

APPROVED

by the General Assembly of Members
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Members

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on 19 April 2012, Minutes w/o No.
on 25 March 2021, Minutes w/o No.

CHARTER

of ASSOCIATION OF EUROPEAN BUSINESSES

Moscow, 2021

1. General provisions

1.1. Name

- 1.1.1. Full name of the Association in Russian:
АССОЦИАЦИЯ ЕВРОПЕЙСКОГО БИЗНЕСА
- 1.1.2. Short name of the Association in Russian: АЕБ.
- 1.1.3. Full name of the Association in English:
Association of European Businesses
- 1.1.4. Short name of the Association in English: AEB.
- 1.1.5. The former name of the Association, registered at the time of establishment – Non-Profit Partnership "ASSOCIATION OF EUROPEAN BUSINESS" – has been changed due to the need to bring it into conformity with the applicable legislation of the Russian Federation. The rights and liabilities of the Association in relations with third parties shall not change in connection with the renaming.

1.2. Applicable laws and regulations for ASSOCIATION OF EUROPEAN BUSINESSES (the "AEB")

The AEB shall carry out its activities in accordance with the laws of the Russian Federation, including the Civil Code of the Russian Federation, Federal Law *On Non-Profit Organisations*, other regulations and this Charter (the "**Charter**").

1.3. Legal status of the AEB

- 1.3.1. The AEB is a non-profit corporate organisation based on the voluntary membership of legal entities and/or legally capable citizens that united to represent and protect common interests, including professional ones, in order to achieve socially valuable and other legitimate and non-commercial goals.
- 1.3.2. The AEB is a legal entity that does not seek profit-making as its main purpose and does not distribute the profit gained among the AEB members. If AEB activities generate income, such income (its part exceeding the expenses of the AEB) shall be directed towards the implementation of the AEB objectives defined by this Charter and aligned with the applicable laws of the Russian Federation.
- 1.3.3. The legal capacity of the AEB shall arise from the moment the information on its incorporation is entered into the Unified State Register of Legal Entities and shall cease at the moment the information about its termination is entered into the said register. The legal status of the AEB shall be governed by the applicable laws of the Russian Federation and this Charter.
- 1.3.4. The AEB shall be established for an unlimited period.
- 1.3.5. The AEB shall hold its own assets segregated on its balance sheet. The AEB may, in its own name, acquire and exercise property and non-property rights, assume liabilities, perform duties, act as a plaintiff and a defendant, a third party on the side of a person participating in court proceedings, in commercial and arbitration courts. The AEB shall use its assets to achieve its statutory purposes and objectives in accordance with the laws of the Russian Federation.
- 1.3.6. The AEB members shall have no rights in respect of the AEB assets, including the membership fees paid so far, and shall not be held liable for its obligations.

No assets or profits held or secured by the AEB may be distributed among the AEB members. The AEB shall be liable for its obligations only to the extent of the assets which can be subjected to court-enforced collection under the laws of the Russian Federation.

- 1.3.7. The AEB may open bank accounts in Russian roubles and other currencies both in Russia and abroad. The AEB may have a seal bearing its full name in Russian, a stamp, forms in the Russian and English language. The AEB shall have a brand image – a logo described in clause 1.3.11 hereof.
- 1.3.8. The AEB shall independently determine the areas of its activity in accordance with the applicable laws of the Russian Federation.
- 1.3.9. The AEB may establish branches and open representative offices in accordance with the laws of the Russian Federation, which shall be provided with assets by the AEB and act on the basis of its approved regulations or the AEB Charter in the absence of regulations. The assets of the branch or representative office shall be accounted for on a separate balance sheet and on the AEB's balance sheet. Branch and representative office managers shall be appointed and shall act on the basis of a power of attorney issued by the CEO of the AEB. Branches and representative offices shall carry out activities on behalf of the AEB and shall not have the rights of legal entities. The AEB shall be responsible for the activities of its branches and representative offices.
AEB branches:
 - 1.3.9.1. Krasnodar Branch based in Krasnodar;
 - 1.3.9.2. Saint Petersburg Branch based in Saint Petersburg.
- 1.3.10. The AEB shall not be liable for any obligations of its members. The members shall not be liable for any obligations of the AEB.
- 1.3.11. Description of the AEB's logo (brand image):
 - 1.3.11.1. The logo includes an original visual element with the text, and can be reproduced in a combination of colours.
 - 1.3.11.2. The visual element is a combination of a solid blue area with the graphic element depicted on it – the abbreviation "AEB". The abbreviation "AEB" is printed in italics, with capital letters of white colour using the Russian (Cyrillic) ("АЕБ") and English (Latin) ("AEB") symbols, representing an abbreviated name of the AEB in Russian and English.

1.4. AEB's operating principles

- 1.4.1. The AEB's operations are guided by the following principles:
 - 1.4.1.1. open communication with members;
 - 1.4.1.2. transparent operations of the AEB bodies;
 - 1.4.1.3. facilitating effective work of the AEB members;
 - 1.4.1.4. member engagement in the AEB operations;
 - 1.4.1.5. decision-making process that accommodates the interests of all AEB members;
 - 1.4.1.6. voluntary participation in and withdrawal from the AEB;

1.4.1.7. care for the AEB's business reputation among the AEB members;

1.4.1.8. compliance by the AEB and its members with Russian laws and the AEB Charter.

1.4.2. The AEB shall focus on the most important and pressing matters of the greatest interest to the AEB members. The AEB shall, to the extent possible, take all necessary and reasonable actions towards achieving the objectives specified in clause 2.1 hereof.

1.5. Official seat

The AEB shall be based in Moscow, Russian Federation.

1.6. The AEB's bodies:

1.6.1. The AEB's management bodies shall include:

1.6.1.1. The General Assembly of Members (the "General Assembly"), the AEB's supreme governance body;

1.6.1.2. The Board (the "Board"), the AEB's collective executive body;

1.6.1.3. The Chief Executive Officer (the "CEO"), the AEB's sole executive body.

1.6.2. The AEB's consultative body shall be:

The Council of National Representation (the "**Council of National Representation**"), the AEB's standing collegial advisory body.

1.6.3. The control and audit body of the AEB is:

The AEB's Auditing Commission (the "**Auditing Commission**"). The Auditing Commission shall oversee the financial and economic activities of the AEB.

1.6.4. Members of the collegial bodies of the AEB shall carry out their functions as volunteers and without compensation (this provision does not apply to members of the AEB's control and audit bodies, unless they have expressed a desire to serve as volunteers). The AEB shall not be entitled to pay remuneration to the members of the AEB's collegial bodies for the performance of their functions, except for and subject to the Board's resolution on the amount and payment procedure, the expenses directly related to the participation in the work of the respective collegial bodies of the AEB and for the remuneration to the members of the control and audit bodies.

1.7. Working language

Russian shall be the working language of the AEB. Due to the fact that the AEB includes persons residing outside the Russian Federation, the correspondence may be conducted in English, and for the convenience of all AEB members, any AEB documents in Russian may be accompanied by English translation.

1.8. Financial year

The AEB's financial year shall start on 1 January and end on 31 December.

1.9. Legal capacity

The AEB this have all civil rights and bear all obligations required to achieve its statutory purposes. In particular, the AEB may carry out any legally binding actions and enter

into any transactions with Russian or foreign legal entities or individuals to the extent permitted by the laws of the Russian Federation or the laws of any jurisdiction applicable thereto, both in Russia and abroad.

1.10. Code of conduct

The AEB, its members shall adhere to the generally accepted business principles and the standards of corporate conduct. The AEB shall not adopt any stance or undertake any actions which run counter to the European business interests.

2. Objectives and scope of the AEB's activities

- 2.1. The key objective of the AEB is to join the efforts of the AEB members to protect common interests, including professional interests and achieve the following goals:
 - 2.1.1. creating legal and economic conditions in the Russian Federation to improve the country's business environment, including its investment climate;
 - 2.1.2. making Russian jurisdiction more attractive as a place for doing business and resolving civil disputes by representing and promoting the interests of its members through the support of their operations in Russia or with respect to Russia;
 - 2.1.3. facilitating operations of the AEB members in accordance with the generally accepted business principles and facilitating the partnership and cooperation between Russia and the European Union;
 - 2.1.4. representing, promoting and protecting the interests of the AEB members before the national and municipal authorities (local authorities) of various levels, as well as government, public and other organisations, including international ones, in a quality, active, and systematic manner;
 - 2.1.5. providing quality information to the AEB members and maintaining effective information exchange between them, summarising research findings and best practices to circulate them among the AEB members, creating a common information system for the AEB members reflective of the matters affecting the professional interests of the AEB members;
 - 2.1.6. facilitating alternative civil dispute resolution through arbitration and mediation;
 - 2.1.7. facilitating business relations between the AEB members, and resolving disputes and conflicts arising between them as part of their AEB membership;
 - 2.1.8. facilitating entrepreneurial and other related operations of the AEB members and improving their efficiency;
 - 2.1.9. developing a consolidated position of the AEB members (separate groups) on the regulation of their operations and expressing common opinions and interests on behalf of the AEB members;
 - 2.1.10. fostering effective professional relations between the AEB members, maintaining and expanding business and professional contacts between the AEB members;
 - 2.1.11. facilitating standardisation of operations and higher professional standards, including professional ethics standards, for the AEB members, and working to promote conditions conducive for professional operations of the AEB members;

- 2.1.12. contributing actively to the economic cooperation between the Russian Federation and the member states of the Eurasian Economic Union, the Commonwealth of Independent States and the European Union;
 - 2.1.13. publicly and openly promoting the AEB's goals, objectives and principles, distributing information and raising awareness about the AEB's operations to attract new members and achieve the key goals of the AEB.
- 2.2. The scope of the AEB's activities includes any and all operations specified in this clause which the AEB carries out to achieve the objectives stated in clause 2.1 hereof. To this end, the AEB may undertake the following activities:
- 2.2.1. develop, implement and support joint programmes and projects in economic, legal, technological and other areas of the AEB members' activities, including in cooperation with national and municipal authorities, local authorities and the AEB members, and on all matters which help meet the objectives for which the AEB was established, by leveraging the assets, intellectual property and other intellectual deliverables owned by the AEB as well as various sources of funds;
 - 2.2.2. prepare an annual report reflecting the main objectives and the results achieved in representing the AEB members' interests before government agencies; prepare a list of priority issues to be discussed with the AEB members that require harmonisation and alignment as regards promoting the interests of the Russian Federation and the European Union;
 - 2.2.3. follow various paths of interaction with the Delegation of the European Union to Russia, the Eurasian Economic Commission and other bodies of the Eurasian Economic Union, national clubs of the European Union, chambers of commerce and industry of the European Union's member states, bodies of the Commonwealth of Independent States, and other business associations with the purpose of representing European business interests of the AEB members and fostering economic cooperation with the Russian Federation;
 - 2.2.4. building relationships directly with federal and regional authorities of the Russian Federation, including the Presidential Executive Office, the Government, the ministries, the State Duma, the Central Bank, customs and other bodies, as well as with chambers of commerce and industry, other business associations of the Russian Federation and member states of the Eurasian Economic Union, economic and R&D organisations, institutions, and the mass media to represent European business interests;
 - 2.2.5. render services facilitating alternative civil dispute resolution through arbitration and mediation;
 - 2.2.6. distribute information and various documents among the AEB members on a recurring basis, in particular, via the AEB's public meetings, seminars, briefings, website, and social media, organise newsletter distribution and make publications;
 - 2.2.7. create, support in any way and by any means the publication and distribution of books, brochures, treatises, readers, manuals, guidelines and reference papers, and other writings, journals, audio and video content, publish research and methodology papers in line with the AEB's objectives, identify, summarise and disseminate best practices, propagate research and methodology papers,

- recommendations and other printed materials on various topics to provide the AEB members with forecasts and analysis on relevant aspects;
- 2.2.8. arrange hotlines on pressing issues and topics that are of greatest interest to the AEB members;
 - 2.2.9. participate in national and international conferences and meetings;
 - 2.2.10. provide support to the AEB members in terms of information distribution, guidelines, organisation, consultancy, etc., including economic and legal advice, monitor and review Russian laws affecting the professional operations of the AEB members, update the members on resolutions of Russian government, regulatory and judicial authorities to the extent affecting the professional operations of the AEB members;
 - 2.2.11. follow various paths of interaction with national and municipal authorities to the extent permitted by Russian laws, if so invited by such authorities, participate in developing and improving national and industrial standards, government regulations affecting the professional interests and activities of the AEB members, as well as their practical application and follow-up, develop and submit petitions to relevant government authorities on topics that are of greatest interest to the AEB members, including requests for official interpretation on matters pertaining to the regulation of relationships that affect the AEB members' professional interests;
 - 2.2.12. assist in shaping industrial standards which affect the professional operations of the AEB members;
 - 2.2.13. hold and support (including through financing) information and awareness raising campaigns, as well as cultural and entertainment events in any form, including conferences, round tables, symposiums, forums, workshops, training sessions, public lectures, lecture courses, meeting cycles and other events in line with the AEB's objectives;
 - 2.2.14. perform and support R&D, applied research, marketing research, public and private research, etc., including market analysis and assessment, research into the state and trends of the economy, financial and lending markets, arrange research into financial, economic, legal and other market problems to provide information to the AEB members;
 - 2.2.15. cooperate with leading international organisations to enable the exchange of information and best practices, arrange joint awareness raising, cultural and other events, assist the AEB members in making contacts and developing cooperation with international and foreign organisations, represent the interests of the AEB members in international and foreign organisations, including through participation in international workshops, conferences, symposiums and other events which help achieve the AEB's objectives;
 - 2.2.16. arrange, support and engage in information, publishing, advisory, awareness raising, innovative, methodology, R&D and other activities in any form seeking to achieve the AEB's objectives, including by rendering management, consultancy, logistics, financial, information, methodology, marketing, HR and organisational services to the AEB members in the areas of their activities, including free of charge or on preferential terms, as well as by providing and/or ensuring access to the infrastructure and information required therefor;

- 2.2.17. participate in shaping and improving common and robust rules and standards of business conduct in reliance on international practices;
 - 2.2.18. provide information, economic, legal and organisational support and assistance to the AEB members;
 - 2.2.19. hold awareness-raising events in the form of lectures, internships, workshops and other formats, provided that no end-of-course assessment takes place and no certificate of education and/or qualification is issued;
 - 2.2.20. distribute information related to the AEB's objectives, inter alia, via the mass media and/or the Internet, including by creating designated media resources;
 - 2.2.21. post information on its official website and procure to maintain the same;
 - 2.2.22. establish and support media companies;
 - 2.2.23. arrange for the development and maintenance of research and information systems;
 - 2.2.24. receive and use donations and gratuitous aid, including special-purpose receipts and financing;
 - 2.2.25. purchase, manage and dispose of assets, receive assets for gratuitous use;
 - 2.2.26. acquire the exclusive right to intellectual property and means of identification and the right to use the same; dispose of the exclusive rights to intellectual property and means of identification owned by the AEB, including free of charge; grant the right to use intellectual property and means of identification owned by the AEB to the Russian Federation, individuals and/or legal entities or to the general public, including free of charge;
 - 2.2.27. engage in charitable activities in accordance with the laws;
 - 2.2.28. become member of Russian and foreign non-profit organisations.
- 2.3. The AEB may engage in activities requiring a special permit (licence) as soon as it obtains such permit (licence).

2.4. Income-generating activities of the AEB

- 2.4.1. The AEB may undertake income-generating activities only to the extent required to achieve the statutory objectives, for which it was established, as stated in clause 2.2 hereof, provided that they meet such objectives. The following activities shall be recognised as income-generating activities:
- 2.4.1.1. profitable production of goods and provision of services that meet the objectives for which the AEB was established, including such services as organisation of events, seminars and meetings, consulting services, services facilitating alternative civil dispute resolution through arbitration and mediation, and other services;
 - 2.4.1.2. holding cash in deposit accounts;
 - 2.4.1.3. buying and selling securities, and property and non-property rights;
 - 2.4.1.4. holding stakes in business entities and participating in limited partnerships as a limited partner.

- 2.4.2. Income-generating activities shall be subject to the following requirements:
- 2.4.2.1. The AEB shall ensure that it has the assets sufficient for undertaking income-generating activities with a market value of not less than the minimum amount prescribed by Russian laws;
 - 2.4.2.2. Income from income-generating activities shall not be transferred to (distributed among) the AEB members, redistributed among the AEB head, employees and other persons and shall be used only as required for achieving the statutory objectives, including for the AEB maintenance;
 - 2.4.2.3. The AEB shall keep separate accounts for income and expenses resulting from income-generating activities and from its statutory operations;
 - 2.4.2.4. The AEB may use after-tax income from income-generating activities only for the purpose of its maintenance and statutory operations.
- 2.4.3. To hedge against inflation, the AEB may invest temporarily available earmarked funds and cash received from income-generating activities or a part thereof into income-generating financial assets, including securities, deposit accounts with banks opened under a deposit agreement, and conclude agreements to maintain a minimum account balance with the resulting income to be further used for the AEB maintenance and statutory operations.

Putting temporarily available funds designated as special-purpose receipts or special-purpose financing to deposit accounts shall not be considered as contrary to their intended use (purpose) provided that the AEB meets the following requirements: the Board of the AEB has adopted a resolution stating that it is reasonable not to use (use in full) the funds for the statutory operations and/or the AEB maintenance, and another resolution is in place outlining the depositing procedures and/or instructions from a person delegated to determine the time limit and methods of depositing the funds.

2.5. AEB property

- 2.5.1. The AEB shall have the right to be in ownership of or possess, based on other right in rem, the following: buildings, structures, residential (housing) properties, equipment, tools, money in roubles and foreign currency, securities, information resources, other property, to hold rights to intellectual property and other intellectual work products in accordance with the provisions of the laws of the Russian Federation and to independently use and dispose of them in accordance with the AEB objectives and in compliance with the laws of the Russian Federation. The AEB may own or otherwise possess land plots in accordance with the laws of the Russian Federation.
- 2.5.2. The sources of the AEB property shall be:
- 2.5.2.1. regular and non-recurring receipts (including donations) and membership fees;
 - 2.5.2.2. voluntary property contributions, receipts, grants and donations, including those intended for a designated purpose, provided by individuals and legal entities in cash and/or in kind;
 - 2.5.2.3. revenue from the sale of goods, works, or services;

- 2.5.2.4. income from non-sale transactions, including dividends, interest and other income from shares, bonds, other securities and deposits;
 - 2.5.2.5. income received from the AEB property, including its lease;
 - 2.5.2.6. proceeds from fund-raising activities conducted in any way compliant with the laws of the Russian Federation (holding campaigns to attract philanthropists and volunteers, including arrangement of mass events, conducting campaigns to collect donations, conducting lotteries and auctions in accordance with the laws of the Russian Federation, selling property and donations provided by the philanthropists, in line with their wishes);
 - 2.5.2.7. income (proceeds) from income-generating activities permitted by the law;
 - 2.5.2.8. income from the activities of business entities which the AEB has established or is a member of;
 - 2.5.2.9. volunteer work and services;
 - 2.5.2.10. inheritance of property;
 - 2.5.2.11. other proceeds not prohibited by the laws of the Russian Federation.
- 2.5.3. The AEB shall have the right to use, at its discretion, any property received at no cost without a specified purpose of its use in order to finance the AEB operations and/or to conduct its statutory activities.
- 2.5.4. The AEB, exercising the powers of the owner, shall own, use and dispose of its property in accordance with the Charter and applicable laws of the Russian Federation.

3. Membership in the AEB

3.1. Members of the AEB may include:

- 3.1.1. Legal entities and organisations (the “**Legal Entities**”), including any associations (unions) of the Legal Entities in the member states of the European Union or the European Free Trade Association, whose business activities are or will be connected with the Russian Federation;
- 3.1.2. The Legal Entities incorporated in the Russian Federation in which the parent company or a subsidiary of such parent company of one or more Legal Entities or associations (unions) of the Legal Entities having a registered office in a member state of the European Union or the European Free Trade Association, or one or more Legal Entities having a registered office in a member state of the European Union or the European Free Trade Association, hold more than fifty percent (50%) of shares or participatory interest in the authorised capital of such Legal Entities, respectively;
- 3.1.3. The Legal Entities incorporated in the Russian Federation whose parent company is not incorporated in a member state of the European Union or the European Free Trade Association but is managed by a legal entity located in a member state of the European Union or the European Free Trade Association;
- 3.1.4. Fully legally capable citizens of a member-state of the European Union or the European Free Trade Association legally present in the Russian Federation

(the “citizens”) who carry out their activities in their own interests in the Russian Federation, or are employees of a Legal Entity or an association (union) of Legal Entities that does not have a registered office in any member state of the European Union or the European Free Trade Association, but whose business activities are connected with the Russian Federation. On an exceptional basis, the Board may make a decision, in the manner prescribed by the General Assembly, to admit to the AEB any citizens of other states who are legally present in the Russian Federation;

- 3.1.5. The Legal Entities or associations (unions) of the Legal Entities incorporated in the United Kingdom of Great Britain and Northern Ireland whose business activities are or will be connected with the Russian Federation, as well as legally capable citizens of the United Kingdom of Great Britain and Northern Ireland who carry out their activities in their own interests in the Russian Federation, or are employees of a Legal Entity or an association (union) of Legal Entities that does not have a registered office in the United Kingdom of Great Britain and Northern Ireland, but whose business activities are connected with the Russian Federation;
- 3.1.6. The Legal Entities and associations (unions) of the Legal Entities that are not located in any member state of the European Union, but whose business activities are connected with the Russian Federation.

3.2. Conditions of admission to the AEB

- 3.2.1. The Board shall make admission decisions based on written applications.
- 3.2.2. The AEB shall not be obliged to grant membership to any applicant. A Legal Entity or a legally capable citizen shall be treated as a member after receipt by the applicant of an admission notice from the Board and upon payment of a membership fee.
- 3.2.3. The procedure for admission and expulsion of AEB members and the procedure for exercising the rights of AEB members shall be determined by the *Regulation on AEB Members* approved by the General Assembly.

3.3. Rights and obligations of the members

3.3.1. Members’ rights

Membership in the AEB is voluntary. Each Member shall have equal rights and obligations provided for by the laws of the Russian Federation and this Charter, specifically:

- 3.3.1.1. to take part and vote at the General Assembly. The voting right of a member shall be suspended until all membership fees are paid;
- 3.3.1.2. to be elected to the Council of National Representation or the Board. A member of the Council of National Representation may not simultaneously be appointed as a member of the Board, and vice versa;
- 3.3.1.3. to be elected to the Auditing Commission. A member of the Auditing Commission may not simultaneously be elected as a member of the Board or the Council of National Representation, and vice versa;

- 3.3.1.4. to receive information on the activities of the AEB and its management bodies and get acquainted with documents in the cases and manner established by the law and this Charter.
- 3.3.1.5. to participate in management of the AEB, its operations and events;
- 3.3.1.6. to transfer ownership in assets to the AEB;
- 3.3.1.7. to submit proposals to the AEB on any matters related to its activities; to consider inquiries and requests jointly with any body at an assembly or meeting to participate in the administration of the AEB's affairs.

3.3.2. Members' obligations

- 3.3.2.1. each member of the AEB shall have the obligations provided for by the laws of the Russian Federation, this Charter and the AEB's approved by-laws.
- 3.3.2.2. each member of the AEB is obliged to pay membership fees and contribute additional assets approved by the General Assembly, without delays and in full. Membership fees shall be paid and additional assets shall be contributed in the amount and manner determined by the General Assembly and in accordance with the procedure established by the Board. Membership fees and additional asset contributions shall only apply in the year for which they are paid;
- 3.3.2.3. except for the membership fees and additional asset contributions mentioned in subclause 3.3.2.2. of this clause, no member shall be obliged to contribute any property or any other assets to the AEB.

3.4. Termination of membership in the AEB; expulsion of an AEB member

3.4.1. Voluntary termination of membership

Any member of the AEB may voluntarily terminate their membership at any time by sending a written notice to the Board.

3.4.2. Expulsion

- 3.4.2.1. A member may be expelled from the AEB by decision of the Board made by a simple majority of votes;
- 3.4.2.2. The Board may publish information on the members who have been expelled from the AEB.

3.4.3. Consequences of termination of membership

A member who leaves the AEB (as a result of termination of membership or expulsion) shall not be entitled to receive any share in the AEB's property or the value of such property, including reimbursement of membership fees paid or any other compensation. Membership fees shall stop accruing from the day the Board receives a notice of voluntary termination of membership or the passing of a Board-initiated resolution to terminate the membership of or expel a member.

4. The AEB's cooperation with third parties which are not members of the AEB

- 4.1. Embassies and trade missions of the European Union and the European Free Trade Association may cooperate with the AEB and also, at the invitation of the Board, may participate in an advisory capacity in committee meetings and events held by the AEB.
- 4.2. The Board may issue and revoke a permission to participate in any activities of the AEB for:
 - 4.2.1. the Legal Entities, associations (unions) of Legal Entities and persons, who carry out any activities in the Russian Federation, but are not entitled to membership; and
 - 4.2.2. other persons on an exceptional basis.

Such permission may provide a right to attend meetings of one or more committees of the AEB, to participate in events of the AEB.

5. General Assembly

The General Assembly is the AEB's supreme management body. The main function of the General Assembly is to ensure that the AEB operates in line with the objectives for which it was established.

5.1. Remit of the General Assembly

- 5.1.1. The remit of the General Assembly shall include:
 - 5.1.1.1. amendment and approval of the AEB's Charter;
 - 5.1.1.2. determining the AEB's general strategy and policy, activity areas and priorities;
 - 5.1.1.3. determining the principles of acquiring and using the AEB's property and assets;
 - 5.1.1.4. formation of the Board, the Council of National Representation and the Auditing Commission and early termination of their powers and powers of some of their members;
 - 5.1.1.5. election of the CEO and early termination of their powers;
 - 5.1.1.6. approval of the annual report and the accounting (financial) statements of the AEB;
 - 5.1.1.7. establishment by the AEB of other legal entities, participation of the AEB in other legal entities, establishment of branches and opening of representative offices, and approval of regulations on the AEB branches and representative offices;
 - 5.1.1.8. restructuring and liquidation of the AEB, deciding on the appointment of a liquidation commission (liquidator) and on the approval of the liquidation balance sheet;
 - 5.1.1.9. determining the procedure for the admission and expulsion of the AEB members;
 - 5.1.1.10. approval of the audit entity or individual auditor;
 - 5.1.1.11. approval of the amount and payment procedure for membership fees and additional assets contributed by AEB members to the AEB, and

the extent of their secondary liability with respect to AEB's obligations, if such liability is imposed by law or this Charter;

- 5.1.1.12. adoption of by-laws of the General Assembly;
- 5.1.1.13. identification of transactions that may be executed by the AEB only subject to prior approval by the General Assembly, and approval of such transactions;
- 5.1.1.14. other matters related to the remit of the General Assembly by this Charter and the law.

5.1.2. The matters specified in clauses 5.1.1.1–5.1.1.11 are reserved exclusively to the General Assembly. The matters reserved exclusively to the General Assembly may not be transferred to the remit of other AEB bodies.

5.2. Decision-making by the General Assembly

5.2.1. The decisions shall be made:

- 5.2.1.1. through personal attendance by holding a meeting (joint personal presence of the AEB citizen members or representatives of the AEB members who are legal entities, acting by proxy, in the place of the meeting in order to discuss items of the agenda and to make decisions on matters submitted for voting), or
- 5.2.1.2. by correspondence voting (poll) on items and in cases established by the laws of the Russian Federation and this Charter.

5.2.2. The incumbent Chairman of the Council of National Representation or, in case of their absence, any Deputy Chairman of the Council of National Representation shall preside at the General Assembly. In the event that the said persons are not present at the General Assembly or not elected to the position, the CEO shall preside at the relevant General Assembly in an advisory capacity, whose functions as the presiding officer at the General Assembly shall be limited to conducting the relevant meeting and signing the minutes.

5.2.3. The General Assembly shall be convened at least once a year by the CEO or the Board through notifying the members by email with receipt confirmed. The notice shall be sent to the latest addresses communicated to the AEB by its members. The convening notice specifying the place, time, agenda and a list of materials and documents shall be sent not later than twenty one (21) calendar days prior to the date of the General Assembly.

5.2.4. The Ordinary General Assembly (the “**Ordinary General Assembly**”) shall be convened within the first six (6) months of each financial year. Members attending the Ordinary General Assembly shall decide on the approval of the annual statements and the CEO's and the Board's performance.

5.2.5. The CEO shall be obliged to convene an extraordinary General Assembly if it is in the interests of the AEB, at the written request of at least twenty percent (20%) of the AEB members or at the request of the Board or the Auditing Commission. Such a request shall state the agenda of the General Assembly and the date of the meeting (which may not be earlier than twenty-five (25) calendar days from the date of receipt of the relevant request by the CEO). All materials necessary for the General Assembly to decide on the items of the General Assembly agenda shall be attached to the request.

- 5.2.6. Decisions of the General Assembly shall be documented in writing in the minutes of the General Assembly, which shall be prepared by the presiding officer within two weeks after the General Assembly. The minutes of each General Assembly shall be signed by the presiding officer and the secretary of the General Assembly elected by the members of the General Assembly at the relevant meeting (AEB citizen members or representatives of the AEB members who are legal entities acting by proxy may serve as secretary).
- 5.2.7. The minutes of the General Assembly shall be made in accordance with the laws of the Russian Federation, including the requirements for the issuance of in-person voting minutes. The minutes shall specify the place, time and date of the General Assembly, the total number of members attending and the number of their votes, the meeting's agenda, the chair (presiding officer) and secretary of the relevant meeting, the summary of the decisions made and respective voting results, details of vote counters and persons who voted against adopting the decision and requested to record it in the minutes. A copy of the minutes shall be sent to each member of the AEB within four (4) weeks after the General Assembly.
- 5.2.8. The General Assembly shall have the remit to make decisions if it is attended personally by more than half of the AEB's citizen members / authorised representatives of AEB members who are legal entities¹ (collectively the "**AEB Members**") (the quorum).
- 5.2.9. Decisions shall be adopted by a majority of votes of the AEB Members present at the General Assembly, and decisions on the matters referred to in clauses 5.1.1.1–5.1.1.11 hereof that fall within the exclusive remit of the General Assembly shall be adopted by special resolution passed by at least two-thirds of votes of the AEB Members present at the General Assembly.
- 5.2.10. Each AEB member shall have one vote. Abstentions shall not be taken into account. When affirmative and negative votes are divided equally, the proposal shall be considered rejected.
- 5.2.11. Decisions on matters within the remit of the General Assembly may be taken by correspondence voting (by poll), except for decisions on matters reserved exclusively to the General Assembly (clauses 5.1.1.1–5.1.1.10 hereof) that the laws of the Russian Federation expressly prohibit to make by poll. Correspondence voting may be conducted using a voting ballot sent by an AEB member by mail, telegraph, teletype, telephone, electronic and other means of communication, ensuring authenticity of the transmitted and received messages and their documentary confirmation, in the manner specified in the notice.
- 5.2.12. The Board shall approve the list of matters to be voted on by correspondence, set the deadline for submitting completed ballots and determining the poll results, and approve the ballot form. The notice of the General Assembly to be held by correspondence shall contain the proposed agenda, the list of and the procedure for getting acquainted with all relevant information and materials

¹ For the purposes of this Charter, an authorised representative of a corporate AEB member that may take part in the General Assembly and vote on all items of the agenda shall mean a natural person acting by proxy issued by a corporate AEB member to its employee, any other AEB member who is a natural person, or an employee of another corporate AEB member.

related to the agenda items, as well as the procedure for proposing additional agenda items and communicating the amended agenda.

- 5.2.13. The notice of correspondence voting, materials required for consideration of matters submitted for the correspondence voting and ballot papers on the agenda items shall be sent to AEB Members by any means that ensures their receipt (including by mail, courier delivery, email, or by posting on the AEB's website) no later than twenty-one (21) calendar days before the deadline for submission of completed ballots and determination of the results.
- 5.2.14. The ballot shall contain:
 - 5.2.14.1. the wording of the matters put to a vote and the wording of the decisions proposed thereon;
 - 5.2.14.2. voting options for each agenda item expressed as "yes", "no", and "abstain";
 - 5.2.14.3. the deadline for submitting the ballot and determining the poll results; and
 - 5.2.14.4. the postal address and fax number to which the completed ballots are to be sent.
- 5.2.15. A ballot is taken into account for the purposes of quorum determination and vote counting on any given agenda item for voting by correspondence subject to all of the following conditions:
 - 5.2.15.1. the ballot was received at the specified postal address or fax number;
 - 5.2.15.2. the ballot was received no later than the submission deadline specified in the notice;
 - 5.2.15.3. only one of the possible voting options is marked on the ballot by an AEB member; and
 - 5.2.15.4. the ballot is signed by an authorised person.
- 5.2.16. In case of correspondence voting, relevant minutes shall be drawn up by the person charged with counting the votes in the correspondence voting, no later than five (5) calendar days after the voting ballot collection is finished. The correspondence voting minutes shall specify the date by which the documents containing the voting information of the AEB Members present at the General Assembly were accepted; details of the persons who participated in the voting; voting results for each agenda item; details of the vote counters; details of the minutes signatories. A copy of the minutes shall be sent to each AEB Member within four weeks after the correspondence voting.

6. The Board

The Board is a collegial executive body of the AEB.

6.1. Board members and their election

- 6.1.1. The Board shall be elected by the General Assembly for a term of two (2) years and shall consist of nine (9) permanent members of the main team.
- 6.1.2. Any individual who is an AEB citizen member or an individual holding directly or indirectly a total of at least 51% of shares / participatory interest / other type of

interest in a corporate AEB member / employee of a corporate AEB member may be elected to the Board in accordance with the provisions of clause 6.1.7 of the Charter. AEB members (their representatives) may be elected to the Board only if they have paid the membership fees in full by the time of their nomination.

- 6.1.3. The Board may include no more than two (2) AEB members being citizens of the same state and no more than one (1) representative/employee of each legal entity.
- 6.1.4. Members of the Board shall be elected by the General Assembly, in accordance with the following procedure, terms and restrictions:
 - 6.1.4.1. The effective Board whose term is about to expire shall at its following meeting resolve on including the item on electing new Board members in the agenda and convening a General Assembly prior to the expiry of the term of the current Board members. This resolution shall contain a list of at least nine (9) candidates to the Board.
 - 6.1.4.2. The voting on the new members of the Board shall be conducted by the General Assembly subject to the restrictions set out in clause 6.1.3 of the Charter.
 - 6.1.4.3. When the agenda is being formulated and the General Assembly's voting on electing Board members is taking place, the candidates to the Board that were included by the incumbent Board members in the agenda and that comply with the formal criteria set out in clause 6.1.2 of the Charter (the "Candidates") shall be taken into account.
 - 6.1.4.4. The candidates representing corporate AEB members shall submit, at the request of the Board or the General Assembly, proof that they are individuals holding directly or indirectly a total of at least 51% of shares / participatory interest / other type of interest in a corporate AEB Member / employees of a corporate AEB Member.
 - 6.1.4.5. The list of all candidates shall be distributed among the AEB Members as part of notification of the General Assembly.
 - 6.1.4.6. If the number of Candidates is fewer than nine (9) people, no voting shall be held, and the General Assembly shall confirm re-election of the existing members of the Board whose terms of office are about to expire for one more term. In this case, the limitation on the number of re-elections of the Board Chairman provided for in clause 6.1.4.8 of the Charter shall not apply.
 - 6.1.4.7. Each member of the AEB participating in the General Assembly shall have the right to vote for only one candidate.
 - 6.1.4.8. One person may be re-elected to the position of the Board Chairman no more than two (2) times (consecutively or non-consecutively).
 - 6.1.4.9. If more than nine (9) candidates are up for voting at the election of new Board members, the nine (9) Candidates gaining the largest number of votes will be considered elected as members of the main team of the Board for a new term, and their term of office shall commence from the date the resolution is passed by the General Assembly.

- 6.1.4.10. The rest of the Candidates with fewer votes than those who were included in the Board's main team shall be included in a reserve list of Board members in accordance with clauses 6.1.6 and 6.1.8 hereof, and their term of office shall commence only subject to the termination of the term of office of the Board's main team. Such members of the Board are not entitled to attend the Board's meetings or take part in voting, including in an advisory capacity, or exercise any other rights and responsibilities of the members of the Board until the commencement date of their term of office to be confirmed by the Board.
- 6.1.4.11. The Board's Reserve List shall be attached to the minutes of the General Assembly.
- 6.1.4.12. The Candidates with no votes shall be regarded as not elected and shall not join the Board (either as the main team or reserve list members).
- 6.1.5. If the Candidates gain an equal amount of votes, the Candidates that have been AEB members for a longer continuous period shall win.
- 6.1.6. In case of early termination, for any reason, of the term of office of one of the Board's main team members, the next meeting of the Board shall on a mandatory basis confirm the commencement date of the term of office of the Board's reserve team member based on the Board's reserve list and in accordance with the procedure outlined in clause 6.1.8 of the Charter. If the Board's reserve list has no members to join the Board's permanent team, the Board shall propose an agenda for the General Assembly with a list of candidates for election by voting to the Board for the rest of the term of the current members and initiate an extraordinary General Assembly or update the agenda of the Ordinary General Assembly in accordance with applicable provisions of clause 6.1.4 of this Charter. There shall be at least one (1) candidate for every one (1) vacancy on the Board. Until the election of new members / confirmation of the commencement date of their term of office, the Board shall continue to function as usual under the Charter, provided that there are at least three (3) standing members of the Board.
- 6.1.7. A Board member that ceases to be an AEB citizen member or ceases being an individual holding directly or indirectly a total of at least 51% of shares / participatory interest / other type of interest in a corporate AEB member / employee of a corporate AEB Member shall be granted a period of thirty (30) days to rejoin the AEB as a member or provide the AEB with confirmation of being an employee of another corporate AEB member. If no confirmation of the AEB member status (in a citizen capacity or as employee of a corporate AEB member) is provided within the specified period, the term of office of the Board member shall be terminated early at the expiry of 30 days from the date of status loss.
- 6.1.8. The Board shall maintain a reserve list of candidates elected as the Board's reserve team (hereinbefore and hereinafter the "Board's reserve list"). In this case, if elected by the General Assembly for inclusion into the Board's reserve team, the said persons shall, prior to the commencement date of their term of office as members of the Board, be included in the Board's reserve list in alphabetical order

based on the number of votes received. The Board's reserve list shall be made if one or more candidates that received votes are available. The Board shall confirm the commencement date of the term of office of the member of the Board with the largest number of votes elected from the reserve team based on the Board's reserve list to replace the withdrawing member of the Board to last for the remaining duration of the term of office of the incumbent team of the Board. If the members of the Board's reserve team have equal votes for determining the commencement date of the term of office of the next member of the Board in the main team of the Board, the procedure outlined in clause 6.1.5 of this Charter shall apply.

6.2. Remit of the Board

- 6.2.1. The Board shall manage the AEB activities subject to decisions taken by the General Assembly.
- 6.2.2. The Board shall be entitled to address all tasks not falling within the exclusive remit of another AEB management body in accordance with the laws of the Russian Federation or this Charter. The remit of the Board shall include:
 - 6.2.2.1. developing and implementing the AEB strategy and policy on the basis of the decisions of the General Assembly;
 - 6.2.2.2. approving the AEB's financial plan and amendments thereto;
 - 6.2.2.3. approving the AEB members;
 - 6.2.2.4. supervising activities of AEB Committees, Subcommittees and Working Groups, including their establishment and closing, as well as the approval of their chairmen and deputy chairmen;
 - 6.2.2.5. preparing the annual report, annual balance sheet and profit & loss statement for approval by the General Assembly;
 - 6.2.2.6. preparing and properly implementing the annual budget;
 - 6.2.2.7. approval of transactions entered into by the CEO as specified in clause 7.2.5 hereof;
 - 6.2.2.8. submitting proposals to the General Assembly on membership fees and the relevant payment procedure;
 - 6.2.2.9. nominating candidates to the Board, the Auditing Commission and to the post of the CEO for review and approval by the General Assembly;
 - 6.2.2.10. executing control over the Auditing Commission activities;
 - 6.2.2.11. making preparatory arrangements for the General Assembly;
 - 6.2.2.12. participating in an advisory capacity in the General Assembly meetings;
 - 6.2.2.13. adopting the Board's by-laws and the AEB's internal documents;
 - 6.2.2.14. representing the AEB as a member of an economic entity or a member or a founder of a non-profit organisation;
 - 6.2.2.15. resolving conflicts of interest arising in connection with the AEB Members and bodies having an interest in the AEB's performing certain actions.

6.2.3. The Board may delegate certain tasks falling within its remit to other bodies, unless it violates the laws of the Russian Federation or this Charter.

6.2.4. The Board shall undertake to report on its activities to the General Assembly.

6.3. Chairman of the Board

6.3.1. The Board shall elect a Chairman and one or more Deputy Chairmen from amongst its members for a term of two (2) years. The Chairman of the Board shall be elected by a simple majority of votes of the Board members attending the meeting.

6.3.2. The Chairman of the Board shall have the right to perform the following actions on behalf of the Board:

6.3.2.1. manage the work of the Board;

6.3.2.2. convene and conduct the Board meetings;

6.3.2.3. ensure that minutes of the Board meetings are taken;

6.3.2.4. represent the AEB Board at meetings of the AEB's bodies and meetings of third parties, both independently and jointly with the CEO;

6.3.2.5. on behalf of the General Assembly and in the name of the AEB, sign an employment contract, supplementary agreements and an employment termination agreement with the CEO;

6.3.2.6. participate in meetings of the Council of National Representatives.

6.3.3. If the Board Chairman cannot act as such on any grounds, their duties of arranging and conducting Board meetings and signing minutes shall be performed by any Deputy Chairman of the Board elected at the respective meeting until the Board Chairman resumes their duties.

6.3.4. If the position of the Chairman of the Board or any Deputy Chairman of the Board, respectively, is vacated early on any grounds, or Chairman of the Board or deputies Chairman of the Board, respectively, change jobs, the Board shall elect a new Chairman of the Board or deputies Chairman of the Board for the remainder of the term of the current Board members until the General Assembly elects a new Board following the expiry of the term for the current one.

6.4. Other

6.4.1. The Board shall adopt its resolutions at the meetings. The Board shall convene at least once a month.

6.4.2. The Board meeting shall be deemed duly constituted if personally attended by more than 50% (half) of the Board members.

Decisions of the Board shall be adopted by a simple majority of the Board members present.

6.4.3. Each member of the Board shall have one (1) vote.

6.4.4. The Chairman of the Board shall make the minutes of each meeting of the Board within two (2) weeks after the relevant meeting. The minutes of each meeting of the Board shall be signed by the Chairman of the Board and the Secretary of the Board meeting. The minutes shall indicate the venue and date of the meeting, the total number of Board members, the number of Board members present and the their vote count, the agenda, the chairman and the secretary of

the meeting, the substance of the decisions taken and the respective voting results. Within four (4) weeks after the meeting, a copy of the minutes shall be sent to each member of the Board.

6.4.5. The decisions may be made in writing or via a video conference allowing to identify the members of the Board, provided there are no objections from the Board.

6.4.6. The Board shall adopt the by-laws regulating the Board's activities to be later approved by the General Assembly.

7. Chief Executive Officer

7.1. Election of the CEO

7.1.1. The CEO shall be elected at the General Assembly for a term of three (3) years. The CEO shall be elected at the Ordinary General Assembly in the year when the term of office of the acting CEO comes to an end. In the event of early termination of powers, the CEO shall be elected at an extraordinary General Assembly.

7.1.2. The CEO may be re-elected for new terms of office without any restriction.

7.2. Remit of the CEO

7.2.1. The CEO shall manage the AEB's day-to-day operations. The rights and duties of the CEO shall be determined by the relevant provisions of the employment contract, this Charter and the laws of the Russian Federation. The Board shall be entitled to determine the remit of the CEO (also in deviation from the provisions of this article) to the extent that this does not violate the laws of the Russian Federation and this Charter.

7.2.2. The CEO shall report to the General Assembly and the Board. The CEO shall comply with the decisions and directives of the Board and shall be liable to the Board for the failure to fulfil such obligations. The CEO shall be disciplinary and functionally subordinate to the General Assembly.

7.2.3. The CEO shall act on behalf of the AEB without a power of attorney and shall represent the AEB before third parties.

7.2.4. The remit of the CEO shall include the following:

7.2.4.1. participating in an advisory capacity in all meetings of the General Assembly, the Council of National Representation, the Board, and the Auditing Commission;

7.2.4.2. appointing and dismissing employees, executing management and supervision functions with regard to the AEB staff, acting as a disciplinary and functional manager;

7.2.4.3. acting as an official representative of the AEB at official meetings;

7.2.4.4. preparing strategic documents.

7.2.5. The CEO shall obtain the prior approval of the Board to enter into the following transactions:

7.2.5.1. execution of transactions over EUR 15,000.00 or its equivalent in another currency at the official exchange rate established by the

- Central Bank of the Russian Federation as at the date of the prior consent;
- 7.2.5.2. purchase, disposal, or encumbrance of land plots, buildings, and other real estate property, as well as rights to real estate;
 - 7.2.5.3. provision of the AEB loans;
 - 7.2.5.4. obtaining credits and loans, assuming obligations under AEB promissory notes;
 - 7.2.5.5. execution, amendment, or termination of contracts for issuance of a licence or provision of technical assistance;
 - 7.2.5.6. disposal of the AEB property being part of the fixed assets;
 - 7.2.5.7. execution of contracts with the Board members;
 - 7.2.5.8. issuance of powers of attorney for executing the transactions specified in this clause on behalf of the AEB;
 - 7.2.5.9. interested party transactions;
 - 7.2.5.10. other transactions requiring the consent of the Board or the General Assembly in accordance with the laws of the Russian Federation, this Charter and the AEB's internal documents.

8. The Council of National Representation

The Council of National Representation is an advisory body of the AEB.

8.1. Members of the Council of National Representation and their election

- 8.1.1. The Council of National Representation may consist of one (1) representative from each business association or one (1) representative from each national business community of the European Union, the European Free Trade Association and a European state in the process of joining the European Union, who is a temporary or permanent resident of the Russian Federation and is acting under Russian laws, or an AEB member that is a citizen of a member state of the European Union, the European Free Trade Association, or a European state in the process of joining the European Union, who is a temporary or permanent resident of the Russian Federation and is acting under Russian laws.

Members of the Council of National Representation who represent the respective state or the relevant business association or business community shall be the citizens of that state and shall present appropriate confirmation upon the Board's request.

The number of members of the Council of National Representation shall not exceed the total number of member states of the European Union, the European Free Trade Association and the European states in the process of joining the European Union.

In the absence of a registered national business association, the Board is entitled to invite a representative of the national business community who can represent the interests of such national community.

- 8.1.2. The members of the Council of National Representation shall be invited to join the Council of National Representation subject to the Board's resolution based on the CEO's proposal. The Ordinary General Assembly shall endorse the effective general composition of the Council of National Representation on an annual basis.
- 8.1.3. Members of the Council of National Representation shall perform their activities on a voluntary basis without any remuneration or compensation whatsoever.
- 8.1.4. In the event of the replacement and/or resignation of a member of the Council of National Representation, the Board shall invite, subject to the CEO's proposal, a new member to, and the Ordinary General Assembly shall approve such new member of the Council of National Representation.
- 8.1.5. The term of office of a member of the Council of National Representation shall not exceed the term of their duties in the relevant business association or their AEB membership, in the case of individual membership, and in any case shall not exceed two (2) years. Any member of the Council of National Representation may be invited to serve on the Council of National Representation for the following term.

The participation of any member may be terminated by the General Assembly at any time as recommended by the AEB Board under the procedure outlined in clause 6.4.2 hereof.

8.2. Remit of the Council of National Representation

- 8.2.1. The Council of National Representation shall act as a deliberative and advisory body only with regard to decisions of the General Assembly or in cases where an opinion on the AEB's activity is requested by the Board or the CEO.
- 8.2.2. The Council of National Representation shall provide, at request of the Board and the CEO, advice and expertise in respect of all activities of the AEB in accordance with this Charter.
- 8.2.3. The Council of National Representation shall be accountable to and shall report to the General Assembly and the Board on all matters relating to its activities.
- 8.2.4. The Council of National Representation shall be responsible for:
 - 8.2.4.1. providing the General Assembly, the Board, and the CEO with advice and expertise in respect of the business and investment climate with regard to the European businesses in the Russian Federation;
 - 8.2.4.2. providing recommendations, expertise, and proposals to the General Assembly, the Board, and the CEO on all issues related to the AEB activities, including the AEB's overall strategy and policy;
 - 8.2.4.3. adopting by-laws of the Council of National Representation.

8.3. Chairman and Deputy Chairman of the Council of National Representation

- 8.3.1. All members of the Council of National Representation shall be appointed by the General Assembly. The term of office of all members of the Council of National Representation shall be two (2) years. The Chairman and one or more Deputy Chairmen of the Council of National Representation shall be elected by a simple majority vote of all members of the Council of National Representation

present at the meeting for a term of one (1) year. The Board shall confirm the powers of the Chairman of the Council of National Representation.

- 8.3.2. The Chairman of the Council of National Representation shall have the right to be elected only if they are a representative of a Legal Entity that is an AEB member or a citizen who is an AEB member; if the Council of National Representation fails to elect the Chairman, the meetings shall be presided over by the Deputy Chairman or, if absent, by the CEO of the AEB.
- 8.3.3. Chairman of the Council of National Representation shall arrange the work of the Council of National Representation, convene and preside over its meetings, and oversee the preparation and signing of minutes of meetings of the Council of National Representation.
- 8.3.4. Any Deputy Chairman shall assume the duties and rights of the Chairman if the latter is absent from the meeting and/or has not been elected by the General Assembly of the AEB. If the Deputy Chairman is absent from the meeting and/or has not been elected, the functions of the Chairman of the Council of National Representation shall be temporarily delegated to the CEO.

8.4. Other

- 8.4.1. Resolutions of the Council of National Representation shall be taken at the meetings to be held at least once a year or at the request of the Board, the CEO, the Chairman of the Council of National Representation or a simple majority of the members of the Council of National Representation.
- 8.4.2. A meeting of the Council of National Representation shall be deemed to be duly constituted if a majority of its members are present in person, unless otherwise provided for by the internal rules of the Council of National Representation. Decisions of the Council of National Representation shall be adopted by a simple majority vote of the attending members of the Council of National Representation.
- 8.4.3. The decisions may be made in writing or via a video conference allowing to identify the members of the Council of National Representation, provided that the members of the Council of National Representation do not object against that.
- 8.4.4. The minutes of the meeting of the Council of National Representation shall be signed by the Chairman (the presiding officer) and the Secretary of the meeting.

9. The AEB Auditing Commission

The Auditing Commission is a control and audit body of the AEB that oversees the financial and economic activities of the AEB.

9.1. Auditing Commission members and their election

- 9.1.1. The Auditing Commission shall consist of at least three (3) and not more than five (5) persons constituting permanent members of the main team. The CEO and members of the Board or the Council of National Representation may not be members of the Auditing Commission.
- 9.1.2. Any citizen who is an AEB Member or an employee of an AEB Member that is a legal entity may be elected to the Auditing Commission in accordance with clause 9.1.13 of this Charter. AEB members (their representatives) may be

elected to the Auditing Commission only if they have paid the membership fees in full by the time of their nomination.

- 9.1.3. The General Assembly shall appoint the Auditing Commission for a period of two (2) years by electing new members of the Auditing Commission as follows:
 - 9.1.3.1. The effective Auditing Commission whose term is about to expire shall at its following meeting resolve on including the item on electing new members in the agenda and convening the General Assembly prior to the expiry of the current Commission's term. The resolution shall contain a list of proposed members of the new Auditing Commission.
 - 9.1.3.2. In order to be included on the agenda of the General Assembly, candidates for the position of an Auditing Commission member must be nominated by the AEB Members or offer themselves as a candidate for the election, and, upon the General Assembly's request, submit proof that they are an employee of a legal entity that is an AEB Member.
- 9.1.4. The list of all candidates to the Auditing Commission shall be distributed among the AEB members as part of notification of the General Assembly.
- 9.1.5. If the candidates are not available or if fewer than three (3) candidates are available, no voting on new members shall take place, and the General Assembly shall confirm the re-election of the incumbent Auditing Commission members for a new term.
- 9.1.6. Each AEB Member that is taking part in the General Assembly has the right to vote for only one candidate to the position of a member of the Auditing Commission.
- 9.1.7. If the candidates gain an equal amount of votes, the candidate of the company that has been an AEB Member / AEB Member acting in a citizen capacity for a longer continuous period shall win.
- 9.1.8. If more than five (5) candidates are proposed for voting as the Auditing Commission's new members and more than five (5) members are elected to the Auditing Commission, the five (5) members gaining the largest number of votes are considered elected as the Auditing Commission's main team for the next term and their term of office commences on the date the decision is made.
- 9.1.9. The remaining members of the Auditing Commission gaining fewer votes than those elected as the Auditing Commission's main team, shall be included in the Auditing Commission's Reserve List in accordance with clauses 9.1.12–9.1.14 of the Charter, and their term of office shall commence only subject to the termination of the term of office of the members of the Auditing Commission's main team. Such members of the Auditing Commission are not entitled to attend the Auditing Commission's meetings or take part in voting, including in an advisory capacity, or exercise any other rights and responsibilities of the members of the Auditing Commission until the commencement date of their term of office, which is to be confirmed by the Auditing Commission.
- 9.1.10. The Auditing Commission's Reserve List shall be attached to the minutes of the General Assembly.

- 9.1.11. The candidates with no votes shall be regarded as not elected and shall not join the Auditing Commission (either as the main team or Reserve list members).
- 9.1.12. In case of early termination, for any reason, of the term of office of one of the Auditing Commission's main team members, the next meeting of the Auditing Commission shall on a mandatory basis confirm the commencement date of the term of office of the Auditing Commission's reserve team member based on the Auditing Commission's Reserve List and in accordance with the procedure outlined in clause 9.1.14 of the Charter. If the Auditing Commission's Reserve List has no members to join the Auditing Commission's permanent team, the Auditing Commission shall propose an agenda with a list of candidates for election by voting to the Auditing Commission and initiate an extraordinary General Assembly or update the agenda of the ordinary General Assembly in accordance with applicable provisions of clause 9.1.3 of this Charter. There shall be at least one (1) candidate for every one (1) vacancy in the Auditing Commission. Until the election/confirmation of the commencement date of the new members' term of office, the Auditing Commission shall continue to function as usual under the Charter, provided that there are at least three (3) standing members of the Auditing Commission.
- 9.1.13. A member of the Auditing Commission who ceased to be an AEB Member or an employee of an AEB Member shall, within thirty (30) days, rejoin the AEB as a Member or provide the AEB with a confirmation of their employment with another AEB Member. If, upon expiry of this period, they do not confirm their status of an AEB Member or the employee of an AEB Member, their powers as a member of the Auditing Commission shall terminate early.
- 9.1.14. The Auditing Commission shall maintain a reserve list of candidates, elected as the Auditing Commission's reserve team (the "**Auditing Commission's Reserve List**"). In this case, if elected by the General Assembly for inclusion into the Auditing Commission's reserve team, the said persons shall, prior to the commencement date of their term of office as members of the Auditing Commission, be included in the Auditing Commission's Reserve List in alphabetical order based on the number of votes received. The Auditing Commission shall confirm the commencement date of the term of office of the member of the Auditing Commission elected with the largest number of votes to replace the withdrawing member of the Auditing Commission to last for the remaining duration of the term of office of the permanent team of the Auditing Commission and shall specify such commencement date. If there are members of the Auditing Commission's reserve team who received the same number of votes, the commencement date of the term of office of the next member of the Auditing Commission in the main team of the Auditing Commission shall be determined in line with the procedure outlined in clause 9.1.7. of this Charter.

9.1.15. Each member of the Auditing Commission may be re-elected.

9.2. Remit of the Auditing Commission and procedure for decision-making and reporting

9.2.1. The Auditing Commission shall oversee the financial activities and internal procedures of the AEB. Specifically, it is responsible for:

- 9.2.1.1. auditing the AEB's financial and economic activities, in particular financial, accounting, payment and settlement and other

- documentation for compliance with the laws of the Russian Federation, the Charter, the AEB's internal documents;
- 9.2.1.2. auditing the AEB's financial and economic activities for compliance with the established procedure for writing off debts of insolvent debtors as the AEB losses;
 - 9.2.1.3. conducting checks of the intactness and usage of fixed assets and spending of funds in accordance with the approved financial plan;
 - 9.2.1.4. auditing cash expenditures and tangible assets;
 - 9.2.1.5. monitoring income and expenditure against the budget, accumulation and use of the AEB's special-purpose funds;
 - 9.2.1.6. overseeing the implementation of previously issued orders to eliminate violations and deficiencies identified in the course of previous inspections (audits);
 - 9.2.1.7. taking other actions related to the audit of the AEB's financial and economic activities.
- 9.2.2. The Auditing Commission shall elect its Head from amongst its members for a term of two (2) years. The Head of the Auditing Commission shall be elected by a simple majority vote of the attending members of the Auditing Commission. One person may be re-elected as Head of the Auditing Commission no more than two (2) times (consecutively or non-consecutively). The Head of the Auditing Commission shall report to the Chairman of the Board and the General Assembly regularly.
- 9.2.3. The Chairman of the Board shall submit to the General Assembly a written report on financial activities, corporate governance and other important matters relating to the management of the AEB each financial year at least four (4) weeks prior to the ordinary meeting at which the General Assembly approves the Annual Report, the Annual Balance Sheet and the Profit and Loss Statement for the corresponding financial year. The said report shall be signed by the Chairman of the Board and the Head of the Auditing Commission.
- 9.2.4. The Head of the Auditing Commission shall inform the Board of the Auditing Commission's report and take the necessary steps to improve the activities of the Auditing Commission and, if necessary, to remedy any cases of abuse that fall within the scope of the Auditing Commission's control/functions.
- 9.2.5. The Auditing Commission may adopt its resolutions in writing or via a video conference allowing to identify the members of the Auditing Commission, provided that the members of the Auditing Commission do not object against that.
- 9.2.6. The Auditing Commission shall adopt by-laws regulating its activities, which shall be subject to the Board's approval.
- 9.3. If the Head of the Auditing Commission is unable to act as such on any grounds, their duties of managing the work of the Auditing Commission shall be performed by the Presiding Officer elected from among the Auditing Commission members at the following meeting until the head of the Auditing Commission resumes their duties or the Auditing Commission elects a new head.

9.4. If the position of the Head of the Auditing Commission is vacated early on any grounds, the Auditing Commission shall elect its new Head for the remaining term of office of the Head of the Auditing Commission.

10. In order to achieve its goals and objectives, the AEB shall have the right to establish permanent and/or temporary committees/commissions, working groups, expert panels, and other bodies that are not the AEB bodies, do not make decisions on behalf of the AEB and do not represent the interests of the AEB before third parties. The procedure for their establishment, their composition and purpose shall be determined by this Charter and the AEB's internal documents.

10.1. Committees

10.1.1. Committees are established to examine certain issues of greatest interest for the members. Committees are not the AEB bodies and shall not be entitled to make decisions on behalf of the AEB or represent the AEB before third parties.

10.1.2. The establishment and dissolution of committees shall be subject to the resolution of the Board.

10.1.3. The committees shall report regularly to the Board on their activities.

10.1.4. At the request of the CEO or the Board, the committees shall provide information about the activities of the committee concerned.

10.1.5. The committees are open for participation by all AEB Members. However, the Board may resolve to admit to participation in the activity of some committees only those AEB Members that work in a certain professional area. Each AEB Member interested in becoming a member of a committee shall apply for the membership to the chairman or deputy chairman of the relevant committee.

10.1.6. Each committee shall be headed by a chairman and one or more deputy chairmen. The chairman and deputy chairmen shall be elected by a majority of the committee members for a maximum term of two (2) years. They may be re-elected no more than twice (which means they may be elected for three consecutive or non-consecutive terms). The chairman and deputy chairmen shall be subsequently approved by the Board.

10.1.7. The chairman of the committee shall report regularly to the Board on the committee activities.

10.1.8. The committees may adopt and amend their operational by-laws, which shall be approved by the Board.

10.1.9. Members of the committee shall inform the Board of any internal conflicts or any matters impeding the performance of their duties.

10.1.10. Each committee shall hold one public meeting at least once a year.

11. Statements and reporting

11.1. Annual statements, including balance sheets and profit and loss statements for the past financial year, shall be prepared by the Board, as required by the laws of the Russian Federation. The said statements shall be approved by the General Assembly at its ordinary meetings. In addition, the Board may ensure that the Annual Report, including balance sheets and profit and loss statements, is issued in accordance with international accounting standards.

- 11.2. The AEB shall keep accounting and statistical records as prescribed by the laws of the Russian Federation.
- 11.3. The AEB shall provide information on its activities to state statistics and tax authorities in accordance with the laws of the Russian Federation.
- 11.4. The CEO of the AEB shall be responsible for the organisation, state and reliability of the AEB accounting activities, timely submission of financial statements to relevant government authorities, and providing the General Assembly with information on the AEB activities, in accordance with the laws of the Russian Federation and the Charter.
- 11.5. The AEB shall submit to the authorised body the documents reporting on its activities, members of the governance bodies, and purposes of spending funds and using other property, including those received from foreign sources in the manner provided for by the laws.

12. Restructuring

- 12.1. AEB can be restructured through merger, consolidation, division, unbundling, reorganisation. Subject to the General Assembly resolution, the AEB can be transformed into a public organisation, an autonomous non-profit organisation or a foundation.
- 12.2. The restructuring of the AEB entails the transfer of property and non-property rights and duties belonging to the AEB to its successor in the manner established by the Civil Code of the Russian Federation. In case of restructuring of the AEB, all the documentation shall be transferred to its legal successor in accordance with the applicable rules.
- 12.3. The AEB shall be deemed restructured from the moment of the state registration of the legal entities formed as a result of the reorganisation, except where reorganised through consolidation. Upon restructuring of a legal entity through consolidation of another legal entity, the former shall be deemed restructured after an entry on the dissolution of the consolidated company is made in the Unified State Register of Legal Entities.
- 12.4. State registration of a legal entity formed as a result of restructuring (in the case of registration of several legal entities – the first one to obtain the state registration) is allowed not earlier than the corresponding period for the appeal against the decision on the restructuring expires.

13. Liquidation

13.1. Grounds for liquidation

The AEB can be liquidated on the following grounds:

- 13.1.1. upon a resolution of the General Assembly; or
- 13.1.2. upon a decision issued by a relevant court, in case of conducting activities without a proper license, or conducting an activity prohibited by law, or in case of other repeated or gross violations of the laws of the Russian Federation, as well as in other cases provided for by the laws of the Russian Federation.

13.2. Liquidation procedure

- 13.2.1. The liquidation procedure shall be carried out by the Liquidation Commission in accordance with the laws of the Russian Federation. The Liquidation

Commission shall consist of three (3) persons appointed by the General Assembly. From the moment of the appointment, all management powers shall be transferred to the Liquidation Commission. The Liquidation Commission is entitled to represent the AEB in court.

- 13.2.2. The liquidation of the AEB shall be considered to be completed, and the AEB shall be deemed to have ceased to exist after the entry on its termination is made in the Unified State Register of Legal Entities, under the statutory procedure for the state registration of legal entities.
- 13.2.3. Should there be liquidation, the permanent records of scientific and historical significance shall be transferred to the state for archival storage, while personnel records (orders, personal files, etc.) shall be transferred for storage to the local municipal archive where the AEB operates. The transfer and arrangement of records shall be effected by and out of the funds of the AEB in accordance with the requirements of the archive authorities.
- 13.2.4. Upon liquidation of the AEB, any property left after the satisfaction of the creditor claims shall be used for the purposes for which the AEB was established and/or for charitable purposes.

14. Dispute resolution

- 14.1. All disputes between the AEB and one or more of its members, between the AEB's governing bodies, between members of the same governing body, or between the AEB Members in respect of the AEB, which arise from or in connection with this Charter, in particular with respect to its implementation, violation or invalidity, shall be resolved by the Moscow Arbitration Court.

15. Amendments to the Charter

- 15.1. Amendments to the AEB Charter shall be made by the decision of the General Assembly.
- 15.2. Amendments to the AEB Charter shall be subject to mandatory state registration in accordance with the applicable laws of the Russian Federation.
- 15.3. The Charter as amended and supplemented shall enter into force from the date of its state registration.
- 15.4. If one or more of the provisions hereof become invalid or null and void, it shall not constitute grounds for invalidating the remaining provisions of the Charter.