

APPROVED

at the General Meeting of Members  
of the Non-Profit Making Partnership  
«Association of European Businesses»

Minutes No. \_\_, dated «05» April , 2011

## **Board Rules**

### **of the Non-Profit Making Partnership «Association of European Businesses»**

#### **1. General provisions**

- 1.1. The present Board Regulations ("Regulations") of the Non-Profit Making Partnership "Association of European Businesses" (AEB) has been adopted in compliance with the AEB Articles of Association and shall stipulate the procedure of the AEB Board meetings ("Board") and the rights and duties of the members of the Board.
- 1.2. The AEB Articles of Association shall stipulate the structure and election procedure of the Board, the competence of the Board, the election procedure of the Chairman of the Board, his/her status and duties, the competence of the Chairman of the Board and his/her deputies, the procedure for the cessation of powers of the members of the Board, the regular procedure of meetings, etc.

#### **2. Board meeting procedure**

- 2.1. The procedure of the regular meeting of the Board shall be stipulated by the AEB Articles of Association.
- 2.2. Members of the Board shall have a right to put forward suggestions to the meeting's agenda, in writing, by sending a memorandum or an e-mail, or verbally at the beginning of the Board meeting.
- 2.3. The Chairman of the Board shall develop a work schedule for the Board for the calendar year and submit it to the Board for approval.
- 2.4. The meeting of a newly elected Board shall be opened by the previous Chairman of the Board. Whereas:
  - 2.4.1. if the previous Chairman of the Board is not re elected to the Board, such a meeting shall be opened by a newly elected member of the Board, who was a previous member of the Board for the longest term, in comparison with the other members of the Board; should the terms be equal, the priority shall belong to the member of the Board representing the

company having been a member of the AEB for the longest term; and should the term of membership of the companies be equal, the priority shall belong to the member of the Board representing the company which is the highest-category member;

2.4.2. if none of the newly elected members of the Board was previously a member of the Board, the first meeting of the Board shall be presided by the member of the Board representing the company having been a member of AEB for the longest term; and should the term of membership of the companies be equal, the priority shall belong to the member of the Board representing the company which is the highest-category member.

2.5. When putting forward a candidate to the post of the Chairman and the Deputy Chairman of the Board, each member of the Board can offer him/herself or another member of the Board as a candidate; in any case, each member of the Board can only put forward one candidate. Voting shall need suggestion of at least one candidate.

2.6. The meeting of a newly elected Board shall make decisions in compliance with the following agenda:

1. Election of the Chairman of the Board.
2. Election of the Deputy/Deputies Chairman of the Board.
3. Making a work schedule of the Board and distribution of responsibilities between the members of the Board.
4. Date and agenda of the next meeting of the Board.
5. Other issues.

2.7. On request of a member of the Board, voting on items on the Board's agenda can be secret via the filling in of voting bulletins.

### **3. Duties and liabilities of the members of the Board**

3.1. Board members shall abstain from undertaking actions, which may result in a conflict between their interests and those of the AEB, and if such a conflict arises, they shall be bound to bring this to the attention of the Chairman of the Board and General Director or any other relevant persons.

3.2. Board members shall commit:

3.2.1. to act sensibly and conscientiously;

3.2.2. to act in the interests of the AEB;

3.2.3. to demonstrate by their actions reasonable diligence and circumspection;

3.2.4. not disclose confidential and other information obtained in the process of performing his duties in any form including, but not limited to, documents, electronic correspondence, orally in the process of discussions and in other form including information to which the member of the Board has access to at the Board's meeting or in the process of performing the duties of Board member before persons who do not have access to such information and do not use such information in his interests or in the interests of third parties;

- 3.2.4. to inform the Chairman of the Board and General Director in writing about any conflicts arisen in connection with the deals concluded by the AEB and to share information on all deals in which a Board member is an interested party;
- 3.2.5. to submit to other members of the Board a full and accurate information on AEB activities and the financial state in a timely manner; and
- 3.2.6. to execute other duties as specified in the existing legislation and AEB internal documents.

3.3. A Board member shall also commit:

- 3.3.1. to attend Board meetings regularly and take an active part in them;
- 3.3.2. to take an active part in discussions and vote on the issues on the agenda of the Board meetings;
- 3.3.3. to introduce motions to the agenda of the Board meetings and request Chairman of the Board to convene a Board meeting when it is necessary;
- 3.3.4. to notify the Chairman of the Board about not being able to attend a Board meeting in advance;
- 3.3.5. if applicable, when the EB member acts on the Board's behalf or as a member of the Board at official, public or other events or in interviews and, when possible, in mass media publications, to state clearly his relationship with the AEB, his position on the AEB Board, and, when required, the AEB's agreed position on a specific issue, if the position has been adopted by the Board, in accordance with the procedure set forth in the AEB Charter and the AEB's internal documents;
- 3.3.6. to execute other duties as specified in the existing legislation and AEB internal documents.

3.4. Board members shall not be entitled:

- 3.4.1. to participate in the deals and other activities, which may potentially lead to a conflict of interest with the AEB, for instance, interested-party deals;
- 3.4.2. to use AEB's information, property or opportunities obtained in connection with executing their duties in AEB Board for their own purposes;
- 3.4.3. to undertake other actions (inactions) prohibited by the existing legislation, the present By-Laws and AEB internal documents.

3.5. Board members shall be liable to the AEB for any damages caused to the company by their actions (inaction), as stipulated in the existing legislation.