or a part of a share in the charter capital of the Company, or in the cases where there is no need in the notarial certificate, upon entering respective amendments in the Unified State Register of Legal Entities transition of a share or a share part can be challenged only judicially by a claim presentation in arbitration court.

9. When selling a share or part of a share in the charter capital of the Company in violation of a preemptive right to purchase a share or part of a share, any member or members of the Company within 3 (three) months from the date when the member or members of the Company knew or should have known about such violation, shall be entitled to petition a court that the rights and obligations of the purchaser be transferred to them.

10. Membership interests in the charter capital of the Company shall be transferred to inheritors of



citizens or legal successors of legal entities that were members of the Company, and shall be distributed among the members of the legal entity being liquidated that was a member of the Company only upon consent of the other members of the Company.

The consent of the Company's members to the transfer of a share or part of a share in the charter capital of the Company to inheritors or legal successors or to the distribution of a share among the members of a legal entity being liquidated shall be deemed received if within 30 (thirty) days from the date of notification sent to the members of the Company the written consent of all the Company's members has been received or no written refusal of consent has been received from any of the Company's members.

11. When a share or part of a share in the charter capital of the Company is sold from public auction, the rights and obligations of a member of the Company for such share or part of a share shall be transferred with the consent of the Company's members.

12. In the event of alienation or transfer of a share or part of a share in the charter capital of the Company on other grounds to third parties in violation of the procedure for obtaining the consent of the Company's members provided for by this Article, the member or members of the Company shall be entitled to petition a court the share or part of the share be transferred to the Company within three months from the date when they became aware of or should have become aware of such violation.

The court decision on transfer of a share or part of a share to the Company shall be the basis for state registration of the respective amendment. Such share or part of the share in the charter capital of the Company shall be sold by the Company in the manner and within the time limits established by Article 24 of the Federal law "On Limited Liability Companies".

#### ***Article 19 PLEDGE OF SHARES IN THE CHARTER CAPITAL OF THE COMPANY***

1. A member of the Company shall be entitled to pledge its share or part of its share in the charter capital of the Company to another member of the Company or to a third party with the consent of the General Meeting of Members of the Company. The resolution of the General Meeting of Members of the Company on giving consent to pledge a share or a part of a share in the charter capital of the Company owned by a member of the Company shall be adopted by majority of votes of the total number of votes of Company's members. A vote of a Company's member that intends to pledge its share or part thereof shall not be taken into account in determining the voting results.

2. The agreement to pledge a share or part of a share in the charter capital of the Company is subject to notarization. Failure to comply with the notarial form of the said transaction shall entail the invalidity.

#### ***Chapter V. Company management***

#### ***Article 20 GOVERNANCE BODIES OF THE COMPANY***

The governance bodies of the Company are:

- 1) General Meeting of Members;
- 2) sole executive body - General Director of the Company.

#### ***Article 21 GENERAL MEETING OF THE COMPANY'S MEMBERS***

1. The supreme governing body of the Company shall be the General Meeting of Members of the Company. The General Meeting of Members of the Company may be ordinary or extraordinary.

2. The competence of the General Meeting of Members shall refer to the issues as follows:

1) determining the priority lines of the Company's activities, as well as taking decisions on participation in associations and other associations of commercial entities;

2) approval of the Company's Charter, introduction of amendments thereto or approval of a new version of the Company's Charter, adoption of a resolution that the Company shall act in future on the basis of a model charter or that the Company shall not act in future on the basis of a model charter, change in the amount of the Company's charter capital, name of the Company, or location of the Company;

3) election of the Company's General Director and early termination of his/her powers, as well as taking a decision on delegating the powers of the Company's General Director to a manager, approval of such manager and the terms and conditions of the contract with him/her;

5) election and early termination of authorities of the Company's Internal Audit Commission (Internal Auditor);

6) approval of annual statements and annual balance sheets;

7) adoption of a resolution on distribution of the Company's net profit among the Company's members;

8) approval (adoption) of the documents governing the Company's internal activities (internal

documents of the Company), namely regulations governing the activities of governance and control bodies (sole executive body, Internal Audit commission (Internal Auditor)), regulations on branches (representative offices), regulations on commercial secrets;

- 9) adoption of decisions on the placement of bonds and other issuable securities by the Company;
- 10) appointment of the audit organization for inspection, approval of the auditor and determining the amount of fees for his/her services;
- 11) deciding on participation, change in interest and termination of the Company's participation in other entities;
- 12) approval of the reporting form on the Company's activities provided by the Company's General Director in accordance with paragraph 1.3 of Article 6 of this Charter;
- 13) deciding on reorganization or liquidation of the Company;
- 14) appointment of a liquidation commission and approval of liquidation balances;
- 15) approval of major transactions in cases stipulated by the Federal law "On Limited Liability Companies" and Article 26 of this Charter;
- 16) approval of related-party transactions in cases stipulated by the Federal law "On Limited Liability Companies";
- 17) approval of material terms of any transactions in excess of 5 (Five) million US dollars, except for:

- transactions concluded between organizations that are part of the same group of persons as the Company;

- transactions made in the course of ordinary business activities related to the production and marketing of products of organizations being part of the same group of persons as the Company, under regular conditions for such transactions, if conclusion of such transactions will not result in significant failure to fulfill the indicators of the approved business plan, investment program or other similar documents;

- 18) approval of material terms of any investment transactions executed outside the normal scope of business or outside the normal territory of business, regardless of the amount;
- 19) approval of material terms of the proposed shareholder agreements, joint venture agreements or other similar agreements;
- 20) other issues stipulated by the applicable laws and this Charter.

The issues provided for in subparagraphs 2, 5-7, 13 and 14 of this paragraph, as well as other issues referred to the exclusive competence of the General Meeting of Members in accordance with the Federal law "On Limited Liability Companies" may not be referred by the Charter of the Company to the competence of other governance bodies of the Company.

3. Resolutions on the issues specified in subparagraph 2 of paragraph 2 of this Article, as well as on other issues specified in the Company's Charter, shall be taken by a majority of at least two thirds of the total number of votes of the Company's participants, unless the need for a greater number of votes for such a resolution is stipulated by the Federal law "On Limited Liability Companies" or the Company's Charter.

Resolutions on issues specified in subparagraph 13 of paragraph 2 of this Article shall be taken by all members of the Company unanimously.

Other decisions shall be taken by a simple majority of votes of the total number of votes of the Company's members, unless otherwise provided for by the Federal Law "On Limited Liability Companies" and this Charter.

4. An ordinary General Meeting of Members shall be convened by the Company's General Director not earlier than two and not later than four months after the end of the financial year.

5. An extraordinary General Meeting of Members of the Company shall be held in the cases specified in this Charter and in any other cases if such general meeting is required by the interests of the Company and its members.

6. An extraordinary General Meeting of Members of the Company shall be convened by the General Director of the Company at his/her initiative, at the request of the Internal Audit Commission (Internal Auditor), auditor, as well as the Company's members holding in the aggregate at least one tenth of the total number of votes of the Company's members.

The General Director of the Company shall, within 5 (five) days from the date of receipt of the request to hold an Extraordinary General Meeting of Members of the Company, consider the request and adopt a decision on holding or refusing to hold an Extraordinary General Meeting of Members of the Company. The resolution on refusal to hold an Extraordinary General Meeting of Members of the Company may be made by the General Director of the Company only in cases specified by the Federal law "On Limited Liability Companies".

The Company's General Director shall not be entitled to amend the wording of items on the agenda of the Extraordinary General Meeting of Members of the Company and change the proposed form of the Extraordinary General Meeting of Members of the Company.

In addition to issues proposed for the agenda of the Extraordinary General Meeting of Members of the

Company, the General Director may at his/her own discretion place additional issues on the agenda.

7. In the event of a resolution to hold an Extraordinary General Meeting of Members of the Company, the said general meeting shall be held not later than 45 (forty five) days from the date of receipt of the request to hold such meeting.

8. Should the decision to convene the Extraordinary General Meeting of Members of the Company has not been made within the established timelines or its convocation has been refused, the Extraordinary General Meeting of Members of the Company may be convened by the bodies and persons requesting its convocation.

In this case the General Director of the Company shall provide the said bodies or persons with a list of the Company's members with their addresses.

Costs of preparation, convocation and holding such general meeting may be reimbursed by resolution of the General Meeting of Members of the Company at the Company's expense.

#### ***Article 22 PROCEDURE FOR THE CONVOCATION OF THE GENERAL MEETING OF MEMBERS OF THE COMPANY***

1. A body or persons convening the General Meeting of Members shall notify each member of the Company by registered mail to the address specified in the list of Company's members, or by personal delivery of the notice of the meeting to the member of the Company or his/her representative, against receipt, no later than 20 (twenty) days before the meeting.

2. The notice shall specify the time and venue of the General Meeting of Members of the Company as well as the proposed agenda.

Any Member of the Company may make proposals on adding additional items on the agenda of the General Meeting of Members of the Company within 10 (ten) calendar days prior to a meeting. Additional issues, except for those that do not fall within the competence of the General Meeting of Members or do not comply with the requirements of federal laws, shall be placed on the agenda of the General Meeting of Members of the Company.

A body or persons requesting to hold a General Meeting of Members of the Company may not amend the wording of additional issues proposed to be placed on the agenda of the General Meeting of Members of the Company.

If amendments are made to the initial agenda of a General Meeting of Members of the Company on the proposal of the Company's members, a body or persons requesting to hold a General Meeting of Members of the Company shall notify all the members of the Company of the amendments made to the agenda in the manner specified in paragraph 1 of this Article no later than 8 (eight) days before the meeting.

3. Information (materials) to be provided to persons entitled to participate in the General Meeting of Members, during preparation for such meetings, shall include opinions of the Company's Internal Audit Commission (Internal Auditor) based on the results of the audit of the annual statements and annual balance sheet of the Company; information on candidates for the position of the General Director of the Company; drafts of amendments or additions to be incorporated in the Company's Charter or the draft of a revised Charter; drafts of the Company's internal documents; drafts of agreements on execution of transactions subject to approval by the General Meeting of Members of the Company that are recognized by the Federal law "On Limited Liability Companies" as large or related-party transactions.

The said information and materials within 20 (twenty) days and in case as provided for in subparagraph 4 of paragraph 2 of this Article within 8 (eight) days prior to the General Meeting of Members of the Company shall be available to any persons entitled to participate in the General Meeting of Members of the Company at the office of the Company's executive body. The Company shall provide the members with a copy of the said documents upon their request. Any charge collected by the Company for providing such copies shall not exceed the cost of their production.

4. In case of violation of the procedure established by this article for convocation of a General Meeting of Members of the Company, such general meeting shall be deemed quorate if all members of the Company participate in it.

#### ***Article 23 PROCEDURE FOR HOLDING OF THE GENERAL MEETING OF MEMBERS OF THE COMPANY***

1. The General Meeting of Members of the Company shall be held in accordance with the procedure established by the Federal law "On Limited Liability Companies", this Charter and internal documents of the Company. To the extent not regulated by the Federal Law "On Limited Liability Companies", this Charter and internal documents of the Company, the procedure for holding of a General Meeting of Members of the Company shall be established by resolution of the General Meeting of Members of the Company.

2. Prior to the opening of the General Meeting of Members of the Company, the members of the

Company attending the meeting shall be registered.

Members of the Company shall be entitled to participate in the General Meeting in person or through their representatives. Representatives of the Company's members shall present documents, which confirm their authority to participate.

A member of the Company (representative of a member of the Company) which has not undergone registration shall not be entitled to participate in voting.

3. The General Meeting of Members of the Company shall be opened at the time specified in the notification of the General Meeting of Members of the Company or, if all members of the Company are already registered, earlier.

4. The General Meeting of Members of the Company shall be opened by the General Director of the Company. The General Meeting of Members of the Company convened by the Internal Audit Commission (Internal Auditor), auditor or one of the members of the Company who convened such General Meeting shall be opened by the Chairman of the Internal Audit Commission (Internal Auditor), auditor or one of the members of the Company who convened such General Meeting.

5. The person opening a General Meeting of Members of the Company shall elect a chairman from among the members of the Company. When voting on the election of a chairman, each member of the Company shall have at the General Meeting of Members of the Company a number of votes proportional to its membership interest in the charter capital of the Company. A resolution on this matter shall be adopted by a majority of votes of the total number of votes of the Company's members entitled to vote at this General Meeting.

6. The General Director of the Company shall make arrangements and ensure maintenance of minutes during the General Meeting of Members of the Company.

The minutes of all general meetings of the Company shall be bound together in the minute book, which shall be made available to any member at any time for review. At the request of the Company's members, they shall be provided with extracts from the minutes book certified by the General Director of the Company.

7. The General Meeting of Members of the Company shall be entitled to take decisions only on the agenda items communicated to the Company's Members in accordance with the procedure established by this Charter, except for the cases when all the Company's Members participate in this General Meeting.

8. Resolutions of the General Meeting of Members of the Company shall be adopted by open voting.

9. Resolution of the General Meeting of Members of the Company may be passed without holding a meeting (simultaneous presence of the Company's members for discussing the agenda and passing resolution on the issues put to the vote) by absentee voting (by circulation). Such a vote may be conducted by exchange of documents by post, telegraph, teletype, telephone, electronic or other means of communication that ensures the authenticity of transmitted and received messages and their documentary evidence.

A resolution of the General Meeting of Members of the Company on issues specified in subparagraph 6 of paragraph 2 of Article 21 of this Charter may not be adopted by absentee voting (by circulation).

10. Paragraphs 2, 3, 4, 5 and 7 of this Article, as well as provisions of paragraphs 1, 2 and 3 of Article 22 of this Charter with regard to the terms stipulated by them, shall not be applied when the resolution by the General Meeting of Members of the Company is taken by absentee voting (by circulation).

11. Resolutions adopted during the General Meeting of Members of the Company, as well as the composition of members who participated in decision making, shall be certified by the signature of the Chairman and the Secretary of the General Meeting of Members of the Company. The minutes of the General Meeting of Members of the Company may be signed by all members of the general meeting, which will also confirm the fact of decision making and the composition of the Company's members present at the meeting.

No additional certification of decisions taken during the General Meeting of Members of the Company or of the composition of members participating in decision making, including notarial certification, shall be required.

#### ***Article 24 DECISION MAKING ON ISSUES REFERRED TO THE COMPETENCE OF THE GENERAL MEETING OF MEMBERS OF THE COMPANY, SOLE MEMBER OF THE COMPANY***

1. If the Company has a sole member, decisions on issues within the competence of the General Meeting of Members of the Company shall be made by the sole member of the Company within that period and shall be executed in writing. In this case, the provisions of paragraphs 3-8 of Article 21, as well as Articles 22, 23 of this Charter shall not be applied, except for the provisions relating to the timing of the Annual General Meeting of Members of the Company.

#### ***Article 25 GENERAL DIRECTOR OF THE COMPANY***

1. The General Director of the Company shall manage the current operations of the Company.

The General Director shall be elected by the General Shareholder Meeting for a term of 5 (five) years. An agreement between the Company and the General Director shall be signed on behalf of the Company by the person

who chaired at the General Meeting of Members of the Company, during which the General Director was elected, or by a member of the Company authorized by resolution of the General Meeting of Members of the Company.

2. The General Director of the Company shall:

1) act on behalf of the Company without a power of attorney, including representation of its interests and carrying out transactions on behalf of the Company;

2) issue powers of attorney for the right of representation on behalf of the Company, including powers of attorney with power of substitution;

3) issue orders on assignment to a position of employees of the Company, on their transfer and dismissal, use incentives and impose disciplinary sanctions; approve regulations on the procedure of employment of staff, on staff, job descriptions for each position, regulations governing internal labor regulations, remuneration and bonuses for staff, on nighttime pay, on attracting employees to overtime work, conditions of labor safety and security, regulations on staff professional development, assessment of workplaces with respect to working conditions, on personal data, access control arrangements, shift schedules, leave schedules, provisions on the procedure and conditions for granting additional leaves, on liability of personnel, on the procedure and amount of reimbursement of expenses related to business trips, document and record management, as well as other internal documents whose approval is not referred by the Federal law "On Limited Liability Companies" and this Charter to the competence of the General Meeting of Members of the Company;

4) approve the organizational structure and staffing table, and make changes in the organizational structure and staffing table;

5) decides on issues related to the preparation, convening and holding of the General Meeting of Members of the Company;

6) ensure implementation of decisions of the General Meeting of Members of the Company and oversee their implementation.

7) prepare reports on the Company's activities in the form approved by the General Meeting of Members of the Company and submit them to the Company's members within the terms and procedure stipulated by resolution of the General Meeting of Members of the Company;

8) exercise other authorities not referred by the Federal Law "On Limited Liability Companies" and this Charter to the competence of the General Meeting of Members of the Company.

3. To the extent not covered by this Charter, the operating procedures of the General Director of the Company and the adoption of decisions by him/her is established by the internal documents of the Company, as well as the agreement concluded between the Company and the General Director.

## ***Chapter VI. Major transactions and transactions with related parties***

### ***Article 26 MAJOR TRANSACTIONS***

1. Major transaction is a transaction (including loan, credit, pledge, surety, purchase of such number of shares (other securities convertible into shares) of a public company resulting in the Company's obligation to make a mandatory offer under the Chapter XI.1 of the Federal law dated December 26, 1995 No. 208-FZ "On Joint-Stock Companies") or several interrelated transactions connected with acquisition, alienation or possibility of alienation by the Company directly or indirectly of the property, the value of which is 25 (twenty-five) or more percent of the Company's property value determined on the basis of accounting statements for the last reporting period preceding the day of making a decision on such transactions. Transactions made in the normal course of business of the Company are not considered to be major transactions.

2. The resolution on consent to execution of a major transaction shall be adopted by the General Meeting of Members of the Company.

The resolution on consent to a major transaction shall specify the persons who are the parties, beneficiaries of the transaction, price, subject of the transaction and other material terms of the transaction. The resolution may not specify the persons who are the parties, beneficiaries of the transaction, if the transaction is subject to conclusion at the auction, as well as in other cases, if the parties, beneficiaries cannot be determined by the time of approval of the major transaction.

3. The approval procedure for major transactions also applies to the following types of transactions:

1) with immovable property, including, but not limited to:

- direct or indirect acquisition and alienation, including through contribution to the charter capital of the legal entity,

- encumbrances, including pledges, leases and subleases

- and any other immovable property related transactions;

2) ensuring the fulfillment of the Company's obligations and/or the obligations of third parties, including but not limited to pledging property and suretyship for other persons;

3) related to the acquisition, alienation, encumbrance or possibility of alienation, or encumbrance on

any securities, including shares, promissory notes, including, but not limited to, issuance of promissory notes, their redemption, presentation for acceptance and payment, making endorsements, shares in the charter capital of economic companies, other forms of participation in the capital of legal entities;

4) loans, credits, borrowings;

5) related to acquisition, alienation or possibility of alienation by the Company, directly or indirectly, of property (services and works) the value of which is more than 10% (ten percent) of the book value of the Company's assets determined according to its balance sheet data as of the last reporting date.

4. If a transaction simultaneously meets the criteria contained in paragraph 1 and any of subparagraphs of paragraph 3 of Article 26 of this Charter, it shall be approved only as a transaction meeting the criteria of paragraph 1 of Article 26 of this Charter.

5. A major transaction concluded in violation of the requirements set forth in this Article may be declared invalid against the claim of the Company or its member holding at least 1 (one) percent of the total number of votes of the Company's members.

6. If a major transaction is simultaneously a related-party transaction, the provisions of Article 45 of the Federal law "On Limited Liability Companies" and Article 27 of this Charter shall apply to the procedure for approving such a major transaction, except if all the Company's members are interested in making a major transaction. If all members of the Company are interested in making a major transaction, the provisions of Article 46 of the Federal law "On Limited Liability Companies" and this Article of the Charter shall apply to the procedure for approving it.

7. Provisions of Article 46 of the Federal law "On Limited Liability Companies" and this Charter about the procedure for approval of major transactions are not applied to:

1) a case when the Company consists of one member, which simultaneously performs the functions of the sole executive body of the Company;

2) relations arising at transition to the Company of a share or a part of a share in its charter capital in the cases provided by the Federal Law "On Limited Liability Companies";

3) relations arising from the chain of title to property in the process of reorganization of the Company, including merger agreements and acquisition agreements.

#### ***Article 27 TRANSACTIONS WITH RELATED PARTIES***

1. Transactions in which there is an interest of a person who performs the functions of the sole executive body of the Company or a controlling person who has the right directly or indirectly through its controlled entities (legal entities, under direct or indirect control of the controlling persons) to dispose owing to the participation in the controlled entity more than 50 percent of votes in the supreme management body of the controlled entity or the right to appoint (elect) the sole executive body and/or more than 50 percent of the members of the governing board of the controlled entity, and persons entitled to give obligatory instructions for the Company, shall be made by the Company in accordance with the provisions of Article 45 of the Federal law "On Limited Liability Companies" and this article of the Charter.

These persons shall be deemed interested in the Company's conclusion of a transaction in cases determined by the Federal Law "On Limited Liability Companies".

2. A transaction with related party shall be approved by resolution of the General Meeting of Members of the Company. The resolution on approval of a transaction with related party shall be adopted by the General Meeting of Members of the Company by majority of votes of the total number of votes of the Company's members not interested in execution of such transaction.

The resolution on consent to a major transaction shall specify a person or persons who are the parties, beneficiaries of the transaction, price, subject of the transaction and other material terms of the transaction.

3. The General Meeting of Members may decide to approve a transaction with related party which may be concluded in the future in the course of the Company's normal business activities. In this case, the resolution shall specify the maximum amount to the extent of which such a transaction can be made. The resolution to approve the transaction shall be valid until the next ordinary General Meeting of Members, unless otherwise provided by the said resolution.

4. A transaction with related party shall not require approval by the General Meeting of Members of the Company if the terms and conditions of such transaction do not significantly differ from the terms and conditions of similar transactions executed between the Company and the interested party in the course of ordinary business activities which took place before the interested party was recognized as such in accordance with the Federal law "On Limited Liability Companies". This exception shall apply only to transactions with related parties that were concluded from the moment when the interested party was recognized as such until the next Ordinary General Meeting of Members of the Company.

5. A transaction with related party made in violation of requirements set forth in Article 45 of the Federal law "On Limited Liability Companies" and this Article of the Charter may be declared invalid against the

claim of the Company or its member holding at least 1 (one) percent of the total number of votes of the Company's members.

6. Provisions of Article 45 of the Federal law "On Limited Liability Companies" and this Article of the Charter shall not apply to transactions specified in paragraph 7 of Article 45 of the Federal law "On Limited Liability Companies", including:

- 1) a case when the Company consists of one member, which simultaneously performs the functions of the sole executive body of the Company;
- 2) transactions in which all members of the Company are interested;
- 3) relations arising at transition to the Company of a share or a part of a share in its charter capital in the cases provided by the Federal Law "On Limited Liability Companies";
- 4) relations arising from the chain of title to property in the process of reorganization of the Company, including merger agreements and acquisition agreements;
- 5) transactions that are mandatory for the Company in accordance with federal laws and/or other regulatory legal acts of the Russian Federation and settlements for which are made at fixed prices and tariffs established by the bodies authorized in the field of state regulation of prices and tariffs, as well as for standard form contracts concluded by the Company on terms that do not differ from the terms of other standard form contracts concluded by the Company;
- 6) for the transactions the subject of which is the property whose price or book value is not more than 0.1 percent of the book value of the Company's assets determined according to its accounting (financial) statements as of the last reporting date, provided that the amount of such transactions does not exceed the limits established by the Central Bank of the Russian Federation.

## ***Chapter VI. Reorganization and liquidation of the Company***

### ***Article 28 REORGANIZATION OF THE COMPANY***

1. The Company may be liquidated voluntarily in accordance with the procedure which is established by the Federal law "On Limited Liability Companies". Other grounds and procedure of reorganization of the Company are stipulated by the Civil Code of the Russian Federation and other federal laws.

2. Reorganization of the Company may be carried out in the form of merger, amalgamation, splitting-off, appropriation and transformation.

3. The Company being reorganized, upon making the entry of commencement of the reorganization procedure to the Uniform State Register of Legal Entities, twice (once a month) place the notice of reorganization in the mass media which usually publish information on state registration of legal entities. If two or more companies are involved in the reorganization, a notice of the reorganization shall be published on behalf of all companies involved in the reorganization by the company that last took a decision on the reorganization or by a certain merger or acquisition agreement. The creditors of the Company not later than within thirty days from the date of the last publication of the notice of reorganization shall be entitled to demand in writing early performance of the obligation by the debtor, and in case of impossibility of early performance of such obligations, termination and compensation of related losses.

### ***Article 29 LIQUIDATION OF THE COMPANY***

1. The Company may be liquidated voluntarily in accordance with the procedure which is established by the Civil Code of the Russian Federation with account taken of the requirements of the Federal Law "On Limited Liability Companies" and this Charter. The Company may be liquidated on the basis of a court decision on the grounds which are envisaged by the Civil Code of the Russian Federation.

2. A resolution of the General Meeting of Members of the Company on voluntary liquidation of the Company and appointment of the liquidation commission shall be adopted upon request of the General Director or a member of the Company.

In the event of voluntary liquidation of the Company, the General Meeting of Members shall decide on the liquidation of the Company and the appointment of the liquidation commission.

3. As from the appointment of the liquidation commission, the latter will have all the powers in relation to managing the Company. The liquidation commission shall act in court on behalf of the Company being liquidated.

4. Procedure of reorganization of the Company shall be stipulated by the Civil Code of the Russian Federation and other federal laws.

5. The property of the Company being liquidated after completion of settlements with creditors shall be distributed by the liquidation commission among the Company's members in the following order:

- first of all, the distributed but unpaid part of the profit shall be paid to the Company's members;

- second, the property of the Company being liquidated shall be distributed among the members of the Company in proportion to their shares in the charter capital of the Company.

6. Claims of each order of priority shall be satisfied after full satisfaction of claims of the previous order.

If the Company's property is not enough to pay the distributed but unpaid part of the profit, the Company's property shall be distributed among its participants in proportion to their shares in the charter capital of the Company.

### ***Chapter VIII. Final provisions***

#### ***Article 30 BUSINESS ACTIVITY. FINANCIAL ACCOUNTING AND REPORTING OF THE COMPANY***

1. The reporting year of the Company shall be a calendar year from January 1 to December 31 inclusive.

2. The General Director shall be responsible for the organization, status and accuracy of the Company's accounting practices, timely provision of financial and other reports.

3. The Company shall keep the following documents:

- The Company's Charter, as well as amendments and additions made to the Company's Charter and registered in accordance with the established procedure;

- decisions related to the establishment of the Company;

- the document confirming the state registration of the Company;

- documents confirming the Company's rights to the property registered on its balance sheet;

- internal documents of the Company;

- regulations on branches and representative offices of the Company;

- documents related to the issue of bonds and other issued securities of the Company;

- minutes of General Meetings of Members of the Company and the Company's Audit Commission;

- lists of the company's affiliates;

- opinions of the Audit Commission (auditor), auditor, state and municipal financial control bodies;

- other documents stipulated by federal laws and other legal acts of the Russian Federation, this

Charter, the Company's internal documents, resolutions of the General Meeting of Members and the General Director of the Company.

4. The Company shall keep the documents specified in paragraph 3 of this Charter at the location of its executive body or in a place that is known and accessible to the Company's members at all times.

5. The Company shall provide the Company's members with access to the judicial acts on a dispute related to the establishment of the Company, its management or participation in it, including decisions on initiation of proceedings by the arbitration court and acceptance of a statement of claim or statement of claim on change of the basis or subject matter of the previously brought claim.

6. At the request of a member of the Company, the Company shall provide him/her with access to the documents stipulated by paragraphs 3 and 5 of this Article.

Within 5 (five) working days from the date of submission of the relevant request by a member of the Company, the documents specified in paragraph 3 of this Article shall be provided by the Company for review on the premises of the executive body of the Company, unless another place is determined by an internal document approved by the General Meeting of the Company and published on its website through the information and telecommunication network Internet. The Company shall provide the members with a copy of the said documents upon their request.

Any charge collected by the Company for providing such copies shall not exceed the cost of their production and, if the request specifies the need to send them to the address specified by a member, the corresponding shipping costs.

The documents provided for in paragraph 3 of this Article shall also be provided by the Company at the request of the Auditor, Internal Auditor (Internal Audit Commission) of the Company.

Submission of the documents specified in paragraph 3 of this Article and other documents and information on the Company's activities to third parties, including state bodies and officials, shall be made in the cases and in the manner prescribed by the applicable laws of the Russian Federation and other legal acts.

#### ***Article 31 INTERNAL AUDIT COMMISSION (INTERNAL AUDITOR)***

1. By resolution of the General Meeting of Members, an Internal Audit Commission may be established in the Company (an Internal Auditor is elected). In the case provided for by the Federal law "On Limited Liability Companies" the establishment of an Internal Audit Commission is mandatory.



2. The Internal Audit Commission (Internal Auditor) of the Company shall be elected by the General Meeting of Members of the Company. The authorities of the Internal Audit Commission (Internal Auditor) shall remain in force until the next General Meeting of Members following the meeting in the course of which the Internal Audit Commission (Internal Auditor) was elected.

3. The Internal Audit Commission (Internal Auditor) of the Company shall be entitled to conduct audits of the financial and economic activities of the Company at any time and have access to all documentation related to the Company's activities. At the request of the Internal Audit Commission (Internal Auditor), a person performing the functions of the sole executive body of the Company, as well as employees of the Company shall provide required explanations orally or in writing.

4. The Internal Audit Commission (Internal Auditor) of the Company shall mandatorily audit the annual report and balance sheet of the Company before they are approved by the General Meeting of Members of the Company. The General Meeting of Members of the Company shall not be entitled to approve the annual report and balance sheets of the Company in the absence of the opinion of the Internal Audit Commission (Internal Auditor) of the Company.

5. The provisions of paragraphs 2-4 of this Article shall be applied only if the General Meeting of Members of the Company passes a resolution to establish an Internal Audit Commission (Internal Auditor).

#### ***Article 32 INTERNAL AUDITOR***

1. For confirmation and review of proper execution of the annual report and balance sheet of the Company, as well as for review of the current state of affairs of the Company, the Company shall be entitled by resolution of the General Meeting of Members of the Company to engage a professional auditor not connected by property interests with the Company, a person performing the functions of the sole executive body of the Company and members of the Company.

2. At the request of any member of the Company, the audit may be carried out by a professional auditor of its choice, who shall comply with the requirements set forth in paragraph one of this Article. In the event of such an audit, payment for the auditor's services shall be made at the expense of the Company's member at the request of whom it is conducted. The expenses of the Company's member for the auditor's services may be reimbursed by resolution of the General Meeting of Members at the expense of the Company.

Engaging an auditor to confirm and review of the annual report and balance sheet of the Company is mandatory in the cases stipulated by federal laws and other legal acts of the Russian Federation.

#### ***Article 33 PERSONNEL OF THE COMPANY***

1. In order to carry out its activities, the Company hires personnel by concluding employment contracts.

2. The Company shall ensure the minimum wage guaranteed by the applicable laws of the Russian Federation, labor protection conditions and social protection measures.

3. All employees of the Company are entitled to compulsory social and medical insurance.

4. The forms, systems and amount of remuneration of employees are established by the General Director of the Company.