Chapter I. General Provisions

Article 1. Sphere of Application of This Federal Law

1. In accordance with the Civil Code of the Russian Federation, this Federal Law shall determine the procedure for the formation, re-organisation, liquidation and the legal status of joint stock companies, the rights and duties of their shareholders, and also shall ensure the protection of the rights and interests of shareholders.

1.1. Abrogated from July 1, 2016.

2. This Federal Law shall apply to all joint stock companies formed or to be formed in the Russian Federation, unless otherwise provided for by this Federal Law or by other federal laws.
3. Specifics of establishment, reorganisation, liquidation and legal status of joint stock companies that are credit institutions, insurance companies, clearing organisations, specialised financial companies, specialised project finance companies, professional securities market participants, joint stock investment funds, asset management companies of investment funds, unit funds and non-state pension funds, non-state pension funds and other non-credit financial institutions, joint stock associations of employees (public enterprises), and rights and obligations of such joint stock companies shall be defined by federal laws regulating their activities.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Item 4 of Article 1 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Item in the previous wording

4. Federal laws shall define the particular aspects of the formation, re-organisation, liquidation, and the legal status of joint stock companies established based on collective and state farms, and also other agricultural enterprises reorganised in accordance with Decree of the President of the Russian Federation No. 323 of December 27, 1991 on Urgent Measures to Carry out the Land Reform in the RSFSR, and also the peasant (or private) farms, servicing and service enterprises for agricultural producers, namely, enterprises of material and technical supply, repair and technical enterprises, enterprises for agricultural chemistry, tree farms, inter-farm construction organisations, rural electric power enterprises, seed-growing stations, flax plants, and enterprises for the processing of vegetables.

5. The peculiarities of the formation of joint stock companies in the event of privatisation of state and municipal enterprises shall be determined by federal law and other legal acts of the Russian Federation on privatisation of state and municipal enterprises. The peculiarities of the legal status of the joint stock companies formed in the event of privatisation of state and municipal enterprises having 25 per cent of their shares in state ownership or municipal ownership or in respect of which the special participation right of the Russian Federation, Russian regions or municipal entities to take part in the management thereof is exercised (“golden share”), shall be determined by a federal law on the privatisation of state and municipal enterprises.

GARANT:

Decree of the President of the Russian Federation No. 1210 of August 18, 1996 established that for the purpose of implementing the provisions set forth under Item 5, Article 1 of this Federal Law the privatization completion date, as determined by the privatization plan of an enterprise, shall be deemed the last of the closing dates either for shares selling or shares officially recognized as being in state property


The particular aspects of the legal status of joint stock companies established by privatizing state and municipally-owned enterprises shall be effective upon adoption of the decision concerning privatization until the time of sale by the State or by a municipal formation of 75 per cent of shares owned by them in such a joint stock companies, but not later than the end of the period for privatization determined by the privatization plan of such an enterprise.

GARANT:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 1 of this Federal Law with Item 6. The Item shall enter into force on July 1, 2016 6. The specifics of how shareholders exercise their rights in cases when they are not the persons included in the register of shareholders of the company shall be defined by the legislation of the Russian Federation on securities.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 2 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 2. The Basic Provisions Concerning Joint Stock Companies

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 2 of this Federal Law

See the Item in the previous wording

1. A joint stock company (hereinafter referred to as a company) is a commercial organisation whose charter capital is divided into a definite number of shares of stock certifying the rights and obligations of the participants in the company (shareholders) to the company.

Shareholders shall not be liable for obligations of the company and shall bear the risk of losses associated with its activity only to the extent of the value of shares of stock owned by them.

Shareholders who have not paid for stock in full shall be jointly and severally liable for the obligations of the company to the extent of the unpaid portion of the value of shares of stock owned by them.

The shareholders shall be entitled to alienate the shares they own, without the consent of the other shareholders and the company, unless otherwise envisaged by this Federal Law for non-public companies.

2. The provisions of the present Federal Law shall extend to companies having one shareholder in as much as is not provided otherwise in the present Federal Law and does not conflict with the essence of relevant relationships.

3. A company is a legal entity; it has separate assets in its ownership which are reported in a separate balance sheet and may in its own name acquire and exercise property and personal non-property rights, incur obligations, and be plaintiff or defendant in court.

The company shall not be entitled to make deals not relating to the founding of the company until the time when payment is made for 50 per cent of the company's shares distributed among its founders.

4. A company shall have civil rights and bear obligations required to pursue any types of activities not prohibited by federal laws.

A company may engage in certain types of activities, the list of which is determined by federal laws, only on the basis of a special authorisation (or license). If granting of a special authorisation (or license) to engage in a certain type of activity is conditioned on the engaging in such activity exclusively, during the period of operation of the special authorisation (or license) the company may not engage in other types of activities throughout the period of operation of the special authorisation (or license), except for the types of activities provided for by the special authorisation (or license) or concomitant thereto.
5. A company shall be considered to be created as a legal entity upon its state registration according to the procedure established by federal laws. A company shall be created without time limitation unless otherwise provided for by its charter.

6. A company shall have the right to open bank accounts in the Russian Federation and outside its boundaries according to the established procedure.

Information on changes:

Federal Law No. 82-FZ of April 6, 2015 reworded Item 7 of Article 2 of this Federal Law

See the Item in the previous wording

7. A company is entitled to have a seal, stamps and letterheads with its denomination, its own emblem, as well as its trademark and other individualisation means, registered in the established procedure. The company's duty to use a seal may be provided for by federal law.

Data on the availability of a seal shall be contained in the company's articles of association.

Information on changes:

Federal Law No. 409-FZ of December 29, 2015 supplemented Article 2 of this Federal Law with Item 8. The amendments shall come into force on September 1, 2016

8. If this Federal Law provides for the judicial protection of a stockholder's rights, such protection may be provided by an arbitral tribunal in the instances and in the procedure which are established by federal law.

Article 3. Liability of a Company
1. A company shall be liable to the extent of its assets.
2. A company shall not be liable for the obligations of its shareholders.
3. If the insolvency (or bankruptcy) of a company is caused by the actions (or failure to act) of its shareholders or other persons vested with the right to issue instructions binding upon the company or otherwise having the power to determine its actions, then such shareholders or other persons may, if the company lacks sufficient assets, be held vicariously liable for its obligations.

The insolvency (or bankruptcy) of a company is considered to be caused by the actions (or failure to act) of its shareholders or other persons vested with the right to issue instructions binding upon the company or otherwise having the power to determine its actions, only where they have exercised such right and/or power in the furtherance of the company's carrying out of actions, knowing in advance that the consequence of carrying out said action would the insolvency (or bankruptcy) of the company.

4. The State or its bodies shall not be liable for the obligations of the company and the company shall not be liable for the obligations of the State or its bodies.

Information on changes:

Federal Law No. 31-FZ of March 21, 2002 amended Article 4 of this Law. The amendments shall come into force on July 1, 2002

Article 4. Company Name and Location of a Company

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 4 of this Federal Law

See the Item in the previous wording

1. The company shall have a full company name and it has the right to have a brief company name in the Russian language. The company is also entitled to have a full and/or brief company name in the languages of the peoples of the Russian Federation and/or in foreign languages.

The full legal name of the company in Russian shall contain the full name of the
company and its form of incorporation - a joint stock company, as well as the full legal name of the public company in Russian and the indication of its public status. The short legal name of the company in Russian shall contain full or short name of the company and the words "joint stock company" or the abbreviation "AO", and the short legal name of a public company in Russian - full or short name of the public company and the words "public joint stock company" or the abbreviation "PAO".

The official name of a company in the Russian language and in the languages of the peoples of the Russian Federation may contain foreign credits in the Russian transcription or in the transcription of the peoples of the Russian Federation, with the exception of the terms and abbreviations reflecting the organisational-legal form of the company.

Other demands on the company’s official name shall be established in the *Civil Code* of the Russian Federation.

2. The location of the company shall be determined by the place of its state registration.

Information on changes:

*Federal Law* No. 210-FZ of June 29, 2015 reworded Article 5 of this Federal Law

See the Article in the previous wording

**Article 5. Branches and Representations of the Company**

A company can establish branches and open representations in accordance with provisions of the *Civil Code* of the Russian Federation, this Federal Law and other federal laws.

**Article 6. Subsidiaries and Dependents**

1. A company may have subsidiaries and dependents which enjoy the rights of a legal entity on the territory of the Russian Federation and which are formed in accordance with this Federal Law and other federal laws, and may also have those outside the Russian Federation which are formed in accordance with the legislation of the foreign state where the subsidiary or dependent is located, unless otherwise provided for by an international treaty of the Russian Federation.

2. A company shall be deemed a subsidiary if another (principal) business company (or partnership), by virtue of predominant participation in its charter capital or in accordance with a contract concluded between them, or otherwise, has the power to determine decisions adopted by such company.

3. A subsidiary shall not be liable for the debts of the principal company (or partnership).

A principal company (or partnership) which has the right to issue binding instructions to the subsidiary shall be jointly and severally liable with such subsidiary for transactions concluded by the latter in the fulfillment of such instructions. The principal company (or partnership) shall be considered to have the right to issue binding instructions to the subsidiary only when such right is provided for in a contract with such subsidiary or by the charter of such subsidiary.

In the event of the insolvency (or bankruptcy) of the subsidiary through the fault of the principal company (or partnership), the latter shall be vicariously liable for debts of the former. The insolvency (or bankruptcy) of the subsidiary shall be considered to have occurred through the fault of the principal company (or partnership) only when the principal company (or partnership) has used the above right and/or power in furtherance of the subsidiary's carrying out of actions, knowing in advance that the consequence of carrying out the said action would be the insolvency (or bankruptcy) of the subsidiary.
The shareholders of a subsidiary shall have the right to demand that the principal company (or partnership) compensate losses caused through its fault to the subsidiary. The losses shall be considered to be caused through the fault of the principal company (or partnership) only when the principal company (or partnership) has used its right and/or power in furtherance of the subsidiary's carrying out of actions, knowing in advance that the subsidiary would incur losses as a consequence of carrying out such actions.

Information on changes:

**Federal Law No. 251-FZ of July 23, 2013 amended Item 4 of Article 6 of this Federal Law.**
The amendments shall enter into force on September 1, 2013

**See the Item in the previous wording**

4. A company shall be deemed a dependent if another (prevailing) company holds more than 20 percent of the voting stock in the former company.

A company which has acquired more than 20 percent of the voting stock in a company shall be obliged to publish information thereon immediately according to the procedure established by the Bank of Russia.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 reworded Article 7 of this Federal Law**

**See the Article in the previous wording**

**Article 7. Public and Non-public Companies**

1. A company can be public or non-public which shall be reflected in its charter and the legal name.

2. A public company shall have the right to place shares and equity securities convertible into its shares by way of a public offering. Shares of a non-public company and equity securities convertible into its shares shall not be placed by way of a public offering or be otherwise offered to the general public for purchase.

3. The charter of a non-public company can envisage a preferential right of its shareholders to purchase shares alienated for a fee by other shareholders, at the price offered to a third party or at the price that, or the procedure for whose calculation, is established by the charter of the company. In case of alienation of shares under transactions other than sales agreement (exchange, compensation and other), the preferential right to purchase such shares can be envisaged by the charter of the non-public company only at a price that, or the procedure for whose calculation, is established by the company's charter. Unless otherwise envisaged by the company's charter, the shareholders shall exercise the preferential right to purchase the shares to be alienated proportionally to the number of shares held by each of them.

The charter of a non-public company envisaging the preferential right of its shareholders to purchase shares alienated for a fee can also envisage a preferential right of the non-public company to purchase the shares to be alienated, if its shareholders did not use their preferential right.

In case of a dispute regarding the exercise of the preferential right of purchase of shares to be alienated, at a price that, or the procedure for whose calculation, is established by the charter of the non-public company, the court shall have the right to not apply the provisions of the charter on such price, if, at the moment of exercise of the preferential right, the price is significantly lower than the market price of shares of the company, regarding which the preferential right is exercised.

4. A shareholder having an intention to alienate his shares to a third party shall be obliged to inform the non-public company, whose charter envisages the preferential right of purchase of shares to be alienated of this. The notification shall contain an indication of the
number of the shares to be alienated, their price and other terms of alienation. Not later than within two days from the receipt of the notification the company shall be obliged to notify the shareholders on the contents of the notification through the procedure envisaged for the notification on holding a general meeting of shareholders, unless another notification procedure is envisaged by the non-public company's charter. Unless otherwise envisaged by the company's charter, the shareholders of the company shall be notified at the expense of the shareholder intending to alienate his shares.

A shareholder shall have the right to alienate shares to a third party on condition that other shareholders of the company and/or the company do not exercise the preferential right to purchase all shares to be alienated within two months from the day of receipt of the notification by the company, unless a shorter term is envisaged by the company's charter. If shares are alienated under a sales agreement, such alienation shall be effected at the price and on the conditions of which the company is notified. The term for exercise of the preferential right envisaged by the company's charter shall not be less than 10 days from the day of receipt of the notification by the company. The term for exercise of the preferential right shall end if written applications are received from all shareholders of the company for exercise of the preferential right or refusal to exercise it before its expiration.

In case of alienation of shares of a non-public company with violation of the preferential right, the shareholders having such right or the company itself shall, if its charter envisages its preferential right to purchase shares, have the right to claim transfer of rights and obligations of the purchaser to them and/or transfer of the alienated shares to them with payment of their price under the sales agreement or the price defined by the company's charter, to the purchaser, within 3 months from the day when the company's shareholder or the company learned or should have learned of such violation, and, in case of alienation of shares under transactions other than sales agreement - transfer of the alienated shares to them with payment of the price defined by the company's charter, to the purchaser, unless it is proved that the purchaser knew or should have known that the charter contained provisions related to the preferential right.

5. The charter of a non-public company can envisage the necessity of obtaining consent of shareholders to alienation of shares to third parties. Such a provision of the charter of a non-public company shall be valid during a certain period envisaged by its charter, but not more than for 5 years from the day of state registration of the non-public company or from the day of state registration of the related amendments to the company's charter.

If the charter of the non-public company envisages the necessity of obtaining the consent of shareholders to alienation of shares, such consent shall be deemed obtained on condition that no refusals to give consent to the alienation of shares were received by the company from the shareholders within 30 days or within a shorter term from the day of receipt by the company of the notice of intent to alienate shares, defined by the company's charter. The procedure for sending notifications and refusals envisaged by this paragraph shall be defined by the charter of the non-public company.

In case of alienation of shares with violation of the provisions of the charter of a non-public company cited in this Item, the shareholders that refused to give their consent to alienation of shares shall have the right to demand acknowledgement of the shares alienation transaction as invalid in court within 3 months from the day when they learned or should have learned about such violation, if it has been proved that the purchaser knew or should have known of the provisions of the charter related to the necessity of obtaining the consent of shareholders to alienation of shares.

6. The charter of a non-public company or a decision on placement of additional shares or equity securities convertible into shares taken by a general meeting of shareholders of the non-public company unanimously can envisage that the shareholders shall have no
preferential right of purchase of additional shares to be placed or equity securities convertible into shares.

7. Any additional obligations of shareholders of the company, apart from those envisaged by the Civil Code of the Russian Federation for participants of business entities can be envisaged by the charter of a non-public company only.

8. The provisions of Items 3, 5 - 7 of this Article can be envisaged by the charter of a non-public company at its establishment or be included in its charter, amended and/or excluded from the charter upon a decision of the general meeting of shareholders taken by all shareholders of the company unanimously.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Chapter I of this Federal Law with Article 7.1

Article 7.1. Acquisition of Public Status by a Non-Public Company

1. A non-public company shall acquire the status of a public company (public status) by way of making amendments to the charter indicating that the company is a public one.

A company shall have the right to provide information on the legal name of the company containing an indication that the company is a public one for inclusion in the unified state register of legal entities on condition of registration of the prospectus of its shares and conclusion by the company of an agreement on listing its shares with a trade organiser.

A non-public company shall acquire public status from the day of state registration of the said amendments to its charter and the entry of information on its legal name with an indication of its public status in the unified state register of legal entities.

2. A decision on making amendments to the charter of a non-public company containing the indication that the company is a public one shall be taken by a general meeting of shareholders with a majority of three-quarters of votes of all shareholders holding shares of each category (class), unless the charter of the non-public company envisages the necessity of more votes. Together with such decision, a general meeting of shareholders can take decisions on making amendments to the charter related to bringing it into line with the requirements for public companies and/or a decision on placement of additional shares of the company through a public offer.

If a decision on making amendments to the charter on bringing it into line with the requirements for public companies is taken together with the decision on making amendments to the charter containing the indication that the company is a public one, the latter decision shall enter into force from the day of state registration of the amendments to the charter of the non-public company as related to its bringing into line with the requirements for public companies. In such case, the said decisions shall be taken by a general meeting of shareholders by a majority of three-quarters of the votes of all shareholders that hold shares of each category (class), unless the charter of the non-public company envisages the necessity of a greater number of votes, and, in case of the existence of preferential shares cited in Item 6 of Article 32 of this Federal Law - also by all shareholders that hold such preferential shares unanimously.

3. The share prospectus can be registered in case of acquisition by a company of public status together with state registration of their issue (additional issue).

Documents for registration of the share prospectus and, if it is to be registered together with state registration of the issue (additional issue) of shares - also the documents for state registration of the issue (additional issue) of shares shall be provided to the Bank of Russia before entering information into the unified state register of legal entities on the legal name of the company with an indication of its public status. In such a case the decision on registration of the share prospectus, and, if it is to be registered together with the state registration of the
issue (additional issue) of shares, a decision on state registration of the issue (additional issue) of shares shall be taken by the Bank of Russia before entering information envisaged by this Item into the unified state register of legal entities, and shall enter into force from the day of entry of the information into the register.

4. Additional grounds for refusal to register the share prospectus, state registration of the issue (additional issue) of shares at acquisition by a non-public company of public status shall be the following:

1) non-conformity of the amount of the authorised capital and placed shares of the company, provisions of the charter and composition and structure of the company's bodies with the requirements of the Civil Code of the Russian Federation and this Federal Law for public companies;

2) absence of an agreement concluded by the company with a trade organiser on listing the company's shares.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Chapter I of this Federal Law with Article 7.2

Article 7.2. Termination of Public Status of a Company

1. The public status of a company shall be terminated through making amendments to its charter removing the indication that the company is a public one. The public status of a company shall be terminated from the day of state registration of the said amendments to its charter and the entry of information into the unified state register of legal entities on the legal name of the company without the indication that the company is a public one.

2. Termination of its public status by a company shall be allowed, if the following conditions are met simultaneously:

1) shares of the company or its equity securities convertible into its shares are not in the process of placement through a public offer and are not admitted for organised trading;

2) the Bank of Russia has taken a decision on release of the company from the obligation to disclose information envisaged by the legislation of the Russian Federation on securities.

3. A decision on making amendments to the charter that remove the indication that the company is a public one shall be taken by the company together with the decision on applying to the Bank of Russia for release from the obligation to disclose information envisaged by the legislation of the Russian Federation on securities and a decision on applying for de-listing of shares and equity securities convertible into shares. Such decisions shall be taken within one issue of the agenda of the general meeting of shareholders. Decisions on the issue of the agenda envisaged by this Item shall be taken by the general meeting of shareholders by a majority of 95 percent of the votes of all shareholders that hold shares of all categories (classes).

4. Shareholders of a public company that voted against or did not participate in the voting on the issue cited in Item 3 of this Article shall have the right to demand repurchase by the company of shares held by them in accordance with the rules set by Articles 75 and 76 of this Federal Law.

Decisions on the issue cited in Item 3 of this Article shall enter into force on condition that the total number of shares, whose repurchase is demanded, does not exceed the number of shares that can be redeemed by the company considering the limitation set by Item 5 of Article 76 of this Federal Law.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended the title of Chapter II of this Federal Law
Chapter II. The Formation, Re-Organisation and Liquidation of a Company

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 8 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 8. Formation of a Company
A company may be formed by being founded as a new company or by means of the reorganisation of an existing legal entity (accession, division, separation, or transformation).
A company shall be considered formed upon its state registration.

Information on changes:
Federal Law No. 146-FZ of July 27, 2006 amended Article 9 of this Federal Law
See the Article in the previous wording

Article 9. Founding of a Company
1. A company shall be formed by founding by decision of the founders (or founder). The decision on the founding of a company shall be adopted at the organisational meeting. In the event a company is founded by a sole individual, such individual alone adopts the decision on the founding of a company.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 9 of this Federal Law
See the Item in the previous wording

2. The decision on establishing a company must contain the results of voting of the founders thereof and the decisions adopted by them in respect of the matters of establishing the company, approving the charter thereof, electing the company's governing bodies and the inspection commission (inspector) of the company and approval of the company's registrar.

3. The founders shall unanimously adopt decisions on the founding of a company, approval of its charter, and approval of the monetary valuation of securities, other items or property rights, or other rights having monetary valuation contributed by the founders to pay for the company stock.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 4 of Article 9 of this Federal Law
See the Item in the previous wording

4. The company's governing bodies, inspection commission (inspector) of the company shall be elected and the company's registrar shall be approved, and, in the case provided for
by this Item, the company's auditor shall be endorsed, by the founders of the company by a three quarters majority of votes which represent the stocks to be distributed to the founders thereof.

When establishing a company, the founders thereof may endorse the company's auditor. In this case, a decision on establishing the company must contain the results of voting of the company's founders and the decision on endorsing the company's auditor rendered by the founders thereof.

Information on changes:

**Federal Law No. 282-FZ of December 29, 2012 amended Item 5 of Article 9 of this Federal Law. The amendments shall enter into force on January 2, 2013**

See the Item in the previous wording

5. The founders of the company shall enter into a contract in writing regarding the formation of the company, which determines the procedure for their engaging into the joint activity of the founding of the company, the amount of the charter capital of the company, the categories and types of stock subject to placement among the founders, and amount and procedure for the paying therefor, and the rights and duties of the founders in connection with the formation of the company. An agreement on a company's establishment shall not be deemed the company's constituent document and shall be in effect pending the end of the time period of payment for stocks which are subject to placement with founders thereof fixed by the agreement.

In the event of a company's having been founded by one person the decision whereby it is founded shall set out the amount of its authorised capital, the categories (types) of shares and the rate and procedure for the payment of shares.

6. The peculiarities of founding companies with a foreign investors' interest may be set out by federal laws.

**Article 10. Founders of a Company**

1. The founders of a company shall be citizens and/or legal entities who have adopted a decision on the founding thereof.

The state bodies and bodies of local self-government may not act as the founders of a company, unless otherwise provided for by federal laws.

**GARANT:**

About the participation of the State Property Management Committees of the Subjects of the Russian Federation in setting up economic entities see Letter of the State Property Management Committee of the Russian Federation No. AP-19/74 of January 9, 1997

Information on changes:

**Federal Law No. 13-FZ of February 5, 2007 amended Item 2 of Article 10 of this Federal Law**

See the Item in the previous wording

2. Abrogated.

Information on changes:

See the text of paragraph 1 of Item 2 of Article 10

A company may not have as a sole founder (or shareholder) another business company consisting of one person, if not otherwise established by federal laws.
3. The founders of a company shall be jointly and severally liable for the obligations associated with the formation of the company and arising prior to the state registration of such company.

A company shall not be liable for the obligations of the founders associated with the formation of the company, unless their actions have been subsequently approved by the general meeting of shareholders.

**Article 11. Charter of a Company**

1. The charter of a company shall be the foundation document of the company.

2. All company bodies and company shareholders shall comply with the requirements of the company charter.

*Information on changes:*

*Federal Law No. 210-FZ of June 29, 2015 amended Item 3 of Article 11 of this Federal Law*

*See the Item in the previous wording*

3. The company charter must contain the following information:

   - the full and abbreviated names of the company;
   - the location of the company;
   - the number, par value, and categories (common, preferred) of stocks, and types of preferred stock to be placed by the company;
   - the rights of the holders of stock of each category (or type);
   - the amount of the charter capital of the company;
   - the composition and authority of the governing bodies of the company and the procedure for the adoption of resolutions by them;
   - the procedure for the preparation and conducting of the general meeting of shareholders, including decisions on matters to be resolved by a qualified majority or unanimous vote of the governing bodies of the company;
   - other provisions provided for by this Federal Law and other federal laws.

*Information on changes:*

*See the text of paragraph 4 of Item 3 of Article 11*

GARANT:

According to Federal Law No. 39-FZ of April 22, 1996 on the Securities Market the issue of shares to bearer is permitted in a definite ratio to the amount of the paid-up authorised capital of the issuer

- the rights of the holders of stock of each category (or type);
- the amount of the charter capital of the company;
- the procedure for the adoption of resolutions by them;
- the procedure for the preparation and conducting of the general meeting of shareholders, including decisions on matters to be resolved by a qualified majority or unanimous vote of the governing bodies of the company;

*Information on changes:*

*See the text of paragraph 10 of Item 3 of Article 11*

- other provisions provided for by this Federal Law and other federal laws.

The charter of a non-public company can establish a limitation on the number of shares held by one shareholder, their total nominal value or the maximum number of votes granted to one shareholder. Such provisions can be envisaged by the company's charter at its establishment or included in the charter, amended and/or removed from the charter upon the decision of the general meeting of shareholders by all company shareholders unanimously.

The company's charter may contain other provisions which are not contrary to this Federal Law and other federal laws.

The charter of the company shall contain information on the exercise of the special right of the Russian Federation, a Russian region or a municipal entity of taking part in managing the company ("golden share").
**Item 3.1**

3.1. Together with the information cited in Item 3 of this Article, the charter of the public company shall contain:
   1) indication of its public status;
   2) indication of existence of the board of directors (supervisory board) in the structure of managing bodies of the company, its competence and procedure for taking decisions by it.

4. If so required by a shareholder, auditor, or any interested person, a company shall be obliged within reasonable a period to provide them with the possibility to familiarize themselves with the company's charter, including amendments and addenda thereto. If so required by a shareholder, the company shall be obliged to provide such stockholder with a copy of then effective company's charter. Payment recovered by the company for a copy may not exceed the expenses for the manufacture thereof.

Information on changes:

**Federal Law No. 146-FZ of July 27, 2006 amended Article 12 of this Federal Law**

See the Article in the previous wording


1. The charter of a company shall be amended or a new version of the charter of a company shall be approved by the decision of a general meeting of shareholders, except for the cases stipulated in Items 2 - 6 of the present Article.

2. The introduction of amendments and addenda to the charter of a company according to the results of flotation of its shares, in particular, amendments relating to an increase in the company's authorised capital, shall be effected on the basis of the results of placing the company's stocks by decision of a general meeting of stockholders on increasing the authorised capital of the company or the decision of the company's board of directors (supervisory board), if under the company's charter the latter has the right to take such decisions, on the basis of the decision of a general meeting of stockholders on decreasing the authorised capital by way of reducing the nominal value of stocks thereof, or by other decision being the basis for floating shares and emissive securities convertible into stocks and a registered report on the results of a stock issue or, if according to a federal law the procedure for issuing stocks does not provide for the state registration of the report on the results of the stocks' issue, an extract from the register of emissive securities. When the authorised capital of a company is increased by means of floating additional stocks, the authorised capital shall be increased by the face value sum of the additional stocks so floated and the quantity of announced shares of specific category and type shall be reduced by the number of the additional stocks of these categories and types floated.

3. The introduction of amendments and addenda to the charter of a company in connection with a reduction in the company's authorised capital by means of acquisition of the company's stock for the purpose of paying them off shall be effected by decision of a general meeting of shareholders on such a reduction and a report on the results of the stocks' acquisition endorsed by the board of directors (supervisory board) of the company. The introduction of amendments and addenda to the company's charter in connection with a decrease of the company's authorised capital by paying off the own stocks of the company possessed by it in the cases provided for by this Federal Law shall be effected on the basis of the decision of a general meeting of shareholders on such decrease and a report on the results of the stocks' redemption endorsed by the company's board of directors (supervisory board). In such a case, the authorised capital of the company shall be reduced by the face
value sum of the stocks so paid off.

4. The insertion of provisions in the charter of a company concerning the exercise of the special right of the Russian Federation, a Russian region or a municipal entity to participate in the management of said company ("golden share") shall be effected by a decision of the Government of the Russian Federation, a governmental body of a Russian region or a local government body on the exercise of the special right and the deletion of such provisions shall be effected by the decision of these bodies on the termination of such a special right.

5. Abrogated.

Information on changes:

See the text of Item 5 of Article 12

6. The introduction of amendments and addenda to a company's charter, as regards specifying the rate of its authorised capital, shall be effected subject to the results of floating stocks as of the time of establishing the company by way of re-organisation in the form of merger on the basis of a contract of merger and a registered report on the results of the issue of the stocks floated when establishing this company.

Article 13. State Registration of a Company

A company shall be subject to state registration with the body exercising the state registration of legal entities under such procedure as may be determined by federal law on the state registration of legal entities.

GARANT:

On the Procedure for Adoption by the Bank of Russia of the Decision on the State Registration of Credit Institutions and on the Issue of Licences for the Performance of Banking Transactions, see Instructions of the Central Bank of Russia No. 135-I of April 2, 2010

According to Federal Law No. 31-FZ of March 21, 2002 part 2 of Article 13 shall be excluded from this Federal Law on July 1, 2002

In the event of the state registration of a company with the participation of the state or of municipal formations, documents confirming the right of ownership of the founders to the assets contributed to pay for the stock acquired by them must be submitted.

Article 14. State Registration of Amendments and Addenda to a Company's Charter or Restated Version of a Company's Charter

1. Amendments and addenda to the company's charter or the restated version of the company's charter shall be subject to state registration according to the procedure determined by Article 13 hereof with respect to the company's registration.

2. Amendments and addenda to the company's charter or the restated version of the company's charter shall become effective with respect to third persons upon their state registration, or where stipulated hereby, upon notification of the body exercising state registration.

Information on changes:

Federal Law No. 146-FZ of July 27, 2006 amended Article 15 of this Federal Law

See the Article in the previous wording

Article 15. Reorganisation of a Company

GARANT:
According to Article 2 of Federal Law No. 146-FZ of July 27, 2006, the provisions on reorganisation of joint stock companies shall not apply to the reorganisation of joint stock companies in respect of which decisions had been rendered by general meetings of stockholders prior to the entry of said Federal Law into force.

The said joint stock companies shall be re-organised in the procedure and under the terms which are endorsed by general meetings of stockholders of the said companies and in compliance with the provisions of the legislation of the Russian Federation effective as on the date of rendering decisions on reorganisation by general meetings of the companies' stockholders.

For reorganising credit organisations in the form of merger and incorporation, see Regulations of the Bank of Russia No. 386-P of August 29, 2012.

1. A company may be voluntarily reorganised according to the procedure provided for by this Federal Law. The peculiarities of the reorganisation of a company being a natural monopoly entity over 25 per cent of the shares of which is placed in federal ownership shall be provided by a federal law establishing grounds and procedure for the reorganisation of such a company.

The Civil Code of the Russian Federation and other federal laws shall provide for other grounds and procedures of reorganisation of a company.

2. The reorganisation of a company may be carried out in the form of merger, accession, division, separation, or transformation.

3. The assets of companies formed as the result of a re-organisation shall be generated only from the assets of the companies being re-organised.

4. A company shall be deemed reorganised upon state registration of the resultant legal entities, except when reorganised by accession.

In the event of re-organisation of a company in the form of another company being affiliated thereto, the former shall be deemed reorganised as of the time when an entry on the termination of the affiliated company's activities is made in the combined state register of legal entities.

5. Federal laws shall determine the procedure for the state registration of companies resulting from reorganisation and for posting an entry on the termination of activities of the reorganised companies.

Information on changes:

Federal Law No. 315-FZ of December 30, 2008 amended Item 6 of Article 15 of this Federal Law.

See the Item in the previous wording.

6. After an entry is made in the comprehensive state register of legal entities on the commencement of the re-organisation procedure the company in re-organisation shall place an announcement twice at least once in a month in the mass media used to publish information on the state registration of legal entities about its re-organisation as meeting the requirements established by Items 6.1 and 6.2 of the present Article. If two or more companies are involved in the re-organisation an announcement of the re-organisation shall be published on behalf of all the companies taking part in the re-organisation by the one that was the last to take a decision on the re-organisation or is designated by the decision on the re-organisation. If a company is re-organised creditors have the guarantees envisaged by Article 60 of the Civil Code of the Russian Federation.
The state registration of companies formed as the result of a re-organisation and the making of entries on the termination of the activities of re-organised companies shall be effected if there is proof that the creditors have been notified in compliance with the procedure established in this item.

**GARANT:**

In accordance with Letter of the Federal Tax Service No. CHD-6-09/440 of May 27, 2005, when registering re-organisation of economic companies and unitary enterprises, the said legal entities shall be obliged to present to the registration body the proof of their creditors' notification. In the absence of the said proof, the registration body shall decide on the refusal to effect the state registration of a legal entity.

If the statement of division/separation provides no possibility for determining the successor of the reorganised company, then the new established legal entities shall be jointly and severally liable for the obligations of the reorganised company with respect to its creditors.

The transfer certificate and the partition balance sheet must contain the provisions concerning legal succession in respect of all obligations of the company to be re-organised towards its creditors and debtors, including disputable obligations, and a procedure for defining legal succession in connection with modifications of the type, composition and value of property of the company to be re-organised, as well as in connection with the rise, modification and termination of the rights and duties of the company to be re-organised that can take place after the date when the transfer certificate and the partition balance sheet are drawn up.

**GARANT:**

On the reorganisation of credit institutions in the form of merger and of affiliation, see Regulations of the Central Bank of Russia No. 230-P of June 4, 2003.

Information on changes:

*Federal Law No. 315-FZ of December 30, 2008 supplemented Article 15 of this Federal Law with Item 6.1*

6.1. The following shall be indicated in an announcement (notice) of re-organisation:

1) the full and brief names of, information on the location of, each company participating in the re-organisation;

2) the full and brief names of, information on the location of, each company formed (continuing to operate) as the result of the reorganisation;

3) the form of the re-organisation;

4) a description of the procedure and term for the creditors of each legal entity involved in the re-organisation to declare their claims, including an indication of the location of the permanent executive body of the legal entity, the additional addresses that can be used to declare such claims and also the methods to be used to contact the company in re-organisation (phone and fax numbers, e-mail addresses and other information);

5) information on the persons who carry out the functions of sole executive body for each legal entity taking part in the re-organisation and also of the legal entities formed (continuing their activities) as the result of the re-organisation;

6) information on the persons intending to provide security to creditors of the company in re-organisation and also on the conditions for securing the performance of obligations in respect of the obligations of the company in re-organisation (if there are such persons).
6.2. Also the following may be indicated in the notice of reorganisation: additional information on a company involved in the reorganisation, for instance information on the credit ratings of the company and also on the variation thereof over the last three completed reporting years or for each completed reporting year, if the company has been pursuing its activities for less than three years.

7. A contract of merger, a contact of affiliation or a decision on re-organisation of a company in the form of division, devolution or transformation may provide for a special procedure for making by the company to be re-organised some transactions and (or) some kinds of transactions, or for the prohibition to make them as of the time of rendering the decision on the company's re-organisation and up to the time of its completion. A transaction made in defiance of the said special procedure or prohibition may be declared invalid on the basis of a claim of the company to be re-organised and (or) the companies to be re-organised, as well as of a stockholder of the company to be re-organised and (or) the companies to be re-organised that was such at the time of making the transaction.

In respect of the persons specified in Subitems 5-7 of Item 3 of Article 16, Subitems 4-6 of Item 3 of Article 18, Subitems 4-6 of Item 3 of Article 19, Subitems 4-7 of Item 3 of Article 20 of this Federal Law a contract of merger or a decision on a company's re-organisation in the form of division, affiliation or transformation must contain the following:

Name and data of the document certifying the identity (the document's series and (or) number, date and place of its issuance, body that has issued it) - in respect of natural persons;

denomination, data on the location - in respect of the management organisation, if such contract or decision provides for the transfer of powers of the personal executive body a company to be established by way of re-organisation to the management company.

If a contract of merger or a decision on a company's reorganisation in the form of division, devolution or transformation provide for indicating the auditor of the company to be established or the companies to be established, such contract or decision must contain the following:

Denomination and data on the location - in respect of an audit organisation;

Name and data of the document certifying the identity (the document's series and (or) number, date and place of its issuance, body that has issued the document) - in respect of an individual businessman engaged in audit activity without forming a legal entity.

8. For certain categories (classes) of shares the charter of a non-public company can envisage a procedure (including disproportionate) of their conversion into shares of another company established as a result of reorganisation of the company and/or a procedure (including disproportionate) for their exchange for the interest of the participants in the authorised capital of a limited liability company, shares or contributions in the share capital of a business partnership or units of members of a production cooperative established as a result of reorganisation of the company.

The provisions of this Item can be envisaged by a charter of a non-public company at
its establishment or included in the charter, amended and/or removed from the charter upon a
decision of the general meeting of shareholders by all company shareholders unanimously.

Information on changes:

Federal Law No. 146-FZ of July 27, 2006 amended Article 16 of this Federal Law
See the Article in the previous wording

**Article 16. Merger of Companies**

1. The merger of companies shall be deemed to be the arising of a new company by
transferring to it of all the rights and obligations of two or several companies with the
termination of the latter companies.

2. The companies participating in a merger shall enter into a merger contract. The
board of directors (or supervisory board) of each company participating in the merger shall
submit for settling by a general meeting of shareholders of each such company the question
of reorganisation in the form of merger, as well as the question of electing members of the
board of directors (supervisory board) of a company to be established as a result of the
merger.

A general meeting of shareholders of each company participating in a merger shall
render a decision as to the re-organisation of each such company in the form of merger
comprising endorsement of the contract of merger, the transfer certificate of the company
participating in the merger, the charter of the company to be established by way of
reorganisation in the form of the merger, as well as shall render a decision in respect of
electing members of the board of directors (supervisory board) of the company to be
re-organised in the number established by a draft contract of merger for each company
participating in the merger, if the charter of the company to be established in compliance with
this Federal Law does not provide for the exercise of the functions of the board of directors
(supervisory board) of the company by a general meeting of this company's stockholders. The
ratio of the number of members of the board of directors (or supervisory board) of the
company to be established elected by each company participating in a merger to the total
number of members of the board of directors (or supervisory board) of the company to be
established must be proportionate to the ratio of the number of the stocks of the company to
be established, which are subject to distribution to stockholders of the appropriate company
participating in the merger, to the total number of the stocks of the company to be established
which are subject to distribution. The number of members of the board of directors (or
supervisory board) of the company to be established which are elected by each company
participating in the merger, estimated in compliance with this Item, shall be approximated to a
whole number in compliance with the effective procedure of approximation.

3. A contract of merger must contain the following:

    1) denomination and data on the location of each company participating in the merger,
    as well as denomination and data on the location of the company to be established by way of
    re-organisation in the form of merger;

    2) procedure for, and terms of, the merger;

    3) procedure for converting stocks of each company participating in the merger into
    stocks of the company to be established and conversion ratio (coefficient) of stocks of such
    companies;

    4) indication as to the number of members of the board of directors (or supervisory
    board) of the company to be established which are elected by each company participating in
    the merger, if the charter of the company to be established in compliance with this Federal
    Law does not provide for exercising the functions of the board of directors (supervisory board)
    of the company to be established by a general meeting of stockholders of this company;
5) list of members of the inspection commission or indication as to the inspector of the company to be established;

6) list of members of the collective executive body of the company to be established, if the charter of the company to be established provides for the collective executive body and its forming pertains to the authority of a general meeting of shareholders;

7) indication as to the person exercising the functions of the personal executive body of the company to be established;

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Subitem 8 of Item 3 of Article 16 of this Federal Law

See the Subitem in the previous wording

8) name of the company's registrar and information on its location.

3.1. A contract of merger may contain an indication as to the auditor of the company to be established by way of re-organisation in the form of merger and the registrar of the company to be established, an indication as to the transfer of powers of the personal executive body of the company to be established to the management company or the manager, other data on the persons specified by Subitems 5-7 of Item 3 of this Article, other provisions concerning re-organisation which do not contravene federal laws.

4. In the event of a merger of companies the shares of a company that were owned by another company taking part in the merger and also its own shares owned by the company taking part in the merger shall be redeemed.

5. If companies are merged, then all the rights and duties of each shall be transferred to the new company, pursuant to a deed of transfer.

Information on changes:

Federal Law No. 146-FZ of July 27, 2006 amended Article 17 of this Federal Law

See the Article in the previous wording

Article 17. Accession of a Company

1. The accession of a company shall be deemed to be the termination of one or several companies with the transfer of all their rights and obligations to the other company.

2. The acceding company and the company to which the accession is being carried out shall enter into the accession contract.

The board of directors (or supervisory board) of each company participating in accession shall submit for settling by a general meeting of shareholders of each such company participating in the accession the issue concerning re-organisation in the form of accession. The board of directors (or supervisory board) of the company to which the accession is being carried out, shall likewise submit for settling by a general meeting of stockholders of such company other issues, if it is provided for by the accession contract.

A general meeting of shareholders of the company, to which the accession is being carried out, shall render a decision on the issue of re-organisation in the form of accession which includes the endorsement of the accession contract, and shall render decisions on other issues (including a decision on making amendments and addenda to the charter of such company), if it is provided for by the accession contract. A general meeting of shareholders of the acceding company shall render a decision on the issue of re-organisation in the form of accession which shall include the endorsement of the accession contract and the transfer
3. An accession contract must contain the following:
   1) denomination and data on the location of each company participating in the accession;
   2) procedure for, and terms of, the accession;
   3) procedure for converting stocks of the acceding company into stocks of the company to which the accession is being carried out and conversion ratio of such companies' stocks.

3.1. An accession contract may contain a list of amendments and addenda to be made to the charter of the company, to which the accession is being carried out, and other provisions concerning re-organisation which do not contravene the federal laws.

4. In the event of a company's accession, the following shall be paid off:
   1) own stocks possessed by the acceding company;
   2) stocks of the acceding company possessed by the company to which the accession is being carried out;
   3) stocks of the accessing company possessed by the company to which the accession is being carried out, if it is provided for by the accession contract.

4.1. If own stocks possessed by the company to which the accession is being carried out, are not subject to redemption in compliance with Subitem 3 of Item 4 of this Article, such stocks shall not grant the right of vote, shall not be taken into account when counting votes and dividends shall not be charged on them. Such stocks must be sold by the company at the price which is not lower than their market value and at latest in one year after their acquisition by the company, otherwise the company shall be obliged to render a decision on decreasing its authorised capital by way of such stocks' redemption.

5. If a company is accessed to another company, then the rights and obligations of the acceding company shall be transferred to such other company, pursuant to a deed of transfer.

Information on changes:

*Federal Law No. 146-FZ of July 27, 2006 amended Article 18 of this Federal Law*  
*See the Article in the previous wording*

**Article 18. Division of a Company**

1. The division of a company shall be deemed to be the termination of a company by the transfer of all of its rights and obligations to the newly-established companies.

2. The board of directors (or supervisory board) of the company to be re-organised in the form of division shall submit for the agenda of a general meeting of shareholders the issue concerning the re-organisation of the company in the form of division, as well as the issue concerning the election of the board of directors (or supervisory board) of each company to be established by way of division, if the charter of the appropriate company to be established in compliance with this Federal Law does not provide for the exercise of the functions of the board of directors (or supervisory board) of this company by a general meeting of this company's stockholders.

3. A general meeting of shareholders of the company to be reorganised by way of division called to discuss the issue of the company's re-organisation in the form of division shall render a decision on the company's re-organisation which must contain the following:
   1) denomination and data on the location of each company to be established by way of re-organisation in the form of division;
   2) procedure for, and terms of, the division;
   3) procedure for converting stocks of the company to be reorganised into stocks of each company to be established and conversion ratio (coefficient) of such companies' stocks;
4) list of members of the inspection commission or indication as to the inspector of each company to be established;

5) list of members of the collective execute body of each company to be established, if the charter of the appropriate company to be established provides for the presence of the collective executive body and its forming pertains to the scope of authority of a general meeting of shareholders thereof;

6) indication as to the person exercising the functions of the personal executive body of each company to be established;

7) indication as to the endorsement of the partition balance sheet with the partition balance sheet attached thereto;

8) indication as to the endorsement of the charter of each company to be established attaching thereto the charter of each company to be established;

9) name of the registrar of each established company and information on its location.

3.1. A decision on re-organisation in the form of division may contain an indication as to the auditor of the company to be established by way of re-organisation in the form of division and the registrar of the company to be established, an indication as to the transfer of authority of the personal executive body of the company to be established to the management company or the manager, other data on the persons mentioned in Subitems 4-6 of Item 3 of this Article and other provisions on the re-organisation which do not contravene the federal laws.

3.2. The board of directors (or supervisory board) of each company to be established by way of re-organisation in the form of division shall be elected by the stockholders of the company to be re-organised to which ordinary stocks of the appropriate company to be re-organised are to be distributed in compliance with the decision of the company to be re-organised, as well as by the stockholders possessing preferred shares of the company to be re-organised (which are voting stocks at the time of rendering the decision on the company's re-organisation in compliance with Item 5 of Article 32 of this Federal Law) to which preferred shares of the appropriate company to be established are to be distributed in compliance with the decision on the company's reorganisation.

3.3. Each stockholder of the company to be re-organised, which has voted against the decision on the company's re-organisation and which has not participated in voting on the issue of the company's reorganisation, must receive the stocks of each company to be established by way of re-organisation in the form of division granting the same rights as the stocks of the company to be re-organised, which are possessed by him, in proportion to their number.

4. If a company is split up, all of its rights and obligations shall be transferred to the two or several newly-established companies, pursuant to a statement of division.
Article 19. Separation of a Company

1. The separation of a company shall be deemed to be the formation of one or several companies with the transfer to them of part of the rights and duties of the reorganised company without the termination of the latter.

2. The board of directors (or supervisory board) of the company to be re-organised in the form of devolution shall submit for settling by a general meeting of such company's stockholders the issue of the company's re-organisation in the form of devolution, as well as the issue of electing the board of directors (or supervisory board) of each company to be established by way of re-organisation in the form of devolution, if the charter of the appropriate company to be established in compliance with this Federal Law does not provide for the exercise of the functions of the board of directors (or supervisory board) of this company by a general meeting of this company's shareholders.

3. A general meeting of shareholders of a company to be reorganised in the form of devolution called to discuss the issue of the company's re-organisation which must contain the following:
   1) denomination and data on the location of each company to be established by way of re-organisation in the form of devolution;
   2) procedure for, and terms of, the devolution;
   3) way of floating stocks of each company to be established (converting stocks of the company to be re-organised into stocks of the company to be established, distributing stocks of the company to be established to stockholders of the company to be re-organised, acquiring stocks of the company to be established by the company to be reorganised proper), procedure for such floating and, in the event of converting stocks of the company to be re-organised into stocks of the company to be established, conversion ratio (coefficient) of such companies' stocks;
   4) list of members of the inspection commission or indication as to the inspector of each company to be established;
   5) list of members of the collective executive body of each company to be established, if the charter of the appropriate company to be established provides for the presence of the collective executive body and its forming pertains to the scope of authority of a general meeting of shareholders thereof;
   6) indication as to the person exercising the functions of the personal executive body of each company to be established;
   7) indication as to the endorsement of the partition balance sheet with the partition balance sheet attached thereto;
   8) indication as to the endorsement of the charter of each company to be established, attaching thereto the charter of each company to be established;
   9) name of the registrar of the established company and information on its location.

3.1. A decision on re-organisation in the form of devolution may contain an indication as to the auditor of the company to be established by way of re-organisation in the form of devolution, on the registrar of the company to be established, an indication as to the transfer of authority of the personal executive body of the company to be established to the
management organisation or the manager, other data on the persons mentioned in Subitems 4-6 of Item 3 of this Article and other provisions on re-organisation which do not contravene the federal laws.

3.2. The board of directors (or supervisory board) of each company to be established by way of re-organisation in the form of devolution shall be elected by the stockholders of the company to be re-organised, to which under the decision on the company's re-organisation ordinary stocks of the appropriate company to be re-organised are to be distributed, and by the stockholders possessing preferred shares of the company to be re-organised (which are voting stocks at the time of rendering the decision on re-organisation in compliance with Item 5 of Article 32 of this Federal Law), to which preferred shares of the appropriate company to be established are be distributed in compliance with the decision on the company's re-organisation.

If in compliance with the decision on a company's re-organisation in the form of devolution the company to be re-organised is the only stockholder of the company to be established, the board of directors (or supervisory board) of the company to be established shall be elected by stockholders of the company to be re-organised.

3.3. If the decision on a company's re-organisation in the form of devolution provides for converting stocks of the company to be reorganised into stocks of the company to be established or for distribution of stocks of the company to be established to stockholders of the company to be re-organised, each stockholder of the company to be re-organised which has voted against the decision on the company's reorganisation and which has not participated in voting in respect of the issue of the re-organisation must receive the stocks of each company to be established granting the same rights as the stocks of the company to be re-organised which are in his possession, in proportion to their number.

4. If one or more companies are separated from a company, then the rights and obligations of the reorganised company shall be transferred to each newly-established company pursuant to a statement of separation.

Information on changes:
Federal Law No. 146-FZ of July 27, 2006 supplemented this Federal Law with Article 19.1

Article 19.1. Specifics of a Company's Division or Devolution Effected Concurrently with Merger or Affiliation

1. The decision of a general meeting of a company's stockholders on the company's re-organisation in the form of its division or devolution may provide in respect of one or several companies to be established by way of re-organisation in the form of division or devolution the provision concerning the concurrent merger of the company to be established with other company or companies or concerning the concurrent accession of the company to be established to another company. In such case, the re-organisation shall be effected in compliance with the provisions of Articles 15-19 of this Federal Law, if not otherwise established by this Article.

2. A contract of merger or a contract of accession shall be signed on behalf of the company to be established by way of re-organisation in the form of division or devolution by the person appointed by decision of a general meeting of shareholders of the company to be re-organised in the form of division or devolution in compliance with this Article.

3. The board of directors (or supervisory board) of the company to be re-organised in the form of division or devolution in compliance with this Article, when submitting for settling by a general meeting of shareholders the issue of the company's re-organisation in the form of division or devolution, shall likewise submit the issue of re-organising the company to be
established by way of re-organisation in the form of division or devolution by way of merger thereof with other company or companies or by way of accession thereof to another company.

4. A general meeting of shareholders of the company to be reorganised in the form of division in compliance with this Article shall render in compliance with Articles 16 or 17 and Article 18 of this Federal Law accordingly decisions on the following:
   1) on the company's re-organisation in the form of division;
   2) on re-organisation of the company to be established by way of reorganisation in the form of division by way of merger thereof with other company or other companies, or by way of accession thereof to other company.

5. A general meeting of shareholders of the company to be reorganised in compliance with this Article in the form of devolution shall render in compliance with Articles 16 or 17 and Article 19 of this Federal Law accordingly the following decisions:
   1) on the company's re-organisation in the form of devolution;
   2) on re-organisation of the company to be established by way of reorganisation in the form of devolution by way of merger thereof with other company or companies, or by way of accession thereof to other company.

6. The decision of a general meeting of a company's shareholders on the company's re-organisation in the form of division or devolution rendered in compliance with this Article may provide for the condition of this decision's entry into force, solely if a general meeting of shareholders of the company to be re-organised renders the decision on the concurrent merger of the company to be established by way of reorganisation in the form of division or devolution with other company or other companies, or on the concurrent accession of the company to be established to another company or companies and (or) if a general meeting of shareholders of other company or companies participating in the merger or accession renders the decisions specified by Item 2 of Article 16 or Item 2 of Article 17 of this Federal Law.

Information on changes:


See the Item in the previous wording

7. Securities of the company to be established by way of reorganisation in the form of division or devolution in compliance with this Article shall be issued without the state registration of issues of its securities and the state registration of reports on the results of their issuance. The state registration number or identification number shall be assigned to such issues of securities concurrently with the state registration of an issue (additional issue) of the emissive securities to be floated in the event of merger of the company to be established with another company or companies, or accession of the company to be established to other company using the procedure established by the Bank of Russia. If the floating of securities of the company to be established by way of affiliation to another company is not provided for, the state registration number or the identification number shall be assigned to securities of the company to be established by the Bank of Russia using the procedure established by it.

The register of owners of emissive securities of a company to be established by way of re-organisation in the form of division or devolution with the concurrent merger thereof with other company or other companies or with the concurrent affiliation thereof to another company shall be kept by the holder of the register of stockholders of the company to be established by way of re-organisation in the form of merger or of the company to which the accession is being carried out.

8. The partition balance sheet containing the provisions in respect of appointing the
company to be established by way of reorganisation in the form of division or devolution as the legal successor of the company to be re-organised in the form of division or devolution, shall be deemed to be the transfer certificate under which the rights and duties of the company to be re-organised in the form of division or devolution shall be transferred to the company to be established by way of re-organisation in the form of merger or to the company to which the affiliation of the company to be established by way of re-organisation in the form of division or devolution is being carried out.

9. When re-organising a company in the form of division or devolution concurrently re-organisation in the form of merger, reorganisation in the form of merger shall be deemed completed as of the time of the state registration of the company to be established by way of re-organisation in the form of merger.

A company’s re-organisation in the form of division or devolution and concurrent re-organisation in the form of affiliation shall be deemed completed as of the time of making an entry to the comprehensive state register of legal entities in respect of termination of activities of the company to be established by way of re-organisation in the form of division or devolution.

Such entry shall be made concurrently with making to the comprehensive state register of legal entities an entry in respect of the state registration of the company to be established by way of re-organisation in the form of division or devolution. In so doing, an entry in respect of the state registration of the company to be established by way of re-organisation in the form of division or devolution shall be made first and after it an entry in respect of termination of its activities shall be made.

Information on changes:
Federal Law No. 146-FZ of July 27, 2006 amended Article 20 of this Federal Law
See the Article in the previous wording

Article 20. Transformation of a Company

1. A company may be transformed into a limited liability company or into a production cooperative, subject to the requirements established by federal laws.

By a unanimous decision of all the shareholders the company shall be entitled to transform itself into a non-commercial partnership.

2. The board of directors (or supervisory board) of the company to be re-organised in the form of transformation shall submit for settling by a general meeting of shareholders of such company the issue of the company's re-organisation in the form of transformation.

3. A general meeting of shareholders of a company to be reorganised in the form of transformation, called to discuss the issue of the company's re-organisation in the form of transformation, shall render a decision on reorganisation which must contain the following:

1) denomination and data on the location of the legal entity to be established by way of the company's re-organisation in the form of transformation;

2) procedure for, and terms of, the transformation;

3) procedure for exchanging the company's stocks for shares of participants in the authorised capital of a limited (superadded) liability company or for shares of members of a producers' co-operative, if the company is being transformed into a limited (superadded) liability company or a producers' cooperative, or procedure for determining the composition of the property or the cost of the property which a member of a non-profit partnership that has been a stockholder of the company transformed into this non-profit partnership is entitled to obtain in the event of the member's leaving the non-profit partnership or being expelled from it or in the event of liquidation of the non-profit partnership;
4) list of members of the inspection commission or indication as to the inspector of the legal entity to be established, if under the federal laws the charter of the legal entity to be established provides for the presence of the inspection commission or the inspector and forming of the inspection commission or election of the inspector pertains to the scope of authority of the supreme governing body of the legal entity to be established;

5) list of members of the collective executive body of the legal entity to be established, if in compliance with the federal laws the charter of such legal entity provides for the presence of the collective executive body and its forming pertains to the scope of authority of the supreme governing body of such legal entity;

6) indication as to the person exercising the functions of the personal executive body of the legal entity to be established;

7) list of members of another body (except for a general meeting of participants of an economic company or of members of a non-profit partnership) of the legal entity to be established, if under the federal laws the charter of the legal entity to be established provides for the presence of other body and its forming pertains to scope of authority of the supreme governing body of the legal entity to be established;

8) indication as to the endorsement of the transfer certificate with the transfer certificate attached thereto;

9) indication as to the endorsement of the constituent documents of the legal entity with the constituent documents thereof attached thereto.

3.1. The decision on a company's re-organisation in a form of transformation may contain an indication as to the auditor of the legal entity to be established by way of the company's re-organisation in the form of transformation, other data on the persons specified in Subitems 4-7 of Item 3 of this Article and other provisions on the company's reorganisation which do not contravene the federal laws.

4. If a company is transformed, then all the rights and duties of the reorganised company shall be transferred to such newly-established legal entity, pursuant to a deed of transfer.

Article 21. Liquidation of a Company

1. A company may be liquidated voluntarily according the procedure established by the Civil Code of the Russian Federation, subject to the requirements of this Federal Law and the charter of the company. The company may be liquidated by decision of a court on the grounds provided for by the Civil Code of the Russian Federation.

The liquidation of a company shall result in its termination, with no transfer of rights and obligations by succession to other persons.

2. If the company is liquidated voluntarily, then the board of directors (or supervisory board) of the company subject to liquidation shall submit for decision at the general meeting of shareholders the issue concerning the liquidation of the company and the appointment of the liquidation commission.

The general meeting of shareholders of a company subject to liquidation shall voluntarily adopt a resolution concerning liquidation of the company and the appointment of the liquidation commission.

3. As of the appointment of the liquidation commission, the latter shall acquire all the powers relating to the management of the affairs of the company. The liquidation commission shall act in court in the name of the company subject to liquidation.

4. When a shareholder of a company subject to liquidation is a state or a municipal
formation, a representative of the respective Committee for the Management of Property or Property Fund or of the respective body of local self-government shall be included on the board of the liquidation commission. Failure to fulfill the above requirement may result in the withholding, by the body exercising state registration, of its consent to the appointment of the liquidation commission.

GARANT:

Federal Law No. 31-FZ of March 21, 2002 amended Article 22 of this Law. The amendments shall come into force on July 1, 2002

Article 22. Procedure for Liquidating a Company

1. The liquidation commission shall publish in the press a notice on liquidation of the company and the procedure and deadline for creditor claims. The duration of such a deadline for creditor claims may not be less than two months from the publication of the notice on liquidation of the company.

2. If as of the adoption of the decision on liquidation, the company has no obligations to creditors, then its assets shall be distributed among the shareholders in accordance with Article 23 of this Federal Law.

3. The liquidation commission shall take measures to inform creditors and pay off the company's debts, and also inform the creditors about the liquidation of the company in writing.

4. Upon expiry of the deadline for creditor claims, the liquidation commission shall draw up the interim liquidation balance sheet, which shall contain information concerning the composition of the property of the company subject to liquidation, the demands presented by creditors, and also the results of their consideration. The interim liquidation balance sheet shall be approved by the general meeting of shareholders by agreement with the body exercising the state registration of the company subject to liquidation.

5. Should the monetary funds existing in the company under liquidation prove insufficient to meet the creditor claims, the liquidation commission shall sell other company property by public sale according to the procedure established for the execution of judicial decisions.

6. Monetary funds due to the creditors of a company under liquidation shall be paid thereto by the liquidation commission in the order of priority established by the Civil Code of the Russian Federation, pursuant to the interim liquidation balance sheet and commencing from the date of approval thereof, with the exception of fifth priority creditors, which shall be repaid one month after the approval of the interim liquidation balance sheet.

7. After completion of settlements with creditors, the liquidation commission shall draw up the liquidation balance sheet, which shall be approved by the general meeting of shareholders by agreement with the body exercising the state registration of the company subject to liquidation.

Article 23. Distribution of Property of a Company under Liquidation Among Shareholders

1. The property of the company subject to liquidation remaining after the completion of the settlement of accounts with creditors shall be distributed by the liquidation commission among the shareholders in the following priorities:

- first priority shall be accorded to payments relating to stock which must be re-purchased in accordance with Article 75 of this Federal Law;
- second priority shall be accorded to payments for dividends credited but not paid with regard to preferred stock and to the liquidation value of preferred stock determined by the charter of the company;
- third priority shall be accorded to the distribution of assets of the company under liquidation among the holders of common stock and all types of preferred stock.
2. The distribution of property of each priority shall be effectuated after the full distribution of property of the preceding priority. The payment by the company of the liquidation value of preferred stock determined by the charter of the company shall be effectuated after the payment in full of the liquidation value of the preferred stock of the previous priority determined by the charter of the company.

If the value of property existing in the company is insufficient for the payment of dividends credited but not paid, and also the liquidation value determined by the charter of the company for all holders of preferred stock of one type, then the property shall be distributed among the holders of such type of preferred stock in proportion to the quantity of stock owned by them.

Article 24. Completion of Liquidation of a Company

The liquidation of a company shall be considered to be completed, and the company to have terminated its existence, as of the date of the respective entry by the body of state registration in the Uniform State Register of Legal Entities.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended the title of of Chapter III of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the title in the previous wording


GARANT:

On the authorised capital and stocks of workers' joint stock companies (the people's enterprises) see Federal Law of the Russian Federation No. 115-FZ of July 19, 1998

See Review of the Practice of Resolving Disputes Involved in the Refusal in the State Registration of the Issue of Shares and in Recognizing the Issue of Shares as Invalid given by Informational Letter of the Higher Arbitration Court of the Russian Federation No. 63 of April 23, 2001

Federal Law No. 120-FZ of August 7, 2001 amended Article 25 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 25. Charter Capital and Stock of a Company

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 1 of Article 25 of this Federal Law

See the Item in the previous wording

1. The authorised capital of the company shall be composed of the nominal values of the company's shares purchased by shareholders.

The company shall place ordinary shares and shall have the right to place one or several classes of preferential shares. All shares of the company shall be non-certificated.

The nominal value of all ordinary shares of the company shall be the same. The nominal value of preferential shares of one class and the scope of rights granted by them shall be the same.

At the establishment of a company all its shares shall be placed among the establishers.

Information on changes:
2. The nominal value of placed preferential shares of the company shall not exceed 25 percent of its authorised capital. A public company shall have no right to place preferential shares whose nominal value is lower than that of ordinary shares.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 3 of Article 25 of this Federal Law
See the Item in the previous wording

3. If, in the course of exercising a priority right to acquire shares sold by a shareholder of a non-public company, a priority right to acquire additional shares and also in share consolidation, the shareholder cannot acquire an integral number of shares, fractions of shares shall be created (hereinafter referred to as “fractional shares”).

The fractional share confers on its owner the rights provided by a share of a relevant category (type) within the scope corresponding to the part of a full share it represents.

For the purposes of recording the total number of floated shares in the charter of a company all floated fractional shares shall be added up. If a fractional number is obtained as the result thereof the number of the shares floated shall be shown as a fractional number in the charter of the company.

Fractional shares shall be traded on an equal basis with full shares. If a person acquires two or more fractional shares of a certain category (type) these shares shall make up one full and/or a fractional share equal to the sum of these fractional shares.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Article 26 of this Federal Law
See the Article in the previous wording

Article 26. Minimum Authorised Capital of a Company
The minimum authorised capital of a public company shall be 100 thousand roubles. The minimum authorised capital of a non-public company shall be 10 thousand roubles.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 27 of this Federal Law. The amendments shall come into force on January 1, 2002
See the text of the Article in the previous wording

Article 27. Issued and Declared Stock of a Company
1. The charter of a company shall determine the quantity and face value of the shares acquired by shareholders (floated shares) and the rights conferred by these shares. Shares acquired or bought back by the company and also shares of the company of which ownership has come to the company under Article 34 of the present Federal Law shall be deemed floated until their redemption.

The charter of a company may determine the quantity, face value, categories (types) of the shares the company is entitled to float in addition to the floated shares (announced shares) and the rights conferred by these shares. If the charter of a company lacks such provisions the company shall not be entitled to float additional shares.

The charter of a company may set out the procedure and terms for the company to float announced shares.

2. A decision concerning the introduction of amendments and addenda to the charter of
a company with respect to the provisions provided for by the present Article concerning
declared stock of a company except for changes relating to a decrease in their numbers
according to the results of additional share floatation, shall be adopted at a general meeting of
the shareholders.

If a company issues securities converted into stock of a specified category (or type),
than the quantity of declared stock of such category (or type) may not be less than the
quantity required for converting during the period of circulation of such securities.

A company shall have no right to adopt a decision concerning the change of rights
granted by stock in which securities issued by the company have been converted.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 27 of this Federal Law with
Item 3

3. A decision on making amendments and additions to the charter of a non-public
company related to the provisions envisaged by this Article on stated preferential shares of
the company, that are envisaged by Item 6 of Article 32 of this Federal Law, except for the
amendments related to reduction of their number following the results of placement of
additional shares, shall be taken by a general meeting of shareholders by all the company’s
shareholders unanimously.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 reworded Article 28 of this Federal Law. The
new wording shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 28. Increasing the Authorised Capital of a Company

1. The authorised capital of a company may be increased by means of increasing the
face value of shares or floating additional shares.

2. The decision to increase the authorised capital of a company by means of increasing
the face value of shares shall be adopted by a general meeting of the shareholders.

The decision to increase the authorised capital of a company by means of floating
additional shares shall be adopted by a general meeting of the shareholders or the board of
directors (supervisory board) of the company if it has the right to make such a decision under
the charter of the company.

The decision of the board of directors (supervisory board) of a company to increase the
authorised capital of the company by means of floating additional shares shall be adopted by
the board of directors (supervisory board) of the company unanimously by all the members of
the board of directors (supervisory board) of the company, with the votes of former members
of the board of directors (supervisory board) of the company not being counted.

3. Additional shares may be floated by the company only within the maximum limit of
announced shares set by the charter of the company.

The decision to increase the authorised capital of a company by means of floating
additional shares may be made by a general meeting of the shareholders simultaneously with
the introduction of an addendum to the charter of the company in the form of an announced
shares clause as required under the present Federal Law for the adoption of such a decision
or in the form of an amendment to the announced shares clause.

Information on changes:

Federal Law No. 282-FZ of December 29, 2012 reworded Item 4 of Article 28 of this Federal
Law. The new wording shall enter into force on January 2, 2013

See the Item in the previous wording
4. The decision to increase the authorised capital of a company by means of floating additional shares shall contain the following:

- the number of additional ordinary stocks and preferred stocks of each type to be floated within the limits of the number of declared stocks of this category (type);
- the way of floating them;
- the price of floating additional stocks to be floated by subscription or a procedure for its estimation (in particular when exercising the priority right to acquisition of additional stocks) or an indication that such price or a procedure for fixing it shall be established by the board of directors (supervisory board) at the latest at the start of the stocks' floatation;
- a form of payment for additional stocks to be floated by subscription.

The decision on increasing the company's authorised capital by way of floating additional stocks may contain other conditions of their floating.

The price of floating additional stocks or a procedure for its estimation shall be established in compliance with Article 77 of this Federal Law.

5. An increase in the authorised capital of a company by means of floating additional shares may be implemented at the expense of the assets of the company. An increase in the authorised capital of a company by means of increasing the face value of shares shall be implemented only at the expense of the assets of the company.

The amount whereby a company's authorised capital is being increased at the expense of the company's assets shall not exceed the difference between the company's net asset value and the sum of the authorised capital and the reserve fund of the company.

Where the authorised capital of a company is being increased at the expense of its assets by means of floating additional shares these shares shall be distributed among all shareholders. In so doing, each of the shareholders shall receive shares of the same category (type) as the shares he/she owns, in proportion to the number of the shares he/she owns. An increase in the authorised capital of a company at the expense of its assets by means of floating additional shares resulting in the formation of fractional shares is prohibited.
The company has the right to reduce its authorised capital and in the cases stipulated in the present Federal Law it shall do so. The authorised capital of a company may be reduced by means of cutting the face value of shares or the number of shares, in particular, by means of acquiring a portion of the shares in the events stipulated by the present Federal Law.

A reduction in the authorised capital of a company by means of acquisition and redemption of some of the shares is allowed if such an option is envisaged by the charter of the company.

The company shall not be entitled to reduce its authorised capital if this is going to result in an authorised capital amount below the minimum level set in keeping with the present Federal Law as of the date when documents are filed for the purposes of state registration of relevant amendments to the charter of the company and in events when under the present Federal Law the company must reduce its authorised capital, as of the date of the state registration of the company.

A decision to decrease the charter capital of a company by decreasing the par value of stock or by redeeming stock for the purpose of reducing its total quantity shall be adopted by the general meeting of shareholders.

The decision on decreasing a company's authorised capital by way of reducing the nominal value of stocks thereof may provide for paying monetary funds to all company's stockholders and (or) for transferring thereto the emissive securities possessed by the company which are floated by another legal entity. With this, the decision must determine the following:

- rate of decrease of the company's authorised capital;
- categories (types) of the stocks whose nominal value is to be reduced and rate of reduction of the nominal value of each stock;
- nominal value of a stock of each category (type) after reduction thereof;
- amount of monetary funds to be paid to the company's stockholders in the event of reduction of the nominal value of each stock and (or) number, kind, category (type) of the emissive securities to be passed over to the company's stockholders in the event of reduction of the nominal value of each stock.

The decision to decrease the authorised capital of a company by reducing the nominal value of the company's stocks shall be rendered by a general meeting of the company's stockholders by a three quarters majority of votes of the stockholders possessing voting stocks, who are attending the general meeting of the company's shareholders, solely on the proposal of the company's board of directors (or supervisory board).

The decision to decrease the authorised capital of a company by way of reducing the nominal value of the company's stocks and to pass over emissive securities to stockholders thereof must provide for passing over to each company's stockholder emissive securities of the same category (type) which are issued by the same issuer and which are shown as a whole number in proportion to the amount of reduction of the nominal value of the stocks
possessed by a stockholder. If the said requirement cannot be fulfilled, the decision of a general meeting of shareholders rendered in compliance with this Item shall not be subject to execution. If the emissive securities acquired in compliance with this Item by a company's stockholders are stocks of another company, the decision on decreasing the company's authorised capital rendered in compliance with this Item may take into account, for the purpose of fulfilling the said requirement, the results of consolidation or splitting of stocks of another company not effected at the time of rendering this decision.

The ratio of the amount of decrease of a company's authorised capital to the amount of the company's authorised capital prior to decrease thereof may not be less than the ratio of the monetary funds received by the company's stockholders and (or) the aggregate value of the emissive securities acquired by the company's stockholders to the company's net wealth. The value of the emissive securities possessed by the company and the company's net wealth shall be determined on the basis of the company's business accounting data as of the reporting date for the last quarter preceding the quarter when the company's board of directors (or supervisory board) decided to call the general meeting of the company's shareholders whose agenda contained the item of decreasing the company's authorised capital.

The documents for the state registration of amendments and addenda to be made to a company's charter and connected with a decrease of the authorised capital thereof in compliance with the rules of this Item shall be submitted by the company to the body engaged in the state registration of legal entities at the earliest in 90 days as of the time of rendering a decision on decreasing the company's authorised capital.

Persons entitled to receipt of funds and/or equity securities purchased by the company's shareholders upon a decision on decrease of the company's authorised capital through decrease of the nominal value of shares, shall be defined (fixed) as of the date of conversion of shares into those with lower nominal value. If the decision on decrease of the company's authorised capital is taken considering the results of consolidation or split up of shares of another company, the persons entitled to receipt of funds and/or shares of the other company purchased by shareholders of the company in accordance with this Item shall be defined (fixed) as of the date of state registration of the report on the results of issuance of shares of other company placed in the course of the consolidation or split up. The decisions on consolidation or split up of shares of the other company and on decrease of the company's authorised capital can be taken simultaneously.

Information on changes:

Federal Law No. 409-FZ of December 28, 2010 amended Item 4 of Article 29 of this Federal Law

See the Item in the previous wording

4. A company shall not be entitled to render a decision on decreasing the authorised capital in compliance with the rules of Item 3 of this Article in the following cases:

- prior to the time of complete payment for the total authorised capital thereof;
- prior to the time of paying off all the stocks which must be paid off in compliance with Article 75 of this Federal Law;

if on the date of rendering such decision it has the signs of insolvency (bankruptcy) in compliance with the legislation of the Russian Federation on insolvency (bankruptcy) or if it is to have the above signs as a result of paying the monetary funds and (or) alienation of the emissive securities effected in compliance with the rules of Item 3 of this Article;

if on the date of rendering such decision its net wealth is less than the sum of its authorised capital, reserve fund and the excess of the liquidation value of floated preferred shares, determined by the company's charter, over the nominal value thereof or is to become
less than the sum of the authorised capital, reserve fund and the excess of the liquidation value of floated preferred shares, determined by the company's charter, over the nominal value thereof as a result of paying the monetary funds and (or) alienation of the emissive securities effected in compliance with the rules of Item 3 of this Article.

prior to the time of full payment of the dividends which are declared but not paid, including non-paid accumulated dividends on cumulative preference stocks or pending the expiry of the time period cited in Item 5 of Article 42 of this Federal Law;

in other cases provided for by the federal laws.

5. A company shall not be entitled to pay monetary funds and (or) alienate emissive securities in compliance with the rules of Item 3 of this Article in the following cases:

if on the date payment it has the signs of insolvency (bankruptcy) in compliance with the legislation of the Russian Federation on insolvency (bankruptcy) or if it is to have the above signs as a result of paying the monetary funds and (or) alienating the emissive securities in compliance with the rules of Item 3 of this Article;

if on the date of payment its net wealth is less than the sum of its authorised capital, reserve fund and the excess of the liquidation value of floated preferred shares, determined by the company's charter, over the nominal value thereof or is to become less than the sum of the authorised capital, reserve fund and the excess of the liquidation value of floated preferred shares, determined by the company's charter, over the nominal value thereof as a result of paying the monetary funds and (or) alienating the emissive securities effected in compliance with the rules of Item 3 of this Article;

in other cases provided for by the federal laws.

Upon termination of the circumstances specified by Paragraphs 2-4 of this Item, a company shall be obliged to pay to the company's stockholders the monetary funds and (or) transfer to them the emissive securities.

Information on changes:


See the text of the Article in the previous wording


See the Item in the previous wording

2. The following shall be specified in a notice of reduction of the charter capital of a company:

1) the company's full and abbreviated names and data on the company's location;
2) the amount of the company's authorised capital and the extent of its decrease;
3) the method, procedure for and terms of decreasing the company's authorised capital;
4) a description of the procedure for and terms of raising by the company's creditors the claims provided for by Item 3 of this Article, citing the address (location) of the company's
standing executive body, the additional addresses whereto such claims can be raised, as well as ways of contacting the company (telephone and fax numbers, e-mail addresses and other data).

3. A company's creditor, if the rights of claim thereof had originated before the publishing of a notice of decreasing the company's authorised capital, at the latest in 30 days as of the date when such notice was last published, shall be entitled to demand of the company the early discharge of an appropriate commitment or, if it is impossible to discharge it ahead of time, the commitment's termination and compensation for the loses connected with it. The limitation period for making such claim in court shall be six months from the date of the last publication of a notice of a decrease of the company's authorised capital.

4. A court shall be entitled to reject the claim provided for by Item 3 of this Article, if a company can prove that:
   1) the creditors' rights are not violated as a result of a decrease of the authorised capital;
   2) the security provided for proper discharge of an appropriate commitment is sufficient.

GARANT:
Federal Law No. 120-FZ of August 7, 2001 amended Article 31 of this Federal Law. The amendments shall enter into force from January 1, 2002
See the text of the Article in the previous wording

Article 31. Rights of Holders of Common Stock of a Company
1. Each share of common stock shall grant equal rights to its holder.
2. Holders of common stock of a company may in accordance with this Federal Law and the charter of the company participate in general meetings of shareholders with the right to vote on all matters within its authority. They also have the right to receive dividends, and in instances of the liquidation of the company, the right to receive some of its assets.
3. The conversion of ordinary shares into preferred shares, bonds and other securities is prohibited.

GARANT:
Federal Law No. 120-FZ of August 7, 2001 amended Article 32 of this Federal Law. The amendments shall enter into force from January 1, 2002
See the text of the Article in the previous wording

Article 32. Rights of Holders of Preferred Stock of a Company
1. Holders of preferred stock of a company shall have no right to vote at a general meeting of shareholders, unless otherwise provided for by this Federal Law. Abrogated.

Information on changes:
See the text of paragraph 2 of Item 1 of Article 32
2. The amount of dividend and/or value to be paid for preferred stock of each type in the event of the liquidation of a company (liquidation value) must be set out in the charter. The amount of dividends and the liquidation value shall be set at a fixed monetary amount or as a percentage of the par value of the preferred stock. The amount of the dividend and the liquidation value for preferred stock shall be considered to be determined also if the procedure for determining them has been established by the charter of the company. The holders of
preferred stock for which the dividend amount has not been determined shall have the right to receive dividends equal to the holders of common stock.

If the charter of the company has a provision for preferred shares of two or more types, with a dividend rate being set for each of them, the company's charter shall also establish a dividend disbursement priority rating for each of them, and if the charter of the company has a provision for preferred shares of two and more types in respect of which a liquidation value is set, it shall establish a liquidation value disbursement priority ranking for each of them.

The charter of a company may establish that a dividend which has been disbursed or has been partially disbursed on preferred shares of a specific type, with the rate thereof being set by the charter, shall be accumulated and disbursed within a term determined by the charter (cumulative preferred shares). If no such term is set by the charter of the company preferred shares shall not be deemed cumulative.

Information on changes:

*Federal Law No. 282-FZ of December 29, 2012 amended Item 3 of Article 32 of this Federal Law. The amendments shall enter into force on January 2, 2013*

See the Item in the previous wording

3. The charter of a company may have a provision for the conversion of preferred shares of a specific type into ordinary shares or into preferred shares of other types at the request of the shareholders who own them or conversion of all shares of the type within a term set by the charter of the company. In such a case the charter of the company before the state registration of an issue of converted preferred stocks, shall set out a procedure for their conversion, in particular, the quantity, category (type) of the shares into which they are converted and other conversion terms. It is not allowed to change the cited provisions of the company's charter after floating the first converted preferred stock of an appropriate issue.

The conversion of preferred shares into bonds and other securities, except for shares, is prohibited. The conversion of preferred shares into ordinary shares and into preferred shares of other types is allowed only if it is envisaged by the charter of the company or in the event of a re-organisation of the company under the present Federal Law.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 amended Item 4 of Article 32 of this Federal Law*

See the Item in the previous wording

4. Shareholders owning preferred shares shall attend the general meeting of shareholders with a right to vote when the issues of company re-organisation and liquidation are decided, as well as the issues envisaged by Item 3 of Article 7.2 and Article 92.1 of this Federal Law.

Shareholders owning preferred shares of a specific type shall acquire voting rights when the general meeting of shareholders decides issue of amending the charter of the company in a way that imposes a limit on the rights of the shareholders owning preferred shares of this type including cases when a dividend rate is set or increased and/or a liquidation value is set or increased, such a dividend or value being disbursable on the preferred shares of preceding priority ranking and also the provision of shareholders owning preferred shares of another type with an advantage in terms of dividend and/or share liquidation value disbursement priority ranking. The decision whereby such amendments are introduced shall be deemed adopted if supported by at least three quarters of the votes of the
shareholders owning voting shares who attend the general meeting of shareholders, except for the votes of shareholders owning preferred shares with limited rights, and three quarters of the votes of all shareholders owning preferred shares of each type with limited rights, unless a larger number of shareholder votes is established by the charter of the company for the adoption of such a decision.

The stockholders that possess preferred stocks of a particular type shall acquire a voting right when resolving at a general meeting of stockholders the item of making an application for listing or delisting preferred stocks of this type. The cited decision shall be deemed adopted on condition that at least three quarters of the votes of the stockholders possessing voting stocks and participating in the meeting have been cast for it, except for the votes of stockholders possessing preferred stocks of this type, and three quarters of the votes of all the stockholders possessing preferred stocks of this type, unless the company's charter establishes a greater number of votes for adoption of the cited decision.

5. Holders of preferred stock of a specified type, the amount of dividend for which has been determined in the charter of the company, (but not holders of cumulative preferred stock), shall have the right to participate in a general meeting of shareholders with the right to vote in regard to all matters within its authority, beginning with the meeting following the annual general meeting of shareholders at which a decision was not adopted concerning the payment of dividends for preferred stock of such type. The right of holders of preferred stock of such a type to participate in the general meeting of shareholders shall terminate as of the first payment in full of dividends for such stock.

Holders of cumulative preferred stock of a specified type shall have the right to participate in a general meeting of shareholders with the right to vote on all matters of its authority, beginning with the meeting following the annual general meeting of shareholders at which a decision should have been adopted concerning the payment of accumulated dividends in full for such stock, if such decision was not adopted, or a decision was adopted concerning the payment of dividends, but not in full. The right of holders of cumulative preferred stock of a specified type to participate in the general meeting of shareholders shall terminate upon the payment of all dividends accumulated, in full, with regard to such stock.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 32 of this Federal Law with Item 6

6. The charter of a non-public company can envisage one or several classes of preferential shares that grant, apart from or instead of the rights envisaged by this Article, the right to vote on all or some issues within the competence of the general meeting of shareholders, including cases of occurrence or the end of certain circumstances (certain actions or omissions by the company or its shareholders, maturity of a certain term, the taking or not taking by the general meeting of shareholders or other bodies of the company of certain decisions within a certain term, alienation of the company's shares to third parties with a violation of the company's charter provisions on preferential right of their purchase or on obtaining of consent from the shareholders for their alienation and other circumstances), preferential right of purchase of certain categories (classes) of shares placed by the company and other additional rights. The provisions on preferential shares with the said rights can be envisaged by the charter of the non-public company at its establishment, included in the charter or removed from it upon the decision taken by the general meeting of shareholders by all the company's shareholders unanimously. Such provisions of the charter of a non-public company can be amended upon the decision of the general meeting of shareholders by all shareholders that are holders of such shares unanimously and by a majority of two-thirds of votes of shareholders that hold other voting shares and are participating in the general meeting of shareholders.
A Corporate Agreement

1. As a corporate agreement shall be deemed an agreement on exercising the rights certified by stocks and/or on the specifics of exercising the rights to stocks. Under a corporate agreement the parties thereto shall undertake to exercise the rights certified by stocks and/or the rights to stocks in a certain way and/or to abstain (refuse) from exercising the said rights. A corporate agreement may provide for the parties' duty to vote in a certain way at a general meeting of stockholders, to coordinate the voting variant with the other stockholders, to acquire or alienate stocks at the price fixed in advance and/or upon the onset of certain circumstances, to abstain (refuse) from alienating stocks pending the onset of certain circumstances, as well as to make other coordinated actions connected with the company's management, with the company's activities, re-organisation and liquidation.

A corporate agreement shall be made in writing by way of drawing up a single document to be signed by the parties thereto.

2. As the subject of a corporate agreement may not be deemed the obligations of a party to a corporate agreement to vote according to the instructions of managerial bodies of the company in respect of whose stocks this agreement is made.

3. Abrogated from September 1, 2014.

4. A corporate agreement shall be only mandatory for the parties thereto. A contract made by a party to a corporate agreement in defiance of the corporate agreement may be only declared invalid by court upon a suit of either party to the corporate agreement concerned, if it is proved that the other party to the contract has known or certainly has had to know about the restrictions provided for by the corporate agreement.

Abrogated.

4.1. Shareholders of the company that have concluded a shareholders' agreement shall be obliged to notify the company thereof not later than within 15 days from the day of conclusion. Upon agreement between the parties to the shareholders' agreement, the notification can be sent to the company by one of them. In case of failure to fulfill such obligation, the company's shareholders that are not parties to the shareholders' agreement shall have the right to demand indemnification of losses inflicted on them.

5. A person that has, in accordance with the shareholders' agreement, acquired the right to define the procedure for voting at the general meeting of shareholders on shares of
the public company, shall be obliged to notify the public company of such acquisition, if after
the acquisition the person directly or indirectly gains a possibility, independently or together
with its affiliated person or persons, to dispose of more than 5, 10, 15, 20, 25, 30, 50 or 75
percent of votes allocated to ordinary shares of the public company. The notification shall
contain the following information:
  the company's full name public;
  such person's name or denomination;
  the date of making and the date of entry into force of the corporate agreement or the
dates of adoption of the decisions on amending the corporate agreement and the dates of
entry into force of relevant amendments or the date of termination of the corporate agreement;
  the duration of the corporate agreement;
  the number of stocks held by the persons that have made the corporate agreement as
of the date when it is made;
  the number of the company's ordinary stocks enabling the given person to dispose of
votes at a general meeting of stockholders as of the date when the duty to forward such
notice arises;
  the date when the duty to forward such notice arises.
Such notice shall be forwarded within five days as of the time when the appropriate
duty arises.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 supplemented Article 32.1 of this Federal Law
with Item 5.1
5.1. A public company shall disclose information on the notifications cited in this Article
using the procedure envisaged by the legislation of the Russian Federation on securities.
6. The person who is obliged to forward the notice under Item 5 of this Article and the
persons to which this person is entitled under the corporate agreement made to give
instructions concerning a voting procedure at a general meeting of stockholders to be followed
without fail shall enjoy prior to forwarding such notice the right to vote solely in respect of the
stocks whose number does not exceed that of the stocks held by this person before the rise of
the duty thereof to forward such notice. With this, all the stocks held by this person and by the
said persons shall be taken into account when defining the quorum of a general meeting of
stockholders.
7. A corporate agreement may provide for the methods of securing the discharge of the
obligations resulting from the corporate agreement and for the civil law sanctions for failure to
discharge or improper discharge of such obligations.
The rights of the parties to a corporate agreement based on this agreement, in
particular the right to demand compensation for the losses caused by breaching the
agreement, recovery of a forfeit (fine or penalty), payment of compensation (a fixed amount of
money or the amount to be fixed in the procedure stated in the corporate agreement) or
imposition of other sanctions in connection with breaching the corporate agreement, shall be
judicially protected.

Information on changes:
Federal Law No. 339-FZ of July 3, 2016 supplemented this Federal Law with Article 32.2
Article 32.2. Contributions to the Company's Property That Do Not Increase the
Company's Authorised Capital
1. Stockholders on the basis of an agreement made with a company are entitled for the
purpose financing and maintaining the company's activities to make at any time gratuitous
contributions to the company's property in monetary and other forms that do not increase the
company's authorized capital and do not change the nominal value of stocks (hereinafter
referred to as contributions to the company's property).

The property entered by stockholders as a contribution shall pertain to the kinds thereof cited in Item 1 of Article 66.1 of the Civil Code of the Russian Federation.

The provisions of the Civil Code of the Russian Federation on a deed of gift shall not apply to the agreements serving as a basis for making contributions to the company's property.

The agreement serving as a basis for making by a stockholder a contribution to the company's property shall be approved in advance by a decision of the company's board of directors (supervisory council), except when the contributions to the company's property provided for by Item 3 of this article are made.

2. The statutes of a nonpublic company may provide for the maximum value of contributions to the property of the non-public company to be made by all or definite stockholders of the nonpublic company and for other restrictions connected with making contributions to the nonpublic company's property.

3. The statutes of a non-public company may provide that a general meeting of the non-public company's stockholders may impose by its decision upon the company's stockholders the duty of making contributions to the company's property, as well as may provide for a procedure for, grounds and terms of, making contributions to the company's property.

   If the statutes of a non-public company provide for the possibility of imposing the duty of making contributions upon all the members of the non-public company, the decision of a general meeting of stockholders on imposing upon the company's stockholders the duty of making contributions to the non-public-company's property shall be adopted unanimously by all the company's stockholders.

   The statutes of a non-public company may provide that it is allowed by decision of a general meeting of stockholders to impose the duty of making contributions to the non-public company's property by the stockholders having stocks of a definite category (kind). On such occasion, the decision of a general meeting of stockholders on imposing upon stockholders the duty of making contributions to the non-public company's property shall be adopted by a three-forth majority vote of the stockholders participating in the general meeting of stockholders, provided that all the stockholders having stocks of each category (type), upon whom the duty of making contributions to the property of the non-public company has been imposed, have unanimously voted for such decision.

   Contributions shall be made to the property of a non-public company on the basis of the provisions of this item in proportion to the share of stocks in the company's authorised capital held by a stockholder, unless other procedure for fixing the rates of contributions to the property of the non-public company is provided for by the non-public company's statutes.

   Contributions to the property of a non-public company on the basis of the provisions of this item shall be made in the monetary form, unless otherwise provided for by the statutes of the non-public company or by decision of a general meeting of the non-public company's stockholders.

   The duty of making contributions to the property of a non-public company shall be borne by the persons which are stockholders thereof as of the date of such duty's origination.

4. A non-public company or a stockholder thereof are entitled to make a claim with court for the discharge of the duty of making a contribution to the property of the non-public company against the person avoiding the discharge of such duty.

Article 33. Bonds and Other Issue Securities of a Company

Concerning issue of securities and their placement see:
1. A company shall have the right to issue bonds and other issue securities provided for by the laws of the Russian Federation on securities.

Information on changes:

Federal Law No. 194-FZ of December 27, 2005 amended Item 2 of Article 33 of the Federal Law

See the previous text of the Item

2. The issuance by a company of bonds and other issue securities shall be carried out by decision of the board of directors (or supervisory board) of the company, unless otherwise provided for by the charter of the company.

The floatation of bonds convertible into shares and other securities convertible into shares by a company shall be effected by the decision of a general meeting of shareholders or by the decision of the board of directors (supervisory board) of the company if under the charter of the company it has the right to make a decision concerning floatation of bonds convertible into shares and other issued securities convertible into shares.

A decision of the board of directors (supervisory board) of a company on the floatation by the company of bonds convertible into shares and of other serial securities convertible into shares shall be adopted by the board of directors (supervisory board) of the company unanimously by all members of the board of directors (supervisory board) of the company, with the votes of former members of the company's board of directors (supervisory board) not being taken into account.

Information on changes:


See the Item in the previous wording

3. A company is entitled to issue bonds after making payment for the authorised capital thereof in full. Bonds may be redeemed in monetary form or by using other property, in particular the company's stocks to be floated, in compliance with the decision on their issuance.

When adopting the decision on placing bonds that may be redeemed by using the company's placed stocks, the rules provided for by Paragraph Two and Three of Item 2 of this article shall not apply. The acquisition of stocks as a result of such bonds' redemption shall not relieve the acquirer thereof of the discharge of the duties established by federal laws.

4. A company shall have no right to issue bonds and other issue securities convertible into stock of the company, if the number of declared stock of the company of specified categories and types is less than the number of stock of such categories and types, the right to acquire which such securities grant.
Federal Law No. 120-FZ of August 7, 2001 amended Article 34 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 34. Payment for the Shares and Other Issue Securities of a Company at the Floatation Thereof

Information on changes:
Federal Law No. 146-FZ of July 27, 2006 amended Item 1 of Article 34 of this Federal Law

See the Item in the previous wording

1. The shares of a company floated at the formation of the company shall be paid for in full within one year after the time of the state registration of the company, unless a shorter term is stipulated by the memorandum of association of the company.

   At least 50 per cent of the company's shares distributed at the formation thereof shall be paid up within three months after the state registration of the company.

   A share owned by a founder of the company shall not confer voting rights unless and until it is paid up in full, except as otherwise laid down in the charter of the company.

   If shares are not paid up in full within the term specified by Paragraph 1 of the present item the right of ownership of the shares with floatation price corresponding to the outstanding amount (the value of assets not transferred in payment for shares) shall be transferred to the company. The memorandum of association may envisage the collection of forfeit money (fine, penalty) for a default on the obligation to pay for the shares.

   The shares whose ownership has been transferred to the company shall not confer voting rights, shall not be counted during voting and shall not bear dividends. If that is the case, the company within one year as of the date of their acquisition shall be obliged to render a decision on decreasing its authorised capital or, for the purpose of paying for the authorised capital, to sell the acquired stock at a price not lower that their market value on the basis of a decision of the company's board of directors (or supervisory board). If the market value of the stocks is less that their nominal value, these stocks must be sold at the price which is not lower than their nominal value. If the stocks are not sold by a company within one year after their acquisition, the company shall be obliged within a reasonable time period to render a decision on decreasing its authorised capital by way of paying off such stocks. If a company does not render a decision on decreasing its authorised capital within the time period provided for by this Article, the body engaged in the state registration of legal entities, other state bodies or local authorities authorised to raise such claim by the federal laws, shall be entitled to make a claim with court for liquidation of the company.

   A company's additional shares and other issue securities supposed to be floated by subscription shall be floated if they have been paid up in full.

Information on changes:
Federal Law No. 352-FZ of December 27, 2009 amended Item 2 of Article 34 of this Federal Law. The amendments shall enter into force from December 31, 2009

See the text of the Item in the previous wording

2. Payment for the shares distributed among the founders of a company at the formation thereof, additional shares floated by subscription may be effected in money, securities, other assets or property rights or other rights that can be appraised in terms of money. Payment for additional shares by setting off monetary claims against a company shall be allowed, if they are placed by way of closed subscription. The form of payment for shares of a company at the formation thereof shall be set out in the memorandum of association and
that for additional shares by the decision under which they are floated. Payment for other serial securities may be only effected in money.

The charter of a company may contain restrictions on the types of assets in which payment can be made for the company's shares.

GARANT:

In accordance with Federal Law No. 116-FZ of July 22, 2005, a resident of a special economic zone using on a leasehold basis a land plot, which is in the state or municipal ownership, shall not be entitled to contribute its rights to the authorised capital of economic companies

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 3 of Article 34 of this Federal Law
See the Item in the previous wording

3. The monetary valuation of assets contributed in payment for shares at the formation of a company shall be completed by agreement of the founders.

When payment for additional shares is effected in non-monetary form the monetary valuation of the assets contributed in payment for the shares shall be done by the board of directors (supervisory board) of the company under Article 77 of the present Federal Law.

When payment for shares is effected in non-monetary form an appraiser shall be invited to assess the market value of such assets, if not otherwise established by federal laws. The valuation of assets in terms of money produced by the founders of the company and the board of directors of the company shall not exceed the valuation produced by an appraiser.

Information on changes:

Federal Law No. 352-FZ of December 27, 2009 amended Article 35 of this Federal Law. The amendments shall enter into force from December 31, 2009
See the text of the Article in the previous wording

Article 35. Funds and Net Assets of a Company

1. A reserve fund in the amount provided for by the charter of the company, but not less than 5 per cent of its charter capital, shall be created in the company.

The company reserve fund shall be formed by means of obligatory annual deductions until the attainment of the amount established by the charter of the company. The amount of annual deductions shall be provided for by the charter of the company, but may not be less than 5 per cent of net profit until the attainment of the amount established by the charter of the company.

The company reserve fund shall be earmarked for the covering of its losses, and also for the cancellation of bonds of the company and the purchase of stock of the company in the event of the absence of other means.

The reserve fund may not be used for other purposes.

2. The company charter may provide for the formation from net profit of a special fund for the workers of the company. The assets thereof shall be spent exclusively for the acquisition of company stock sold by its shareholders, for subsequent issuing to its workers.

When shares acquired on the account of a company's workers' share distribution fund are provided to employees of the company for a consideration the proceeds shall be allocated towards the maintenance of said fund.
3. The net asset value shall be calculated using the accounting data through the procedure set by the federal executive authority authorised by the Government of the Russian Federation and in cases envisaged by the federal law - by the Central Bank of the Russian Federation.

For a credit organisation the owner's equity (capital) shall be calculated in place of net wealth value, and it shall be assessed in the procedure established by the Central Bank of the Russian Federation.

A company is bound to provide access for any person concerned to information about the value of its net assets assessed in accordance with the present article, in the procedure established by Item 2 of Article 91 of the present Federal Law.

4. If the net asset value of the company at the end of the second reporting year or each following reporting year is less than its authorised capital, the board of directors (supervisory board) of the company shall be obliged to include a section dedicated to the state of its net assets in the annual report in the course of preparation for the annual general meeting of shareholders.

5. The section describing a company's net asset value must contain the following:

1) indicators characterising the dynamics of change of the net asset value and the authorised capital of the company for the last 3 complete reporting years or if the company has existed for less than 3 years - for each complete reporting year;

2) results of analyzing the reasons and factors which, in the opinion of the company's board of directors (supervisory council), have led to the company's net asset value being less than the authorised capital thereof;

3) list of measures to be taken for bringing the company's net asset value into accord with the amount of the authorised capital thereof.

6. If the net asset value of the company remains less than its authorised capital at the end of the reporting year following the second reporting year or any following reporting year, at the end of which the value of the net assets of the company is lower than its authorised capital, including the case envisaged by Item 7 of this Article, the company shall be obliged to take one of the following decisions not later than 6 months after the end of the related reporting year:

1) to decrease the company's authorised capital to a level that does not exceed the net asset value thereof;

2) to liquidate the company.
See the Item in the previous wording

7. If a company's net asset value turns out to be less than the authorised capital thereof by more than 25 per cent at the end of three, six, nine or twelve months of the reporting year following the second fiscal year and each subsequent reporting year at the end of which the company's net asset value turned out to be less than the authorised capital thereof, the company shall be obliged to insert a notice of a decrease of the company's net wealth value, in the mass media, in which data on the state registration of legal entities are published, twice with the periodicity of once a month.

Information on changes:


See the text of the Item in the previous wording

8. The following shall be cited in a notice of a decrease of a company's net asset value:

1) the company's full and abbreviated names and data on the company's location;

Information on changes:


See the Subitem in the previous wording

2) indices showing the history of the company's net asset value and authorised capital for the last three complete reporting years or, if the company has existed for less than three years, for each complete reporting year;

Information on changes:


See the Subitem in the previous wording

3) the company's net asset value at the end of three, six, nine and twelve months of the reporting year, following the second reporting year and each subsequent reporting year at the end of which the company's net asset value turned out to be less than the authorised capital thereof;

4) a description of the procedure for and terms of raising by the company's creditors the claims provided for by Item 9 of this Article, citing the address (location) of the company's standing executive body, the additional addresses to which such claims can be sent, as well as ways of contacting the company (telephone and fax numbers, e-mail addresses and other data).

9. A company's creditor, if the rights of claim thereof had originated before the publishing of a notice on decreasing the company's authorised capital, at the latest in 30 days as of the date when such notice was last published, shall be entitled to demand of the company the early ndischarge of an appropriate commitment or, if it is impossible to discharge it ahead of time, the commitment's termination and compensation for the loses connected with it. The limitation period for making such claim in court shall be six months from the date of the last publication of a notice of a decrease of the company's authorised capital.

10. A court shall be entitled to reject the claim provided for by Item 9 of this Article, if a company can prove that:

1) the creditors' rights are not violated as a result of the decrease of the authorised capital;

2) the security provided for proper discharge of the relevant commitment is sufficient.

Information on changes:
11. If upon termination of the second reporting year or each subsequent reporting year a company’s net asset value turns out to be less than the amount of the minimum authorised capital thereof cited in Article 26 of this Federal Law the company, at the latest in six months after the end of a reporting year, shall be obliged to render a decision on the liquidation thereof.

12. If within the time periods fixed by Items 6, 7 and 11 of this Article a company does not discharge the duties provided for by these items, creditors thereof shall be entitled to demand of the company the early discharge of appropriate commitments or, if it is impossible to discharge them ahead of time, the commitments' termination and compensation for the losses connected with this, while the body engaged in the state registration of legal entities or other state bodies or local authorities which are vested with the right to make such demand by federal laws shall be entitled to file a claim in court for the company's liquidation.

13. The rules established by Items 4 - 12 of this Article shall not extend to credit institutions set up in the form of joint stock companies. A procedure for bringing into accord the amount of a credit institution’s authorised capital and the net asset value (the amount of own assets (capital)) thereof shall be established by the Paragraph 4.1 of Chapter IX of Federal Law No. 127-FZ of October 26, 2002 on Insolvency (Bankruptcy).
the founders of the company at a price not below the face value of the shares.

Payment for the additional shares of a company floated by subscription shall be effected at a price fixed by the board of directors (supervisory board) of the company under Article 77 of this Federal Law but not below their face value or in the procedure for fixing it established by the cited board. The price of placing additional stocks by subscription or a procedure for fixing it shall be contained in the decision on increasing the company's authorised capital by way of placing additional stocks, if the cited decision does not provide that such price and such procedure for fixing it will be established by the company's board of directors (supervisory board) at the latest at the start of placing additional stocks.

Information on changes:
Federal Law No. 194-FZ of December 27, 2005 amended Item 2 of Article 36 of the Federal Law
See the previous text of the Item

2. The floatation price of additional shares to persons exercising a priority right to acquire shares, may be below the floatation price for other persons but by up to 10 per cent only.

The fee of a broker taking part in the floatation of additional shares of a company by subscription shall not exceed 10 per cent of the floatation price of the shares.

GARANT:
Federal Law No. 120-FZ of August 7, 2001 amended Article 37 of this Federal Law. The amendments shall come into force on January 1, 2002
See the text of the Article in the previous wording

Article 37. Procedure for Converting Company's Issue Securities into Shares
1. The procedure for converting a company's issue securities into shares shall be established:
   by the charter of the company: in respect of preferred share conversion;
   by a decision on issuance: in respect of conversion of bonds and other issue securities, except for shares.

The floatation of shares of a company within the maximum limit on the number of announced shares required for conversion of the convertible shares floated by the company and other issue securities of the company shall be effected only by means of such a conversion.

2. The terms of and procedure for the conversion of shares and other issue securities of a company at the re-organisation thereof shall be established by relevant decisions and agreements in keeping with the present Federal Law.

Article 38. The Floatation Price of Issue Securities

Information on changes:
Federal Law No. 218-FZ of July 21, 2014 amended Item 1 of Article 38 of this Federal Law
See the Item in the previous wording

1. Payment for a company's issue securities floated by subscription shall be effected at the price which is fixed or for which a procedure for fixing it is established by the company's board of directors (supervisory board) under Article 77 of the present Federal Law, except as
provided for by this Federal Law. In such a case payment for issue securities converted into shares floated by subscription shall be effected at a price at least equal to the face value of the shares into which these securities are converted.

Payment for the bonds which are not convertible into the company's stocks shall be made at the price which is fixed, or a procedure for whose fixing is established, by the one-man executive body, if the company's statute does not refer the settlement of the cited matter to the scope of authority of the company's board of directors (supervisory board) or of the company's collective executive body.

Information on changes:

**Federal Law** No. 194-FZ of December 27, 2005 amended Item 2 of Article 38 of the Federal Law

See the previous text of the Item

2. The floatation price of securities converted into shares to persons exercising a priority right to acquire such shares, may be below the floatation price for other persons only but by up to 10 per cent.

The fee of a broker taking part in the floatation of issue securities by subscription shall not exceed 10 per cent of the floatation price of these securities.

GARANT:

**Federal Law** No. 120-FZ of August 7, 2001 amended Article 39 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

**Article 39. The Methods Whereby a Company Floats Its Shares and Other Issue Securities**

1. The company is entitled to float additional shares and other issue securities by subscription and by conversion. If the authorised capital of a company is increased at the expense of its assets the company shall float additional shares by means of distributing them among its shareholders.

Information on changes:

**Federal Law** No. 210-FZ of June 29, 2015 reworded Item 2 of Article 39 of this Federal Law

See the Item in the previous wording

2. A public company shall have the right to place shares and equity securities convertible into its shares by way of either a public or private offering. The charter of a public company and legal acts of the Russian Federation can limit the possibility of a private offering by public companies.

A non-public company shall have no right to place shares and equity securities convertible into its shares by way of a public offering or otherwise offer them for purchase to the general public.

Information on changes:

**Federal Law** No. 210-FZ of June 29, 2015 amended Item 3 of Article 39 of this Federal Law

See the Item in the previous wording

3. The floatation of shares (a company's issue securities convertible into shares) by closed subscription shall be effected only by the decision of a general meeting of shareholders whereby the authorised capital of the company is increased by means of floating additional shares (whereby the company's issue securities convertible into shares are floated), such a decision having been adopted by the majority of three quarters of votes of the
shareholders owning voting shares and attending the general meeting of shareholders, unless a larger number of votes is required for such a decision by the charter of the company.

Preferred shares envisaged by Item 6 of Article 32 of this Federal Law shall only be placed by way of a private offering upon the decision of the general meeting of shareholders on increase of the company’s authorised capital through placement of such preferential shares taken by all the company's shareholders unanimously.

4. The floatation by public subscription of ordinary shares making up over 25 per cent of the ordinary shares floated earlier shall be effected only by the decision of a general meeting of shareholders adopted by a majority of three quarters of the votes of shareholders owning voting shares and attending the general meeting of shareholders, unless a larger number of votes is required to adopt such a decision by the charter of the company.

The floatation by public subscription of issue securities convertible into ordinary shares making up 25 per cent of the ordinary shares floated earlier where such issue securities are being converted into ordinary shares shall be effected only by the decision of a general meeting of shareholders adopted by a majority of three quarters of the votes of shareholders owning voting shares and attending the general meeting of shareholders, unless a larger number of votes is required to adopt such a decision by the charter of the company.

5. The floatation of a company's shares and other issue securities shall be effected by the company in compliance with the legal acts of the Russian Federation.

Information on changes:

Federal Law No. 194-FZ of December 27, 2005 amended Article 40 of the Federal Law
See the previous text of the Article

Article 40. Safeguarding Shareholders' Rights in the Event of Floatation of Company's Shares and Issue Securities Convertible into Shares

1. The shareholders of a company shall have a priority right to acquire additional shares and issue securities convertible into shares, floated by public subscription, in proportion to the number of the shares of this category (type) they own.

A company's shareholders who voted against, or who did not take part in voting on the issue of, closed-subscription floating of shares and issue securities convertible into shares shall have a priority right to acquire additional shares and issue securities convertible into shares floated by closed subscription, in proportion to the number of the shares of this category (type) they own. This right shall not extend to the floatation of shares and other issue securities convertible into shares effected by closed subscription only among the shareholders if in this case the shareholders have an opportunity to acquire an integral number of floated shares and other issue securities convertible into shares, in proportion to the number of the shares of relevant category (type) they own.

The present item does not extend to companies having a single shareholder.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 2 of Article 40 of this Federal Law.
The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

2. If a decision that is grounds for placement of additional shares and equity securities convertible into shares is taken by a general meeting of shareholders of the company, the preferential right shall be given to persons that are shareholders of the company as of the date of definition (registration) of persons having the right to participate in such general meeting of shareholders and, if the decision is taken by the board of directors (supervisory board) of the company - the persons that are shareholders of the company as of the tenth day
after the day of the taking of such decision by the board of directors (supervisory board), unless the decision establishes a later date.

To exercise the preferential right to purchase the said securities the company's registrar shall form a list of persons having such a preferential right, as required by the legislation of the Russian Federation on securities for forming of a list of persons exercising their rights related to securities.

Information on changes:

Federal Law No. 194-FZ of December 27, 2005 reworded Article 41 of the Federal Law

See the previous wording of the Article

Article 41. Procedure for Exercising a Priority Right to Acquire Shares and Serial Securities Convertible into Shares

Information on changes:


See the Item in the previous wording

1. The persons having a priority right to acquire supplementary shares and serial securities convertible into shares shall be notified of their having an opportunity for exercising the priority right envisaged by Article 40 of the present Federal Law in the procedure envisaged by the present federal law for an announcement about a general meeting of shareholders.

The notification shall contain information on the number of floated stocks and serial securities convertible into stocks, their flotation price or the procedure for determining the flotation price (in particular, when exercising the pre-emptive right to the securities' acquisition), or an indication that such price or procedure for fixing it will be established by the company's board of directors (supervisory board) at the latest at the start of the securities placing, as well as information about a procedure for fixing the number of securities which each person enjoying the pre-emptive right to the acquisition thereof is entitled to acquire, on the procedure for filing with the company applications by these persons for the acquisition of stocks and serial securities convertible into stocks and the time period within which these applications must be received by the company (hereinafter referred to as the effective term of the pre-emptive right).

Information on changes:

Federal Law No. 338-FZ of July 3, 2016 amended Item 2 of Article 41 of this Federal Law

See the Item in the previous wording

2. The effective term of a priority right shall not be less than 45 days after the time of sending (delivery) or publication of the notice, except as another term is envisaged by the present item.

If the flotation price or a procedure for fixing it are not established by the decision serving as a ground for placing by open subscription additional stocks or serial securities convertible into stocks, the effective term of the pre-emptive right may not be less than 20 days after the time of sending (delivery) or publication of a notification or, if the information contained in such notification is disclosed in compliance with the requirements of the legislation of the Russian Federation on securities, less than eight working days as from the time of its disclosure. On such occasion, the notification shall contain information on the term of payment for the securities, this term not being less than five working days after the disclosure of information on the flotation price or on the procedure for fixing it.

GARANT:
Until January 1, 2017, provisions of paragraph 3 of Item 2 of Article 41 of this Federal Law (as amended by Federal Law No. 338-FZ of July 3, 2016) shall only be applied to joint stock companies that are credit institutions or whose ordinary shares are by more than 50 percent held by the Russian Federation.

If the placement price or the procedure for its calculation are established by the decision that is the ground for placement of additional shares or equity securities convertible into shares by a joint stock company by way of a public subscription with their paying up with money, and the information of the notification is disclosed in compliance with the legislation of the Russian Federation on securities, the term of validity of the priority right shall not be less than 12 business days from the moment of disclosure of such information.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 3 of Article 41 of this Federal Law. The new wording shall enter into force on July 1, 2016.

See the Item in the previous wording

3. A person having a preferential right of purchase of additional shares and equity securities convertible into shares shall have the right to exercise it, fully or partly within its validity by filing an application for purchase of the placed securities and fulfillment of the obligations of their payment.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 41 of this Federal Law with Item 3.1. The Item shall enter into force on July 1, 2016.

3.1. The application for purchase of securities to be placed filed by the person having the preferential right cited in this Article and included in the register of shareholders of the company shall contain information making it possible to identify the applicant and the number of securities to be purchased.

The application shall be filed by the sending or delivery against a receipt of a written document signed by the applicant to the registrar of the company and, if the rules according to which the registrar of the company maintains the register so envisage - also by sending an electronic document signed using an encrypted certified digital signature to the company's registrar. The rules can also envisage the possibility of signing such document using a basic or encrypted non-certified digital signature. In such case, the electronic document signed using a basic or encrypted non-certified digital signature shall be acknowledged equal to the paper document signed by the applicant personally.

An application for purchase of securities to be placed sent or delivered to the company's registrar shall be acknowledged as filed with the company on the day of its receipt by the company's registrar.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 41 of this Federal Law with Item 3.2. The Item shall enter into force on July 1, 2016.

3.2. A person having the preferential right cited in this Article, that is not included in the register of shareholders of the company shall exercise such right by giving the relevant direction (instruction) to the person holding accounts of his title to the company's shares. Such direction (instruction) shall be given in accordance with the requirements of the legislation of the Russian Federation on securities and shall contain the number of securities to be purchased. For that, the application for purchase of the securities to be placed shall be acknowledged as filed with the company on the day of receipt by the company's registrar of the notice containing the declaration of intent of such person from the nominal holder of shares included in the register of shareholders of the company.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 supplemented Article 41 of this Federal Law with Item 3.3. The Item shall enter into force on July 1, 2016

3.3. If the placement price or the procedure for its calculation is not established by the decision that is the grounds for placement of additional shares of equity securities convertible into shares by way of a public offering, such securities shall be paid for in the course of exercise of the preferential right of their purchase within the term specified in the notification of the possibility of exercise of the preferential right of their purchase.

If the decision that is the grounds for placement of additional shares of equity securities convertible into shares envisages their payment with non-monetary assets, the persons exercising the preferential right of purchase of the securities shall have the right to pay for them with monetary assets at their disposal.

4. Until the expiry of the effective term of a priority right the company is not entitled to float supplementary shares and serial securities convertible into shares to persons not having a priority right to acquire them.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 41 of this Federal Law with Item 5

5. The charter of a non-public company or a shareholders' agreement whose parties are all shareholders of the non-public company can define a procedure for exercise of the preferential right of purchase of shares to be placed by the non-public company or equity securities convertible into its shares other than that established by this Article. The relevant provisions can be envisaged by the charter of the non-public company at its establishment, amended and/or removed from the charter upon a decision taken by the general meeting of shareholders by all company's shareholders unanimously.

Chapter V. Dividends

GARANT:

Federal Law No. 134-FZ of October 31, 2002 amended Article 42 of this Federal Law
See the text of the Article in the previous wording

Article 42. Dividend Disbursement Procedure for a Company

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 42 of this Federal Law
See the Item in the previous wording

1. A company may, as per the results of the first quarter, half-year or nine months of the reporting year and/or as per the results of the whole reporting year, take decisions on (announce) the payment of dividends on the placed shares, unless otherwise is established by this Federal Law. The decision on the payment (announcement) of dividends as per the results of the first quarter, half year or nine months of the reporting year may be taken within three months after the termination of the relevant period.

The company shall disburse the dividends announced for the shares of each category (type), if not otherwise provided for by this Federal Law. The dividends shall be payable in money, or in the cases stipulated by the charter of the company, in other assets.

Information on changes:
2. Dividends shall be payable out of the company's net profit. The net profit of the company shall be calculated using the data of accounting (financial) statements of the company.

Information on changes:

Federal Law No. 282-FZ of December 29, 2012 reworded Item 3 of Article 42 of this Federal Law. The new wording shall enter into force on January 1, 2014

See the Item in the previous wording

3. The decisions on payment for (announcement of) dividends shall be taken by a general meeting of stockholders. The cited decision shall fix the rate of dividends on stocks of each category (type), form of their payment, procedure for paying dividends in a non-monetary form and the date on which the persons entitled to receive dividends are determined. In so doing, the decision in respect of fixing the date on which the persons entitled to receive dividends are determined shall be adopted on the proposal of the company's board of directors (supervisory board).

Information on changes:

Federal Law No. 282-FZ of December 29, 2012 reworded Item 4 of Article 42 of this Federal Law. The new wording shall enter into force on January 1, 2014

See the Item in the previous wording

4. The rate of dividends may not exceed the rate of dividends recommended by the company's board of directors (supervisory board).

Information on changes:


See the Item in the previous wording

5. The date on which in compliance with the decision on paying (declaring) dividends the persons entitled to receive them are determined may not be fixed earlier than ten working days after the date of adoption of the decision on paying (declaring) dividends and later than 20 days as from the date of adoption of such decision.

Information on changes:

Federal Law No. 282-FZ of December 29, 2012 supplemented Article 42 of this Federal Law with Item 6. The Item shall enter into force on January 1, 2014


See the Item in the previous wording

6. The time period for paying dividends to the nominal holder and to the trust manager which is a professional participant of the securities market that are registered in the register of shareholders shall not exceed ten working days and to the other persons registered in the register of shareholders - 25 working days as from the date on which the persons entitled to receive dividends are determined.

Information on changes:
7. Dividends shall be paid to the persons which possess stocks of the corresponding category (type) or to the persons which exercise in compliance with federal laws the rights in respect of these stocks as of the end of the trading day of the date on which in compliance with the decision on dividends’ payment the persons entitled to receive them are determined.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 8 of Article 42 of this Federal Law

8. Dividends in monetary form shall be paid on a non-cash basis by a company or on the instructions thereof by the registrar engaged in keeping the register of such company's stockholders, or by a credit institution.

Dividends in monetary form to individuals whose title to shares is recorded in the register of the company's shareholders shall be paid by remittance of funds to their bank accounts whose details are available to the company's registrar or, if there is no information on bank accounts, by postal transfer of funds, and for other persons, whose title to shares is recorded in the register of the company's shareholders - by remittance of funds to their bank accounts. The obligation of payment of dividends to such persons shall be deemed fulfilled from the date of acceptance of the transferred funds by a federal postal organisation or from the day of receipt of the funds by the credit institution where the bank account of the person entitled to receive dividends is opened and, if such person is a credit institution - on its account.

The persons entitled to receive dividends whose rights to stocks are recorded by the stocks' nominal holder shall receive dividends in monetary form in the procedure established by the legislation of the Russian Federation on securities. The nominal holder to which the dividends have been remitted and which has not discharged the duty of their transfer established by the legislation of the Russian Federation on securities for reasons which are beyond the control thereof is bound to return them to the company within 10 days after the expiry of a month from the end date of the time period for dividends’ payment.

Information on changes:


9. The person that has not received the declared dividends because the company or registrar do not have the precise and necessary address data or bank details, or in connection with some other delay on the part of the creditor, is entitled to make a claim for such dividends’ payment (unclaimed dividends) within three years as from the date of the adoption of the decision on their payment, if a longer time period for making the cited claim is not fixed by the company's charter. If such time period is fixed in the company's charter, it may not exceed five years as from the date when the decision on the dividends’ payment is adopted. The time period for making a claim for payment of unclaimed dividends, should it be missed, is not subject to restoration, except when the person entitled to receive dividends has not made this claim because of coercion or threat.

Upon the expiry of such time period the dividends which are declared and unclaimed shall be restored within the composition of the company's undistributed profit and the duty of their payment shall be terminated.
Federal Law No. 120-FZ of August 7, 2001 amended Article 43 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 43. Limitations on Payment of Dividends

1. The company shall not be entitled to adopt a decision (to announce) on disbursement of dividends on shares: until the entire charter capital of the company is paid up in full;

   until the purchase of all stock which must be purchased in accordance with Article 76 of this Federal Law;

   if, as of the date of such a decision, the company meets the criteria of insolvency (bankruptcy) under the legislation of the Russian Federation on insolvency (bankruptcy) or if such is going to occur as a result of the company's disbursing dividends;

   if as of the date of such a decision the value of the net assets of the company is less than its charter capital, plus the reserve fund, plus the excess over par value of the liquidation value determined by the charter of the issued preferred stock, or if it becomes less than the amount thereof as a result of the adoption of such a decision;

   in the other cases specified in federal law.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 43 of this Federal Law

See the Item in the previous wording

2. A company may not take a decision on (announce) the payment of dividends (including dividends as per the results of the first quarter, half-year, or nine months of the reporting year) on ordinary shares and preference shares whose rate of dividends has not been determined, if a decision has not been taken on the payment of dividends in full (including accumulated dividends on cumulative preference shares) on all types of preference shares whose rate of dividends (including the dividends as per the results of the first quarter, half-year, or nine months of the reporting year) is determined by the charter of the company.

3. The company shall not be entitled to adopt a decision (to announce) as to the disbursement of dividends on preferred shares of a specific type in respect of which a dividend rate was determined by the charter of the company, unless a decision has been made to disburse dividends in full (in particular, to disburse in full all accumulated dividends on cumulative preferred shares) on all types of preferred shares which confer an advantage in terms of priority ranking in receiving dividends over the preferred shares of this type.

4. The company shall not be entitled to disburse announced dividends on shares:

   if the company shows signs of insolvency (bankruptcy) as of the date of disbursement under the legislation of the Russian Federation on insolvency (bankruptcy) or if such are going to appear as result of the dividend disbursement;

   if the company's net asset value as of the date of disbursement is less than the sum of its authorised capital, reserve fund and the surplus of the liquidation value of floated preferred shares over their face value set in the charter of the company or it is going to be less than said sum as the result of the dividend disbursement;

   in the other cases stipulated by federal law.

   In the event of termination of the circumstances described in this point the company shall disburse announced dividends for the benefit of shareholders.

5. Abrogated from January 1, 2014.

Information on changes:
Chapter VI. Shareholders Register

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 44 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous Article

Article 44. Register of the Shareholders of a Company

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 1 of Article 44 of this Federal Law

See the Item in the previous wording

1. The company shall be obliged to ensure maintenance and keeping of the register of shareholders of the company in accordance with the legal acts of the Russian Federation from the moment of state registration of the company.

2. Abrogated.

Information on changes:

See the Item 2 of Article 44

3. Abrogated.

Information on changes:

See the Item 3 of Article 44

4. Abrogated from July 1, 2016.

Information on changes:

See the text of Item 4 of Article 44

5. Abrogated from July 1, 2016.

Information on changes:

See the text of Item 5 of Article 44

Article 45. Abrogated.

Information on changes:

See the text of Article 45

Article 46. Extract from the Register of Shareholders

The holder of the shareholders register of a company shall at the demand of a shareholder or proxy holder of stock be obliged to confirm his rights to stock by means of the issuance of an extract from the shareholders register.

Chapter VII. General Meeting of Shareholders

GARANT:

On measures for protection of shareholders’ rights and ensuring the interests of the State as an owner and a shareholder see Decree of the President of the Russian Federation No. 1210 of August 18, 1996

Federal Law No. 120-FZ of August 7, 2001 amended Article 47 of this Federal Law. The amendments shall come into force on January 1, 2002
Article 47. The General Meeting of Shareholders

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 47 of this Federal Law.

See the Item in the previous wording

1. The general meeting of shareholders shall be the paramount managerial body of the company.

The company shall hold an annual general meeting of shareholders every year.

The annual general meeting of shareholders shall be convened on the dates stipulated by the charter of the company but at least two months after and within six months after the end of the reporting year. The annual general meeting of shareholders shall decide the issues of election of the board of directors (supervisory board) of the company, the company's audit commission, the endorsement of the company's auditor, the issues specified in Subitem 11 Item 1 Article 48 of the present Federal Law and also other issues within the scope of responsibility of the general meeting of shareholders. General meetings of shareholders held apart from the annual general meeting shall be deemed extraordinary.

Information on changes:


See the Item in the previous wording

2. The Bank of Russia may establish other standards governing the procedure for preparing, convening and holding a general meeting of shareholders in addition to those set out in the present Federal Law.

GARANT:

See Regulations on Additional Demands Made on the Procedure for Preparing, Calling and Conducting a General Meeting of Shareholders approved by Order of the Federal Financial Market Service No. 12-6/pz-n of February 2, 2012 (not in force)

See the Regulations on Additional Provisions Governing the Procedure for Preparation, Convocation and Holding of a General Meeting of Shareholders approved by Decision of the Federal Securities Market Commission No. 17/ps of May 31, 2002

3. In a company where all voting shares are owned by one shareholder decisions on issues relating to the scope of responsibility of the general meeting of shareholders shall be made solely by this shareholder in writing. In this case the provisions of the present chapter governing the procedure and term for preparing, convening and holding a general meeting of shareholders shall not apply, except for the provisions concerning the date of the annual general meeting of shareholders.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 48 of this Federal Law. The amendments shall come into force from the day of the official publication of the mentioned Federal Law.

See the previous text of the Article

Article 48. Authority of the General Meeting of Shareholders
1. The following shall be deemed to be within the scope of responsibility of the general meeting of shareholders:

1) amending the constitution of the company or endorsing a new version of the constitution of the company;

2) re-organising the company;

3) liquidating the company, appointing a liquidation commission and endorsing an interim and the final liquidation balance sheets;

4) determining the quantitative composition of the board of directors (supervisory board) of the company, electing its members and terminating their powers before due date;

5) determining the quantity, face value, category (type) of announced shares and the rights conferred by such shares;

6) increasing the authorised capital of the company by means of increasing the face value of shares or floating additional shares, unless the increase of the company's authorised capital by additional share floatation is referred to the scope of responsibility of the board of directors (supervisory board) of the company by the constitution of the company or the present Federal Law;

7) decreasing the authorised capital of the company by means of cutting the face value of shares, acquiring (by the company) a part of shares for the purpose of cutting their total numbers and also redeeming the shares acquired or bought out by the company;

8) forming the company's executive body, terminating its powers before due time, unless the resolution of these matters is put within the scope of responsibility of the company's board of directors (supervisory board) by the constitution of the company, and also as provided for by Items 6 and 7 of Article 69 of this Federal Law;

9) electing the members of the audit commission (the auditor) of the company and terminating their (his) powers before due time;

10) endorsing an auditor for the company;

10.1) payment (announcement) of dividends as per the results of the first quarter, half-year, or nine months of the reporting year;

11) approval of the annual report, annual accounting (financial) statements of the
company, if the charter of the company does not assign resolution of such issues to the competence of the board of directors (supervisory board) of the company;

Information on changes:

**Federal Law** No. 210-FZ of June 29, 2015 supplemented Item 1 of Article 48 of this Federal Law with Subitem 11.1

11.1) distribution of profit (including paying out (statement) of dividends, except for payment (statement) of dividends following the results of the first quarter, a half-year or nine months of the reporting year) and losses of the company by the results of the reporting year;

12) setting out a procedure for holding the general meeting of shareholders;

13) electing the members of counts commission and terminating their powers before due time;

14) fractionalising and consolidating shares;

Information on changes:

**Federal Law** No. 343-FZ of July 3, 2016 amended Subitem 15 of Item 1 of Article 48 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Subitem in the previous wording

15) making decision on the consent to making and subsequent approval of deals in the cases stipulated by Article 83 of the present Federal Law;

Information on changes:

**Federal Law** No. 343-FZ of July 3, 2016 amended Subitem 16 of Item 1 of Article 48 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Subitem in the previous wording

16) making decisions on the consent to making and subsequent approval of large-scale deals in the cases stipulated by Article 79 of the present Federal Law;

17) the company's acquisition of floated shares in the cases stipulated by the present Federal Law;

18) making decisions on having a stake in financial-industrial groups, associations and other unions of commercial organisations;

19) endorsing the in-house documents governing the operation of the company's bodies;

Information on changes:

**Federal Law** No. 282-FZ of December 29, 2012 supplemented Item 1 of Article 48 of this Federal Law with Subitem 19.1. The Subitem shall enter into force upon the expiry of 270 days from the day of entry into force of the said Federal Law

19.1) adoption of the decision on filing an application for listing the company's stocks and/or serial securities convertible into the company's stocks, if the company's charter does not refer the cited item to the scope of authority of the company's board of directors (supervisory board);

Information on changes:


19.2) adoption of the decision on filing an application for delisting the company's stocks and/or the company's serial securities convertible into stocks;

20) resolving other issues under the present Federal Law.

Information on changes:

**Federal Law** No. 210-FZ of June 29, 2015 amended Item 2 of Article 48 of this Federal Law

See the Item in the previous wording

2. The issues put within the scope of responsibility of the general meeting of
shareholders shall not be referred to the executive body of the company to be resolved by it, unless otherwise envisaged by this Federal Law.

The issues put within the scope of responsibility of the general meeting of shareholders shall not be referred to the board of directors (supervisory board) of the company to be resolved by it, except for the issues specified in the present Federal Law.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 48 of this Federal Law with Item 2.1

2.1. A charter of a non-public company can envisage transfer of issues assigned by this Federal Law to the competence of the general meeting of shareholders, to the competence of the board of directors (supervisory board), except for the issues envisaged by Subitems 1 - 5, 11.1, 16 and 19 of Item 1 of this Article. Provisions related to such transfer can be envisaged by the charter of the non-public company at its establishment, included in its charter, amended and/or removed from the charter upon a decision taken by the general meeting of shareholders by all company’s shareholders unanimously.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 3 of Article 48 of this Federal Law

See the Item in the previous wording

3. The general meeting of shareholders of a public company shall have no right to consider and take decisions on issues not included within its competence by this Federal Law.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 48 of this Federal Law with Item 4

4. The charter of a non-public company can envisage including issues not within its competence according to this Federal Law in the competence of the general meeting of shareholders. The relevant provisions can be envisaged by the charter of the non-public company at its establishment, included in its charter, amended and/or removed from the charter upon a decision taken by the general meeting of shareholders by all company’s shareholders unanimously.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 49 of this Federal Law. The amendments shall come into force from the day of the official publication of the mentioned Federal Law

See the previous text of the Article

Article 49. Decision of General Meeting of Shareholders

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 49 of this Federal Law

See the Item in the previous wording

1. With the exception of instances established by federal laws, the following persons shall have the right to vote at a general meeting of shareholders with regard to matters put up for voting:

   - holders of common stock of the company;
   - holders of preferred stock of the company in the instances provided for by this Federal Law or by the charter of the non-public company.

   Voting stock of the company shall be common stock or preferred stock granting to the holder thereof the right to vote.

Information on changes:
2. The decision of a general meeting of shareholders with regard to a matter put up for voting shall be adopted by a majority vote of the holders of voting stock of the company participating in the meeting, unless a larger number of votes is required by this Federal Law otherwise established.

The counting of votes at a general meeting of shareholders with regard to a matter put up for voting, and the right of vote when deciding who possesses it shall be carried out with regard to all voting stock jointly, unless otherwise provided for by this Federal Law or by the charter of the non-public company.

On each issue put on vote only a separate (autonomous) decision shall be taken.

3. A decision with regard to the matters specified in Subclauses 2, 6, and 14 through 19 of Clause 1 of Article 48 of this Federal Law shall be adopted by a general meeting of shareholders only upon the proposal of the board of directors (or supervisory board), unless otherwise provided for by the charter of the company.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 amended Item 4 of Article 49 of this Federal Law. The amendments shall enter into force on January 1, 2017

4. Decision on the issues specified in Subitems 1 - 3, 5, 16, 17 and 19.2 of Item 1 Article 48 of the present Federal Law shall be adopted by a general meeting of shareholders by the majority of three quarters of the votes of shareholders owning voting shares and attending the general meeting of shareholders, unless otherwise envisaged by this Federal Law.

Information on changes:


4.1. A decision on the issue cited in Subitem 19.2 of Item 1 of Article 48 of this Federal Law shall enter into force on condition that the total number of stocks in respect of which a claim for their redemption is made does not exceed the number of stocks that can be redeemed by the company subject to the restrictions established by Item 5 of Article 76 of this Federal Law.

Federal Law No. 379-FZ of December 21, 2013 supplemented Article 49 of this Federal Law with Item 4.2. The Item shall enter into force on January 1, 2014

4.2. The decision on paying (declaring) dividends on preferred shares of a particular type shall be adopted by a majority vote of the shareholders holding the company's voting stocks. In so doing, the votes of the shareholders holding preferred shares of this type cast for the voting variants formulated as "against" and "abstain from voting" shall not be taken into consideration when counting votes, as well as when determining the quorum for adopting a decision on the cited item.

5. The procedure for the adoption by the general meeting of shareholders of a decision regarding the procedure for conducting the general meeting of shareholders shall be established by the charter of the company or by the internal documents of the company approved by resolution of the general meeting of shareholders.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 49 of this Federal Law with Item 5.1

5.1. The charter of a non-public company can envisage another number of votes of shareholders that hold voting shares necessary for taking a decision by the general meeting
of shareholders, which shall not be less than the number of votes set by this Federal Law for
the taking of the respective decisions by the general meeting. The relevant provisions can be
envisioned by the charter of the non-public company at its establishment, included in its
charter, amended and/or removed from the charter upon a decision taken by the general
meeting of shareholders by all the company's shareholders unanimously.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 6 of Article 49 of this Federal Law
See the Item in the previous wording

6. The general meeting of shareholders shall have no right to adopt decisions with
regard to matters not included on the agenda of the meeting, nor to change the agenda,
except for the cases when all shareholders were present at taking a decision not included on
the agenda of the general meeting of shareholders of the non-public company or in case of
change of the agenda of the general meeting of shareholders of the non-public company.

Information on changes:

Federal Law No. 205-FZ of July 19, 2009 reworded Item 7 of Article 49 of this Federal Law.
The new wording of the Item shall enter into force upon the expiry of 90 days from the day of
the official publication of the said Federal Law

See the Item in the previous wording

7. A shareholder shall have the right to appeal with a court against a decision adopted
by a general meeting of shareholders in violation of the requirements of this Federal Law,
other regulatory acts of the Russian Federation and the charter of the company, if he has not
taken part in the general meeting of shareholders or he has voted against the adoption of
such decision and his rights and/or legal interests have been violated by the said decision.
The court shall have the right, taking into account all the circumstances of the case, to leave
the decision appealed in force, if the vote of such shareholder could not influence the results
of the voting, the violation permitted was not material, and the decision did not injure the
particular shareholder.

The application for declaring invalid a decision of a general meeting of shareholders
may be filed with court within three months as of the date when a shareholder learnt or was
supposed to learn about the decision adopted and about the circumstances serving a ground
for declaring it invalid. The time period for appealing against a decision of a general meeting
of shareholders, should it be missed, shall not be restored, except if a shareholder has not
filed the said application under the stress of violence of threat.

Information on changes:

Federal Law No. 146-FZ of July 27, 2006 supplemented Article 49 of this Federal Law with
Item 8

8. A decision on each of the issues mentioned in Subitems 2, 6, 7 and 14 of Item 1 of
Article 48 of this Federal Law may contain an indication as to the time period upon whose
expiry such decision is not subject to execution. The running of the said period shall be
terminated as of the time of:

the state registration of one of the companies established by way of a company's
re-organisation in form of division - for rendering by a general meeting of shareholders a
decision on a company's reorganisation in the form of division;

making an entry to the comprehensive state register of legal entities on termination of
the acceding company's activities - for rendering a decision by a general meeting of
shareholders on a company's re-organisation in the form of accession;

the state registration of a legal entity established by way of a company's
re-organisation - for rendering a decision by a general meeting of shareholders on the
company's re-organisation on the form of merger, devolution or transformation;
the state registration of an issue (additional issue) of securities - for rendering a
decision by a general meeting of shareholders on increasing a company's authorised capital
by way of increasing the nominal value of stocks or floating additional stock, a decision by a
general meeting of shareholders on decreasing a company's authorised capital by way of
reducing the nominal value of stocks or a decision by a general meeting of shareholders on
stocks' splitting or consolidation;
acquisition of at least one stock - for rendering a decision by a general meeting of
shareholders on decreasing a company's authorised capital by way of acquisition by the
company of a part of its own stocks for the purpose of reduction of their total number or by
way of paying off the stocks acquired or redeemed by the company.
A decision of a general meeting of shareholders on re-organisation of a company in the
form of devolution may provide for the time period upon whose expiry such decision is not
subject to execution in respect of the company to be established or the companies to be
established whose state registration was not effected within this time period. In such case, a
company's re-organisation in the form of devolution shall be deemed completed as of the time
of the state registration within the period provided for by this Item of the last company from
among the companies to be established by way of such re-organisation.

Information on changes:

The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

9. Declaring invalid decisions of a general meeting of shareholders on giving consent to
making or subsequent approval of large-scale transactions and consent to making or
subsequent approval interested party transactions, in case of appealing against such
transactions separately from disputing the appropriate company's transactions, shall not entail
invalidation of appropriate deals.

Information on changes:

Federal Law No. 205-FZ of July 19, 2009 supplemented Article 49 of this Federal Law with
Item 10. The Item shall enter into force upon the expiry of ninety days from the day of the
official publication of the said Federal Law

10. Decisions of a general meeting of shareholders adopted on items which are not
included in the agenda of the general meeting of shareholders (except when all the company's
shareholders have participated in it), or with a failure to comply with the scope of authority of a
general meeting of shareholders, or where there is no quorum for holding a general meeting
of shareholders, or without the majority vote of shareholders for adoption of a decision shall
be invalid, regardless of appealing against them judicially.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 49 of this Federal Law with
Item 11. The Item shall enter into force on July 1, 2016

11. For holding a general meeting of shareholders in the form of a meeting (joint
attendance of shareholders for discussing of issues of the agenda and taking decisions on
issues put on vote) information and communication technologies can be used that make it
possible to ensure the possibility of remote attendance of the general meeting of
shareholders, discussion of issues of the agenda and taking decisions on issues put on vote
without the personal presence at the venue of the general meeting of shareholders.
GARANT:

**Federal Law No. 120-FZ of August 7, 2001** amended Article 50 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

**Article 50.** The General Meeting of Shareholders in the Form of Postal Voting

1. A decision of the general meeting of shareholders may be adopted by postal voting without holding a meeting (joint attendance of shareholders for the purpose of discussing an agenda and adopting decisions on the matters put up for vote).

2. A general meeting of shareholders of which the agenda includes the issues of election of the board of directors (supervisory board) of the company, the audit commission of the company, endorsement of an auditor for the company and also the issues specified in Subitem 11 Item 1 Article 48 of the present Federal Law shall not be held by post voting.

GARANT:

**Federal Law No. 120-FZ of August 7, 2001** amended Article 51 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

**Article 51.** Right to Participate in a General Meeting of Shareholders

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015** reworded Item 1 of Article 51 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

1. The list of persons having the right to participate in the general meeting of shareholders shall be formed in accordance with the rules of the legislation of the Russian Federation on securities for forming of the list of persons exercising their rights on securities. If a special right of participation of the Russian Federation or a Russian Federal constituent entity in management of the company exists in relation to such company (a "golden share"), the list shall also include representatives of the Russian Federation or the constituent entity of the Russian Federation.

   The date as of which the persons having the right to participate in a general meeting of shareholders of the company are defined (registered) shall not be set earlier than 10 days after taking a decision on holding the general meeting of shareholders and later than 25 days prior to the date of holding the general meeting of shareholders, and in case envisaged by Item 2 of Article 53 of this Federal Law - more than 55 days prior to the date of the general meeting of shareholders.

   In case of holding of a general meeting of shareholders the agenda of which includes reorganisation of the company, the date as of which the persons having the right to participate in the general meeting of shareholders of the company are defined (registered) shall not be set earlier that 35 days prior to the date of holding the general meeting of shareholders.

2. Abrogated from July 1, 2012.

Information on changes:

See the text of Item 2 of Article 51

3. Abrogated from July 1, 2016.

Information on changes:

See the text of Item 3 of Article 51

**Federal Law No. 210-FZ of June 29, 2015** reworded Item 4 of Article 51 of this Federal Law. The new wording shall enter into force on July 1, 2016
See the Item in the previous wording

4. The list of persons having the right to participate in a general meeting of shareholders, except for information on the declaration of intent of such persons, shall be provided by the company for familiarisation upon demand of the persons included in such list and having at least one percent of votes. In such case, the information making it possible to identify the individuals included in the list, except for surname, name and patronymic, shall be provided only with the consent of such persons.

5. Abrogated from July 1, 2016.

Information on changes:

See the text of Item 5 of Article 51

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 52 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 52. Information on a Forthcoming General Meeting of Shareholders

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 1 of Article 52 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

1. A notice of holding the general meeting of shareholders shall be issued not later than 20 days prior to it and the notice of a general meeting of shareholders whose agenda includes the reorganisation of the company - not later than 30 days prior to its holding.

In cases envisaged by Items 2 and 8 of Article 53 of this Federal Law, a notice of a general meeting of shareholders shall be issued not later than 50 days prior to its holding.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 52 of this Federal Law with Item 1.1. The Item shall enter into force on July 1, 2016

1.1. Within the terms cited in Item 1 of this Article, information on the holding of the general meeting of shareholders shall be brought to the knowledge of persons having the right to participate in the general meeting of shareholders and included in the register of shareholders of the company by sending registered letters or delivery against receipt, unless the charter of the company envisages other ways of providing (publishing) such information.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 52 of this Federal Law with Item 1.2. The Item shall enter into force on July 1, 2016

1.2. The charter of the company can envisage one or several following ways of bringing the information on the holding of the general meeting of shareholders to the knowledge of the persons having the right to participate in the general meeting of shareholders and included in the register of the company's shareholders:

1) sending an electronic message to the e-mail address of the person specified in the register of shareholders of the company;

2) sending a text message containing the procedure for familiarisation with the notice of the general meeting of shareholders to the contact telephone number or the e-mail address specified in the register of shareholders of the company;

3) publishing in the printed media defined in the charter of the company and publishing on the website of the company defined by the company’s charter or publishing on the website of the company defined by the company’s charter*. 
Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 supplemented Article 52 of this Federal Law with Item 1.3.** The Item shall enter into force on July 1, 2016.

1.3. The company shall keep the information on sending the messages envisaged by this Article for 5 years from the date of holding the general meeting of shareholders.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 52 of this Federal Law.** The amendments shall enter into force on July 1, 2016.

2. The following shall be indicated in an announcement of a forthcoming general meeting of shareholders:

- the full name of the company and its location;
- the form of the forthcoming general meeting of shareholders (meeting or postal voting);
- the date, place and time of the forthcoming general meeting of shareholders and in the event completed ballot papers can be sent to the company under Item 3 Article 60 of the present Federal Law, the postal address to which they can be mailed, or in the event of the general meeting of shareholders being held in the form of voting, the deadline for receipt of ballot papers and the postal address to which completed ballot papers must be mailed;
- the date, as of which the persons having the right to participate in the general meeting of shareholders are defined (registered);
- the agenda of the general meeting of shareholders;
- the procedure for getting familiarised with information (materials) offered in preparation for the general meeting of shareholders and the address (addresses) where one can familiarise oneself with them.
- e-mail address to which the filled out bulletins can be sent and/or the address of the website where an electronic form of bulletins can be filled out, if such methods of sending and/or filling out of bulletins are envisaged by the charter of the company;
- categories (classes) of shares, whose holders have the right to vote on all or some issues of the agenda of the general meeting of shareholders.

Information on changes:

**Federal Law No. 343-FZ of July 3, 2016 amended Item 3 of Article 52 of this Federal Law.** The amendments shall enter into force on January 1, 2017.

3. Information (materials) subjected to provision to persons having the right to participate in the general meeting of shareholders shall, in the course of preparation of the general meeting of the company's shareholders, include the annual report of the company and opinion of an audit commission (auditor) of the company following the results of inspection of such statements, information on the candidate (candidates) for executive bodies of the company, the board of directors (supervisory board) of the company, audit commission (auditors) of the company, counting board of the company, draft amendments and additions to the charter of the company or draft charter of the company in a new version, draft internal documents of the company, draft decisions of the general meeting of shareholders, information on shareholders' agreements concluded during the year before the date of the general meeting of shareholders, an opinion of the company's board of directors (supervisory board) about a large-scale transaction, a report on the interested party transactions made by the company in the accounting year, envisaged by Article 32.1 of this Federal Law and information (materials) envisaged by the charter of the company.

A list of additional information (materials) which must be offered to persons entitled to attend the general meeting of shareholders in preparation for a general meeting of
shareholders may be established by the Bank of Russia.

Information (materials) envisaged by this Article shall be made available to the persons having the right to participate in the general meeting of shareholders, for familiarisation in the premises of the executive body of the company and in other placed whose addresses are specified in the notice on holding the general meeting of shareholders and, if it is envisaged by the charter of the company or an internal document of the company regulating the procedure for preparation and holding of the general meeting of shareholders - also on the website of the company within 20 days and, in the case of holding the general meeting of shareholders whose agenda contains the issue of reorganisation of the company - within 30 days before holding the general meeting of shareholders. The information (materials) shall be available to the persons participating in the general meeting of shareholders during the meeting.

Where a person entitled to attend the general meeting of shareholders so requests the company shall provide copies of the aforesaid documents thereto. The payment charged by the company for these copies shall not exceed the cost thereof.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 4 of Article 52 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

4. If a person included in the register of shareholders of the company is a nominal holder of shares, the notice of holding the general meeting of shareholders and the information (materials) subject to provision to the persons having the right to participate in the general meeting of shareholders in the course of preparation for the general meeting of shareholders of the company shall be provided in accordance with the legislation of the Russian Federation on securities for provision of information and materials to the persons exercising their rights to securities.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 53 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 53. Proposals for the Agenda of a General Meeting of Shareholders

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 53 of this Federal Law

See the Item in the previous wording

1. Shareholders (a shareholder) owning in their aggregate at least two per cent of the voting shares of a company shall be entitled to put issues on the agenda of an annual general meeting of the company and nominate candidates to the board of directors (supervisory board) of the company, collective executive body, in-house audit commission and the accounts commission of the company, the number of which cannot exceed the number of members of a relevant body and also a candidate to the position of sole executive body. Such proposals shall be passed to the company within 30 days after the end of the reporting year, unless a later deadline is set by the charter of the company.

Information on changes:

Federal Law No. 115-FZ of June 3, 2009 reworded Item 2 of Article 53 of this Federal Law

See the Item in the previous wording
2. If the agenda proposed for an extraordinary general meeting of stockholders includes the issue of election of members of the board of directors (supervisory board) of the company, the stockholders or the stockholder of the company who own in the aggregate at least two per cent of the voting shares of the company shall be entitled to propose nominees for election to the board of directors (supervisory board) of the company in a number not exceeding the number of members of the board of directors (supervisory board) of the company.

If the agenda of an extraordinary general meeting of a company's stockholders includes the issue of election of the company's one-man executive body and/or of preschedule termination of this body's authority under Items 6 and 7 of Article 69 of this Federal Law, the stockholder or stockholders having in their possession in the aggregate at least two per cent of the company's voting stocks shall be entitled to nominate a candidate for the position of the company's one-man executive body.

The proposals cited in this item shall be passed to the company at least 30 days before the date of an extraordinary general meeting of shareholders, unless a later deadline is set by the charter of the company.

Information on changes:

See the Item in the previous wording

3. Proposals for inclusion of issues on the agenda of general meeting of shareholders and proposals for nomination of candidates shall be made with specification of the name (names) of the shareholder (shareholders) that proposed them, the number and the category (class) of shares held by them and shall be signed by the shareholder (shareholders) or their representatives. A shareholder (shareholders) of the company not included in the register of shareholders of the company shall have the right to include proposals into the agenda of the general meeting of shareholders and proposals on nomination of candidates also by giving the relevant directions (instructions) to the person that records their title to the shares. The directions (instructions) shall be given in accordance with the rules of the legislation of the Russian Federation on securities.

Information on changes:
Federal Law No. 146-FZ of July 27, 2006 amended Item 4 of Article 53 of this Federal Law. See the Item in the previous wording

4. A proposal for putting issues on the agenda of a general meeting of shareholders shall formulate each item being proposed and a proposal concerning nominees shall state the name of each nominee and data of the document certifying his identity (series and (or) number of the document, date and place of its issuance and the body that has issued it), the name of the body to which he/she is proposed for election and also other information on him/her as stipulated by the charter or in-house documents of the company. A proposal for putting issues on the agenda of a general meeting of shareholders may include a proposed decision on each proposed issue.

5. The board of directors (supervisory board) of the company shall consider the proposals it receives and decide as to their inclusion in the agenda of the general meeting of shareholders or refusal to include them in such an agenda, within five days after the expiration of the terms specified in Items 1 and 2 of the present article. An issue proposed by shareholders (shareholder) shall be included in the agenda of the general meeting of shareholders and nominees shall be included in the list of nominees for voting in the elections
to a relevant body of the company, except for cases when:

- the shareholders (shareholder) have failed to observe the terms specified in Items 1 and 2 of the present article;
- the shareholder (shareholders) do not own the quantity of the company's voting shares required under Items 1 and 2 of the present article;
- the proposal does not comply with the provisions of Items 3 and 4 of the present article;
- the issue proposed for inclusion in the agenda of the general meeting of shareholders is beyond its scope of responsibility and/or does not comply with the provisions of the present Federal Law and other legal acts of the Russian Federation.

Information on changes:

The amendments shall enter into force on July 1, 2016

See the Item in the previous wording

6. A substantiated decision of the board of directors (supervisory board) of the company to refuse the inclusion of a proposed item in the agenda of a general meeting of shareholders or a nominee in the list of nominees for voting on the elections to a certain body of the company shall be forwarded to the shareholders (shareholder) who made the proposal or put forward the nominee, within three days after the date of the decision. If proposals were received by the company from persons that are not included in the registers of shareholders of the company and gave a direction (instruction) to the person recording their title to the shares, the said decision of the board of directors (supervisory board) of the company shall be sent to such persons not later than within 3 days from the date of being taken in accordance with the rules of the legislation of the Russian Federation on securities for provision of information and materials to the persons exercising rights to securities.

In the event of adoption by the board of directors of a company of the decision on the refusal to include the proposed item in the agenda of a general meeting of shareholders or a nominee in the list of nominees for voting when holding elections to an appropriate company's body or in the event evasion by a company's board of directors (supervisory board) of such decision's adoption, a shareholder shall be entitled to make the claim with court for forcing the company to include the proposed item in the agenda of the company's general meeting or the nominee in the list of nominees for voting when holding elections to an appropriate company's body.

7. The board of directors (supervisory board) of a company shall not be entitled to amend the wording of issues proposed for the agenda of a general meeting of shareholders and the wording of decisions on such issues.

Apart from issues proposed for inclusion in the agenda of a general meeting of shareholders by shareholders and also in the event of lack of such proposals, the lack or insufficient number of nominees proposed by shareholders in respect of a certain body the board of directors (supervisory board) of the company shall be entitled to put issues in the agenda of the general meeting of shareholders or nominees in a list of nominees at their own discretion.

Information on changes:

Federal Law No. 146-FZ of July 27, 2006 supplemented Article 53 of this Federal Law with Item 8

8. If the supposed agenda of a general meeting of shareholders contains the item of a company's re-organisation in the form of merger, devolution or division and the item of election of the board of directors (or supervisory board) of a company to be established by
way of re-organisation in the form of merger, devoluation or division, the stockholder or stockholders possessing on aggregate at least 2 per cent of voting stock of the company to be re-organised, shall be entitled to nominate candidates for members of the board of directors (or supervisory board) of the company to be established, of its collective executive body and the inspection commission or a candidate for the inspector whose number may not exceed the quantitative composition of the appropriate body specified by an announcement of a general meeting of the company's shareholders in compliance with a draft charter of the company to be established, as well as to nominate a candidate for the office of the personal executive body of the company to be established.

If the supposed agenda of a general meeting of shareholders contains the item of a company's re-organisation in the form of merger, the stockholder or stockholders possessing on aggregate at least 2 per cent of voting stocks of the company to be re-organised, shall be entitled to nominate candidates for election to the board of directors (or supervisory board) of the company to be established in the form of re-organisation in the form of merger, whose number may not exceed that of the members of the board of directors (or supervisory board) of the company to be established elected by the appropriate company, which is specified by an announcement of a general meeting of the company's shareholders in compliance with the contract of merger.

Proposals as to the nomination of candidates must come to the company to be re-organised at latest 45 days before the date of holding a general meeting of shareholders of the company to be re-organised.

A decision on the inclusion of the persons nominated as candidates by stockholders or by the board of directors (or supervisory board) of the company to be re-organised into the list of members of the collective executive body or the inspection commission, or a decision on endorsing the inspector and on endorsing the person exercising the functions of the personal executive body of each company to be established by way of re-organisation in the form of merger, division or devolution shall be rendered by a three quarters majority of votes of members of the board of directors (or supervisory board) of the company to be re-organised. With this, the votes of dropped-out members of the board of directors (or supervisory board) of this company shall not be taken into account.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 54 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 54. Preparation for Holding a General Meeting of Shareholders

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 1 of Article 54 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

1. In the course of preparation for the general meeting of shareholders the board of directors (supervisory board) shall determine:
   1) the form of holding of the general meeting of shareholders (a meeting or absent voting);
   2) date, venue and time of the general meeting of shareholders or, if the general meeting of shareholders has the form of absent voting - the date of end of acceptance of voting forms;
   3) mail address to which the filled out forms can be sent and, if forms are used for the voting in accordance with Article 60 of this Federal Law, and, if such possibility is envisaged
by the charter of the company - also the e-mail address where the filled out forms can be sent and/or the address of the website where the electronic form can be filled out;

4) date of definition (registration) of persons having the right to participate in the general meeting of shareholders;

5) date of end of acceptance of proposals from shareholders for nomination of candidates for the board of directors (supervisory board) of the company, if the agenda of an extraordinary general meeting of shareholders includes the election of members of the board of directors (supervisory board) of the company;

6) agenda of the general meeting of shareholders;

7) procedure for informing of shareholders of the holding of the general meeting of shareholders;

8) the list of information (materials) to be provided to shareholders in the course of preparation for the general meeting of shareholders and the procedure for its provision;

9) form and text of the voting form in case of voting by forms and wordings of decisions on issues on the agenda of the general meeting of shareholders that shall be sent in electronic form (form of electronic documents) to nominal holders of shares included in the register of shareholders of the company.

2. The agenda of a general meeting of shareholders shall by all means include the issues of election of the board of directors (supervisory board) of the company, in-house audit commission of the company, endorsement of an auditor for the company and also the issues specified in Subitem 11 Item 1 Article 48 of the present Federal Law.

Information on changes:

Federal Law No. 220-FZ of July 24, 2007 amended Article 55 of this Federal Law

See the Article in the previous wording

Article 55. Extraordinary General Meetings of Shareholders

1. An extraordinary general meeting of shareholders shall be convened by the decision of the board of directors (supervisory board) of a company on its own initiative, at the request of the in-house audit commission, an auditor for the company or shareholders (shareholder) who own at least ten per cent of the voting shares of the company as of the date of the request.

The convocation of a general meeting of shareholders at the request of the in-house audit commission of the company, an auditor for the company or shareholders (shareholder) owning at least ten per cent of the voting shares of the company shall be effected by the board of directors (supervisory board) of the company. In the event that the functions of the board of directors (supervisory council) of the company are performed by a general meeting of shareholders, the calling of a special general meeting of shareholders at the request of the indicated persons shall be carried out by the person or body of the company whose competence, under the statute of the company, is to decide on holding a general meeting of shareholders and on approving its agenda.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 55 of this Federal Law. The amendments shall enter into force on July 1, 2016

See the Item in the previous wording

2. An extraordinary general meeting of shareholders convened on the request of the in-house audit commission of the company, an auditor of the company or shareholders (shareholder) owning at least ten per cent of the voting shares of the company shall be held within 40 days after the filing of a request for convocation of an extraordinary general meeting
If the proposed agenda of an extraordinary meeting of shareholders contains the issue of election of members of the board of directors (supervisory board) of the company, such general meeting shall be held within 75 days from the date of presenting the demand for holding the extraordinary meeting of shareholders, unless a shorter term is envisaged by the charter of the company. In such case, the board of directors (supervisory board) of the company shall be obliged to set the date until which proposals for nomination of candidates for the board of directors (supervisory board) of the company will be accepted.

Information on changes:


See the Item in the previous wording

3. In cases when under Articles 68 - 70 of the present Federal Law the board of directors (supervisory board) of a company must make a decision to convene an extraordinary general meeting of shareholders such a general meeting of shareholders shall be convened within 40 days after the date when the decision to convene it was adopted by the board of directors (supervisory board) of the company, unless a shorter term is envisaged by the charter of the company.

In cases when under the present Federal Law the board of directors (supervisory board) of a company must make a decision to convene an extraordinary general meeting of shareholders for the purpose of electing members of the board of directors (supervisory board) of the company such a general meeting of shareholders shall be convened within 70 days after the date when the decision to convene it was adopted by the board of directors (supervisory board) of the company, unless a shorter term is envisaged by the charter of the company.

4. The request for convocation of an extraordinary general meeting of shareholders shall include issues to be put on the agenda thereof. The request for convocation of an extraordinary general meeting of shareholders may include the wording of decisions on each of such issues and also a proposal for the form of the general meeting of shareholders. If the request for convocation of an extraordinary general meeting of shareholders contains a proposal concerning nominees such a proposal shall be subject to the relevant provisions of Article 53 of the present Federal Law.

The board of directors (supervisory board) of a company is not entitled to amend the wording of agenda items or decisions on such items or to change the proposed form of holding the extraordinary general meeting of shareholders convened at the request of the in-house audit commission, an auditor of the company or shareholders (shareholder) owning at least ten per cent of the voting shares of the company.

5. If the request for convening an extraordinary general meeting of shareholders has been initiated by shareholders (shareholder) it shall contain the names of the shareholders (shareholder) which demand the convocation of such a general meeting of shareholders and an indication of the quantity, category (type) of the shares they own.

The request for convening an extraordinary general meeting of shareholders shall be signed by the persons (person) requesting the convocation of the extraordinary general meeting of shareholders.

6. Within five days after the date when a request for convocation of an extraordinary general meeting of shareholders was filed by the in house audit commission of the company, an auditor of the company or shareholders (shareholder) owning at least ten per cent of the voting shares of the company, the board of directors (supervisory board) of the company shall adopt a decision to convene the extraordinary general meeting of shareholders or to refuse to
The decision to refuse to convene an extraordinary general meeting of shareholders at the request of the in-house audit commission of a company, an auditor for the company or shareholders (shareholder) owning at least ten per cent of the voting shares of the company may be adopted if:

- the procedure established by the present Article and/or Item 1 of Article 84.3 of this Federal Law for filing a request for convocation of an extraordinary general meeting of shareholders has not been observed;
- the shareholders (shareholder) requesting the convocation of an extraordinary general meeting of shareholders do not own the quantity of the company's voting shares required by Item 1 of the present article;
- none of the issues proposed for the agenda of the extraordinary general meeting of shareholders is within the scope of responsibility thereof and/or complies with the provisions of the present Federal Law and other legal acts of the Russian Federation.

Information on changes:

See the Item in the previous wording

7. Decision of the board of directors (supervisory board) of the company on convocation of an extraordinary general meeting of shareholders or a motivated decision on refusal to convene such shall be sent to the persons demanding its convocation not later than within 3 days from the day of taking such decision. If the demand for holding an extraordinary general meeting of shareholders was received by the company from persons not included in the register of shareholders of the company and that gave a direction (instruction) to the person recording their title to shares, such decision of the board of directors (supervisory board) shall be sent to such persons not later than within 3 days from the day of its taking in accordance with the rules of the legislation of the Russian Federation on securities for provision of information and materials to the persons exercising their rights to securities.

Information on changes:

Federal Law No. 205-FZ of July 19, 2009 reworded Item 8 of Article 55 of this Federal Law. The new wording of the Item shall enter into force upon the expiry of ninety days from the day of the official publication of the said Federal Law.
See the Item in the previous wording

8. If within the time period fixed by this Federal law a company's board of directors (supervisory board) did not render the decision on calling an extraordinary general meeting of shareholders or the decision has been adopted to deny the convocation thereof, the company body or person demanding its convocation shall be entitled to make the claim with court for forcing the company to hold an extraordinary general meeting of shareholders.

Information on changes:

Federal Law No. 205-FZ of July 19, 2009 supplemented Article 55 of this Federal Law with Item 9. The Item shall enter into force upon the expiry of ninety days from the day of the official publication of the said Federal Law.

9. The court decision on forcing a company to hold an extraordinary general meeting of stockholders shall cite the time of and procedure for holding it. The execution of the court
decision shall be imposed on the claimant or upon the application thereof on the company's body or other person, provided that they give their consent to it. The company's board of directors (supervisory boards) may not be deemed such body. In so doing, the company's body or the person which in compliance with the court decision hold an extraordinary general meeting of shareholders shall have all the powers provided for by this Federal Law which are required for convocation and holding of this meeting. If in compliance with the court decision an extraordinary general meeting of shareholders is held by the claimant, the outlays on preparation and holding of this meeting may be reimbursed by decision of a general meeting of shareholders out of the company's funds.

Information on changes:

Federal Law No. 205-FZ of July 19, 2009 supplemented Article 55 of this Federal Law with Item 10. The Item shall enter into force upon the expiry of ninety days from the day of the official publication of the said Federal Law

10. In a company where under this Federal Law the functions of the company's board of directors (supervisory board) are exercised by a general meeting of shareholders the rules provided for by Items 7 - 9 of this article shall apply to the person or the company's body which are determined by the company's charter and whose scope of authority includes settlement of the issue of holding a general meeting of shareholders and of endorsing the agenda thereof. The rules provided for by Items 7 - 9 of this article shall likewise apply to an annual general meeting of stockholders, if it is not called and held at the time established by Item 1 of Article 47 of this Federal Law.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 56 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 56. Counting Commission

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 56 of this Federal Law

See the Item in the previous wording

1. A counting commission, the quantitative and personal composition of which shall be approved by the general meeting of shareholders, shall be created in any company with more than one hundred holders of voting stock.

In a company with more than 500 shareholders owning voting shares the functions of a vote counting commission shall be performed by the registrar.

2. Not less than three persons may be on the counting commission. Members of the board of directors (or supervisory board), members of the audit commission (or internal auditor), members of a collegial executive body, a one-person executive body of the company, and likewise the management organisation or manager, and also persons nominated as candidates for such offices are excluded from the counting commission composition.

3. If the effective term of powers of the vote counting commission has expired or the number of its members has become less than three and also when less than three members of the vote counting commission report for performing their duties the registrar may be asked to carry out the functions of the counts commission.

4. The counting commission shall verify powers and register persons attending the
general meeting of shareholders, determine the quorum of the general meeting of shareholders, explain matters arising in connection with the realization by shareholders (or their representatives) of the right to vote at a general meeting, explain the procedure of voting with regard to matters submitted for voting, ensure the established procedure of voting and the right of shareholders to participate in the voting, count the votes, and total up the results of the voting, draw up minutes on the results of the voting, and transfer the ballots for voting to the archives.

**Article 57. Procedure for Participation of Shareholders in a General Meeting of Shareholders**

1. The right to participate in a general meeting of shareholders shall be carried out by the shareholder, either personally or through his representative.

A shareholder shall have the right at any time to replace his representative at a general meeting of shareholders, or personally to take part in the general meeting of shareholders.

The representative of a shareholder at a general meeting of shareholders shall operate in accordance with his powers, based on the instructions of federal laws or acts of duly empowered State agencies of agencies of local self-government, or of a power of attorney drawn up in writing. A power of attorney for voting must contain information on representing person and representative (in respect of a natural person - name, data of the document certifying the identity (series and (or) number of the document, date and place of issuance, body that has issued the document) and in respect of a legal entity - denomination and data on the location thereof). A power of attorney for voting must be formalized in accordance with the requirements of **Items 3 and 4 of Article 185.1** of the Civil Code of the Russian Federation or certified by a notary.

2. In the event of the transfer of stock after the date of drawing up the list persons having a right to attend the general meeting of shareholders and before the date of conducting the general meeting of shareholders, the person included in this list having the right to participate in the general meeting of shareholders shall be obliged to issue to the acquirer a power of attorney for voting or to vote at the general meeting in accordance with the instructions of the acquirer of the stock, if it is provided for by an agreement on the stocks' transfer.

3. If a share of stock is held in common ownership by several persons, then the powers relating to voting at the general meeting of shareholders shall be carried out at their discretion by one of the common owners, or by their common representative. The powers of each of said persons must be duly formalized.
Federal Law No. 120-FZ of August 7, 2001 amended Article 58 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 58. The Quorum of a General Meeting of Shareholders

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 1 of Article 58 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

1. A general meeting of shareholders shall be deemed legally qualified (having a quorum), if the shareholders having more than half of the votes of the placed voting shares of the company in total are present.

   The participating in the general meeting of shareholders shall be deemed those that had registered for participation, including registration on the website indicated in the notice of the general meeting of shareholders, and the shareholders whose voting forms are received or whose electronic form is filled out on the website indicated in the notice not later than 2 days before the date of holding the general meeting of shareholders.

   Those participating in the general meeting of shareholders held in the form of absent voting shall be deemed those whose voting forms are received or whose electronic voting forms are filled out on the website specified in the notice of the general meeting of shareholders before the date of the end of acceptance of voting forms.

   Those participating in the general meeting of shareholders shall also be deemed those that have, in accordance with the rules of the legislation of the Russian Federation on securities, given directions (instructions) on voting to the persons recording their title to shares, if their declarations of intent are received not later than 2 days before the date of end of acceptance of voting forms in case of holding the general meeting of shareholders in the form of absent voting.

2. If the agenda of a general meeting of shareholders includes issues to be voted on by various classes of voters the quorum for adoption of a decision on these issues shall be determined separately. In such a case the lack of a quorum for adopting a decision on issues voted on by one class of voters shall not be an obstacle for adopting a decision on issues voted by a different class of voters for which a quorum is available.

3. If there is no quorum for holding an annual general meeting of shareholders a repeated general meeting of shareholders with the same agenda shall be convened. If there is no quorum for holding an extraordinary general meeting of shareholders a repeated general meeting of shareholders with the same agenda may be convened.

   A repeated general meeting of shareholders shall be competent (shall be deemed to have a quorum) if attended by shareholders owing in their aggregate at least 30 per cent of the votes of floated voting shares of the company. The charter of a company with more than 500 thousand shareholders may envisage a smaller quorum for holding a repeated general meeting of shareholders.

   An announcement of convocation of a repeated general meeting of shareholders shall be issued under Article 52 of the present Federal Law. In such a case the provisions of Paragraph 2 Item 1 Article 52 of the present Federal Law shall not apply. The delivery, forwarding and publication of ballot papers in the case of a repeated general meeting of shareholders shall be effected in compliance with the provisions of Article 60 of the present Federal Law.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 4 of Article 58 of this Federal Law. The new wording shall enter into force on July 1, 2016
See the Item in the previous wording

4. In case of holding a repeated general meeting of shareholders less than 40 days after the failed general meeting of shareholders, the persons having the right to participate in such meeting shall be defined (registered) as of the date, as of which the persons having the right to participate in the failed general meeting of shareholders were defined (registered).

Information on changes:

Federal Law No. 205-FZ of July 19, 2009 supplemented Article 58 of this Federal Law with Item 5 The Item shall enter into force upon the expiry of ninety days from the day of the official publication of the said Federal Law

5. Where there is no quorum for holding an annual meeting of stockholders on the basis of a court decision, a repeated general meeting of stockholders with the same agenda shall be held at latest in 60 days. With this, it shall not be required to apply to court again. The repeated general meeting of shares holders shall be called and held by the person or the company's body cited in the court decision and, if the said person or the company's body have not called an annual general meeting of stockholders at the time fixed by the court decision, the repeated meeting of stockholders shall be called and held by other persons or the company's body which have made the claim with court, provided that these persons and the company's body are cited in the court decision.

If there is no quorum for holding on the basis of the court decision of an extraordinary general meeting of stockholders, the repeated general meeting of shareholders shall not be held.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 59 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 59. Voting at a General Meeting of Shareholders

Voting at a general meeting of shareholders shall be carried out according to the principle of "one share - one vote", except for conducting of a cumulative vote in the case stipulated by for by this Federal Law.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Article 60 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

Article 60. Voting Form

1. Issues of the agenda of the general meeting of shareholders can be voted on by voting forms.

Voting on issues of the agenda of the general meeting of shareholders of a public company or a non-public company with the number of shareholders that hold voting shares being 50 and more, and voting on issues of the agenda of the general meeting of shareholders in the form of absent voting, shall be held with the use of the voting forms.

Equated to voting by forms shall be the receipt by the company's registrar of declarations of intent from the persons having the right to participate in the general meeting of shareholders not included in the register of shareholders of the company and who have given directions (instructions) regarding the voting to the persons recording their title to shares, in
accordance with the requirements of the legislation of the Russian Federation on securities.

2. A voting form shall be delivered against a receipt to each person specified in the list of persons having the right to participate in the general meeting of shareholders (his representative) that has registered for participation in the general meeting of shareholders, except for the cases envisaged by this Article.

In case of holding a general meeting of shareholders in the form of absent voting and holding of a general meeting of shareholders of a public company or a non-public company with the number of shareholders that hold voting shares being 50 and more, and of another company whose charter envisages obligatory sending or delivery of voting forms before the holding of the general meeting of shareholders, a voting form shall be sent or delivered against a receipt to each person included in the register of shareholders of the company and having the right to participate in the general meeting of shareholders not later than 20 days prior to the day of holding the general meeting of shareholders.

In the case envisaged by the second paragraph of this Item, voting forms shall be sent by registered post, unless another method, including electronic message to the e-mail address of the relevant person specified in the register of shareholders of the company is envisaged by the company's charter.

3. The charter of a company with the number of shareholders exceeding 500 thousand can envisage publishing of the voting forms in a printed media available to all shareholders of the company and defined by the charter of the company, within the term cited in Item 2 of this Article.

4. In case of holding a general meeting of shareholders, except for that in the form of absent voting, in companies that send or deliver voting forms in accordance with Item 2 of this Article or publish them in accordance with Item 3 of this Article, the persons included in the list of persons having the right to participate the general meeting of shareholders or their representatives shall have the right to register for participation in such meeting or send the filled out forms to the company. The charter of the company can envisage the filling out of electronic voting forms by persons having the right to participate in the general meeting of shareholders on the website whose address is specified in the notice of the general meeting of shareholders. Shareholders can fill out the electronic voting forms on the website in the course of holding the general meeting of shareholders, if they failed to exercise their right to participate in such meeting by another method. When filling out the electronic voting forms on the website, the date and the time of their completion shall be registered.

5. A voting form shall specify:
   - the full legal name of the company and its location;
   - the form of holding the general meeting of shareholders (a meeting or absent voting);
   - the date, time and venue of the general meeting of shareholders or the date of end of acceptance of voting forms in case of absent voting;
   - wordings of decisions on each issue (name of each candidate) voted on by the given voting form;
   - options of voting on each issue of the agenda expressed by the wordings "for", "against" or "abstained", mentioning that a voting form shall be signed by a person having the right to participate in the general meeting of shareholders or his representative.

   In case of cumulative voting, the voting form shall contain the indication of such fact and an explanation of the meaning of the cumulative voting.

Article 61. Counting Votes in Ballot Voting

In the event of voting carried out by ballots, the votes shall only be counted with regard to those matters for which the voter has given one of the possible votes. Ballots for voting which are filled out in a violation of the aforesaid requirement shall be deemed invalid and the
votes shall not be counted with regard to the matters contained therein.

If a ballot for voting contains several matters issued on the ballot, then the failure to comply with the aforesaid requirement with respect to one or several matters shall not invalidate any correctly formulated votes on other matters.

**GARANT:**

*Federal Law* No. 120-FZ of August 7, 2001 amended Article 62 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

**Article 62. Minutes and Report on the Results of Voting**

Information on changes:

*Federal Law* No. 352-FZ of December 27, 2009 amended Item 1 of Article 62 of this Federal Law. The amendments shall enter into force on December 31, 2009

See the text of the Item in the previous wording

1. The counting commission shall draw up minutes with regard to the results of voting, signed by the members of the counting commission or by the person fulfilling the functions thereof. The minutes of voting results shall be compiled within three working days after the closing of the general meeting of shareholders or the deadline for receipt of ballot papers where the general meeting of shareholders is held by postal voting.

2. After drawing up the minutes concerning the results of the voting and signing the minutes of the general meeting of shareholders, the ballots for voting shall be sealed by the counting commission and handed over to the company archives for storage.

**GARANT:**


3. The minutes concerning the results of the voting shall be subject to being attached to the minutes of the general meeting of shareholders.

Information on changes:

*Federal Law* No. 210-FZ of June 29, 2015 amended Item 4 of Article 62 of this Federal Law. The amendments shall enter into force on July 1, 2016

See the Item in the previous wording

4. The decisions adopted by a general meeting of shareholders and also the results of voting shall be announced at the general meeting of shareholders during which the voting was held, and shall be brought to the knowledge of the persons included in the list of persons entitled to take part in a general meeting of shareholders in the form of a report on the voting results in the procedure provided for reporting on holding a general meeting of shareholders at the latest within four working days after the date of closure of the general meeting of shareholders or the end date of acceptance of ballot papers in case of holding a general meeting of shareholders by absentee vote.

If, as of the date of definition (registration) of persons having the right to participate in the general meeting of shareholders, a nominal holder of shares was included in the register of shareholders of the company, information of the report on the results of the voting shall be provided to the nominal holder of shares in accordance with the rules of the legislation of the Russian Federation on securities for provision of information and materials to the persons exercising their rights to securities.

**Article 63. Minutes of a General Meeting of Shareholders**
1. The minutes of a general meeting of shareholders shall be drawn up not later than three working days after the closing of the general meeting of shareholders, in two copies. Both copies shall be signed by the person presiding at the general meeting of shareholders and by the secretary of the general meeting of shareholders.

2. There shall be specified in the minutes of a general meeting of shareholders:
   - the place and time of holding the general meeting of shareholders;
   - the total quantity of votes which the holders of voting stock of the company possess;
   - the quantity of votes which the shareholders taking part in the meeting possessed;
   - the chairman (or presidium) and secretary of the meeting and the agenda of the meeting.

   The basic points of the speeches, the matters put up for voting, the results of the voting with regard to them, and the decisions adopted by the meeting must be contained in the minutes of the general meeting of shareholders of the company.

Chapter VIII. Board of Directors (or Supervisory Board) of a Company and Executive Body of a Company

GARANT:

On supervision council and the Director General of workers’ joint stock companies (the people’s enterprises) see Federal Law of the Russian Federation No. 115-FZ of July 19, 1998

Article 64. Board of Directors (or Supervisory Board) of a Company

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended paragraph 1 of Item 1 of Article 64 of this Federal Law. The amendments shall come into force on January 1, 2002

1. The board of directors (or supervisory board) shall exercise general direction over the activity of the company, except for the deciding of matters relegated by this Federal Law to the authority of the general meeting of shareholders.

   In a company with less than fifty holders of voting stock, the charter of the company may provide that the functions of the board of directors of the company (or supervisory board) shall be carried out by the general meeting of shareholders. In such event, the charter of the company must contain an instruction concerning the specified person or body of the company to whose authority the decision of the issue of conducting a general meeting of shareholders and the approval of its agenda is relegated.

   2. By decision of the general meeting of shareholders, the members of the board of directors (or supervisory board) of the company may in the period during which they perform their duties be paid remuneration and/or their expenses connected with their performance of the functions of members of the board of directors (or supervisory board) may be compensated. The amounts of such remuneration and contributory compensation shall be established by decision of the general meeting of shareholders.
Federal Law No. 120-FZ of August 7, 2001 amended Article 65 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 65. The Scope of Responsibility of the Board of Directors (Supervisory Board) of a Company

Information on changes:

Federal Law No. 146-FZ of July 27, 2006 amended Item 1 of Article 65 of this Federal Law

See the Item in the previous wording

1. The scope of responsibility of the board of directors (supervisory board) of a company shall include the resolution of issues of the general running of the company, except for issues deemed under the present Federal Law to be within the scope of responsibility of the general meeting of shareholders.

The following matters shall be within the scope of responsibility of the board of directors (supervisory board) of a company:

1) setting out priority guidelines of the company's development;
2) convening annual and extraordinary general meetings of shareholders, except for the cases specified in Item 8 Article 55 of the present Federal Law;
3) endorsing the agenda of a general meeting of shareholders;
4) setting a date for the compilation of the list of persons entitled to attend a general meeting of shareholders and other matters deemed to be the responsibility of the board of directors (supervisory board) of a company under the provisions of Chapter VII of the present Federal Law and connected with the preparation and holding of a general meeting of shareholders;
5) increasing the authorised capital of the company by means of the company floating additional shares within the maximum limits of the quantity and categories (types) of announced shares if this is within its scope of responsibility under the present Federal Law;

Information on changes:


See the Subitem in the previous wording

6) floating by the company the additional stocks, which the preferred stocks of a particular type convertible into ordinary stocks or preferred stocks of other types are converted into, if such flotation is not connected with an increase of the company's authorised capital, as well as floating by the company bonds and other serial securities, except for stocks;

Information on changes:


See the Subitem in the previous wording

7) assessing the price (valuation in terms of money) of assets, the flotation price or a procedure for fixing it and the buyout price of issue securities in the cases specified in the present Federal Law;

Information on changes:

Federal Law No. 210-FZ of July 23, 2013 amended Subitem 8 of Item 1 of Article 65 of this Federal Law. The amendments shall enter into force on July 1, 2014

See the Subitem in the previous wording
8) acquiring shares, bonds and other securities floated by the company, in the cases specified by the present Federal Law or other federal laws;
9) forming an additional body of the company and terminating before the due date its powers if this is deemed within the scope of its powers under the charter of the company;
10) issuing recommendations as to the amount of remuneration and compensation payable to members of the in-house audit commission of the company and setting the rate of fee payable for the services of an auditor;
11) issuing recommendations as to the rate of dividend on shares and the procedure for the disbursement thereof;
12) using the company's reserve fund and other funds;
13) endorsing in-house documents of the company, except for in-house documents which under the present Federal Law must be endorsed by the general meeting of shareholders and also other in-house documents of the company which under the charter of the company must be endorsed by the executive bodies of the company;

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 supplemented Item 1 of Article 65 of this Federal Law with Subitem 13.1**

13.1) approval of the annual report and the annual accounting (financial) statements of the company, if the charter of the company gives it the competence;

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 reworded Subitem 14 of Item 1 of Article 65 of this Federal Law**

See the Subitem in the previous wording

14) establishment of branches and opening of representation of the company, unless the company's charter puts it within the competence of a collective executive body of the company;

Information on changes:

**Federal Law No. 343-FZ of July 3, 2016 reworded Subitem 15 of Item 1 of Article 65 of this Federal Law. The amendments shall enter into force on January 1, 2017**

See the Subitem in the previous wording

15) consent to making and subsequent approval of transactions where it is provided for by this Federal Law;

Information on changes:

**Federal Law No. 343-FZ of July 3, 2016 amended Subitem 16 of Item 1 of Article 65 of this Federal Law. The amendments shall enter into force on January 1, 2017**

See the Subitem in the previous wording

16) consent to making and subsequent approval of the deals stipulated by Chapter XI of the present Federal Law;

17) endorsing the registrar of the company and the terms of agreement with the registrar and also rescinding this agreement;

17.1) rendering decision on the company's participation and on termination of the company's participation in other organisations (except for the organisations stated in Subitem 18 of Item 1 of Article 48 of this Federal Law), if under the company's charter it does pertain to the scope of authority of the company's executive bodies;

Information on changes:

**Federal Law No. 282-FZ of December 29, 2012 supplemented Item 1 of Article 65 of this Federal Law with Subitem 17.2. The Subitem shall enter into force upon the expiry of 270
17.2) adoption of the decision on filing an application for delisting the company's stocks and/or the company's serial securities convertible into stocks;

18) other matters envisaged by the present Federal Law and the charter of the company.

2. Matters within the scope of responsibility of the board of directors (supervisory board) of a company shall not be assigned to the executive body of the company to be resolved by it.

Information on changes:
Federal Law No. 5-FZ of February 24, 2004 amended Article 66 of this Federal Law
See the previous text of the Article

Article 66. Election of the Board of Directors (or Supervisory Board)

1. The members of the board of directors (supervisory board) of a company shall be elected by a general meeting of shareholders in the manner envisaged by the present Federal Law and the charter of the company, for a term ending at the time of the next annual general meeting of shareholders. If the general meeting of shareholders was not held when due according to Item 1 Article 47 of the present Federal Law the powers of the board of directors (supervisory board) shall be terminated, except the power to prepare, convene and hold the annual general meeting of shareholders.

Persons elected to the board of directors (or supervisory board) of a company may be re-elected an unlimited number of times.

By decision of a general meeting of shareholders the powers of all members of the board of directors (supervisory board) of the company may be terminated ahead of time. Abrogated.

Information on changes:
See the text of Paragraph four of Item 1 of Article 66

2. Only a natural person may be a member of the board of directors (supervisory board) of a company. A member of the board of directors (supervisory board) of a company may be not a shareholder of the company.

The members of a collective executive body of the company shall not make up more than one quarter of the members of the board of directors (supervisory board) of the company. A person exercising the functions of a sole executive body shall not be at the same time chairman of the board of directors (supervisory board) of the company.

3. The quantitative composition of the board of directors (supervisory board) of the company shall be determined by the statute of the company or by decision of a general meeting of shareholders but may not be less than five members.

For a company with more than one thousand holders of voting stock, the quantitative
composition of the board of directors (or supervisory board) of the company may not be less than seven members, and for a company with more than ten thousand holders of common and other voting stock, not less than nine members.

4. The election of the members of the board of directors (supervisory board) shall be carried out by cumulative voting.

In cumulative voting the number of votes belonging to each shareholder shall be increased by the number of persons who must be elected to the board of directors (supervisory board) of the company and the shareholder shall be entitled to cast the votes thus received for one candidate or to distribute them among two or more candidates.

The candidates who receive the largest number of votes shall be elected to the board of directors (or supervisory board) of the company.

Article 67. Chairman of the Board of Directors (or Supervisory Board)

1. The chairman of the board of directors (or supervisory board) shall be elected by the members of the board of directors (or supervisory board) from among their number by a majority vote of the total number of members of the board of directors (or supervisory board) of the company, unless otherwise provided by the charter of the company.

The board of directors (or supervisory board) of a company shall have the right at any time to re-elect its chairman by a majority of vote of the total number of members of the board of directors (or supervisory board), unless otherwise provided by the charter of the company.

2. The chairman of the board of directors (or supervisory board) shall organise its work, convene meetings of the board and preside at them, organise the keeping of the minutes at meetings, and preside at the general meeting of shareholders, unless provided otherwise by the charter of the company.

3. In the event of the absence of the chairman of the board of directors (or supervisory board), his functions shall be carried out by one of the other members of the board by decision of the board.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 68 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 68. Meeting of the Board of Directors (or Supervisory Board)

1. A meeting of the board of directors (or supervisory board) shall be convened by the chairman of the board (or supervisory board) at his own initiative, or at the demand of a member of the board, or of the audit commission (or internal auditor) or the auditor executive body, or other persons, as determined by the charter of the company. The procedure for the convocation and conducting of meetings of the board shall be determined by the charter of the company or an internal document of the company.

The charter or an in-house document of a company may have a clause whereby a written opinion on agenda items of a member of the board of directors (supervisory board) of the company is taken into account when quorum and results of voting are calculated if such a member is absent at a meeting of the board of directors (supervisory board) of the company, and also whereby decisions may be adopted by the board of directors (supervisory board) of the company by postal voting.

2. A quorum for conducting a meeting of the board shall be determined by the charter of the company, but must not be less than half of the number of elected members of the board of directors (or supervisory board). When the number of members of the board is less than the quantity making up said quorum the board of directors (supervisory board) of the company
shall adopt a decision to convene an extraordinary general meeting of shareholders in order to elect the new members to the board. The remaining members of the board shall have the right to adopt a decision only concerning the convocation of such an extraordinary general meeting of shareholders.

Information on changes:

**Federal Law** No. 115-FZ of June 3, 2009 reworded Item 3 of Article 68 of this Federal Law

See the Item in the previous wording

3. Decisions shall be adopted at a meeting of the board of directors (supervisory board) of the company by a majority vote of the members of the board of directors (supervisory board) of the company attending the meeting, unless a greater number of votes is stipulated for adoption of appropriate decisions by this Federal Law, the charter of the company or an internal document thereof determining the procedure for the convocation and conducting of meetings of the board of directors (supervisory board).

It shall not be allowed to transfer the right of vote of a member of the company's board of directors (supervisory board) to another person, including another member of the board of directors (supervisory board).

When deciding issues at a meeting of the board of directors (supervisory board), each member of the board shall have one vote. The company's charter may provide for the right of casting vote to be enjoyed by the chairman of the company's board of directors (supervisory board) when decisions are adopted by the board of directors (supervisory board) in case of a tied vote therein.

4. Minutes shall be kept at all meetings of the board of directors (or supervisory board). The minutes of a meeting of the board shall be drawn up not later than three days after the conducting thereof.

There shall be specified in the minutes:
- the place and time of holding it;
- the persons present at the meeting;
- the agenda of the meeting;
- the matters put up for voting and the results of the voting with regard to them;
- the decisions adopted.

The minutes of a meeting of the board of directors (or supervisory board) shall be signed by the person presiding at the meeting, who shall bear responsibility for the correctness of the drawing up of the minutes.

Information on changes:

**Federal Law** No. 205-FZ of July 19, 2009 amended Item 5 of Article 68 of this Federal Law. The amendments shall enter into force upon the expiry of ninety days from the day of the official publication of the said Federal Law

See the Item in the previous wording

5. A member of the board of directors (supervisory council) of a company who has not taken part in voting or voted against a decision adopted by the board of directors (supervisory council) of the company in violation of the procedure established by this Federal Law, by other legal acts of the Russian Federation, or the charter of the company may appeal such decision to the court if such decision has violated his rights and legitimate interests. Such application may be filed to the court during one month from the day when the member of the board of
Directors (supervisory council) learned or had to learn about the adopted decision. The court taking into account all the circumstances of the case shall be entitled to leave in force the appealed decision, if the vote of the given member of the board of directors (supervisory board) cannot affect the voting results and the violations made are not material.

Information on changes:
Federal Law No. 205-FZ of July 19, 2009 supplemented Article 68 of this Federal Law with Item 6. The Item shall enter into force upon the expiry of ninety days from the day of the official publication of the said Federal Law

6. A shareholder shall be entitled to appeal against with court a decision of the company's board of directors (supervisory board) adopted in defiance of the requirements of this Federal Law, other regulatory legal acts of the Russian Federation and the company's charter, if the said decision breaches the rights and/or legitimate interests of the company and of this shareholder. The court taking into account all the circumstances of the case shall be entitled to leave in force the appealed decision, if it has not caused damages to the company or the shareholder, or other unfavourable consequences for them and if the violations made are not material.

The shareholder's application for appealing against the decision of the company's board of directors may be filed with court within three months as of the date when the shareholder leant and was supposed to learn about the adopted decision and about the circumstances serving as a ground for declaring it invalid. The time period for appealing against a decision of the company's board of directors (supervisory board) provided for by this item, should it be missed, shall not be restored, except if the shareholder has not filed the said application under the stress of violence or threat.

Information on changes:
See the Item in the previous wording

7. Declaring invalid the decision of a company's board of directors (supervisory board) on calling a general meeting of shareholders shall not entail invalidity of a decision of the general meeting of shareholders held on the basis of the decision on calling it which is declared invalid. Breaches of federal laws and other regulatory legal acts of the Russian Federation when calling a general meeting of shareholders shall be assessed by court when considering the claim for appealing against the appropriate decision of the general meeting of shareholders.

Declaring invalid decisions of the company's board of directors (supervisory board) on approving transactions whose making is referred by law or the company's charter to the scope of authority of the company's board of directors (supervisory board), when such decisions are appealed against separately from disputing the appropriate company's transactions, shall not entail declaring the appropriate transactions invalid.

Information on changes:
Federal Law No. 205-FZ of July 19, 2009 supplemented Article 68 of this Federal Law with Item 8. The Item shall enter into force upon the expiry of ninety days from the day of the official publication of the said Federal Law.
8. Decisions of the company's board of directors (supervisory board) adopted without observing the scope of authority of the company's board of directors (supervisory board), if there is no quorum for holding a meeting of the company's board of directors (supervisory board), where the quorum under this Federal Law is an obligatory condition of holding such meeting, or without the majority vote of members of the board of directors (supervisory board) required for adoption of a decision, shall be invalid, regardless of appealing against them judicially.

**GARANT:**

*Federal Law* No. 120-FZ of August 7, 2001 amended Article 69 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

**Article 69.** Executive Body of a Company. One-person Executive Body of a Company (Director, General Director)

1. The everyday running of the company shall be the responsibility of a sole executive body (director, director general) or a sole executive body of the company (director, director general) and a collective executive body (management board, directorate) of the company. The executive bodies shall report to the board of directors (supervisory board) of the company and the general meeting of shareholders.

The authority of a collective body must be determined by the charter of a company, providing for the existence simultaneously of a one-person and a collegial executive body. In such event, the person effectuating the functions of the one-person executive body of the company (director, general director) shall also exercise the functions of chairman of the collegial executive body of the company (management board, directorate).

By the decision of a general meeting of shareholders the powers of the sole executive body of the company may be transferred under a contract to a commercial organisation (management organisation) or an individual entrepreneur (manager). A decision whereby the powers of a sole executive body of a company are transferred to a management organisation or a manager shall be adopted by the general meeting of shareholders only at the proposal of the board of directors (supervisory board) of the company.

Information on changes:

*Federal Law* No. 343-FZ of July 3, 2016 amended Item 2 of Article 69 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

2. To the authority of the executive body of the company shall be relegated all matters of the direction of the current activity of the company, except for matters relegated to the authority of the general meeting of shareholders or board of directors (or supervisory board).

The executive body of the company shall organise the fulfillment of the decisions of the general meeting of shareholders and board of directors (or supervisory board).

A one-person executive body of a company (director, general director) shall operate in the name of the company without a power of attorney, and this includes his power to represent its interests, conclude transactions in the name of the company, confirm personnel hiring, and issue orders and give instructions binding on all workers of the company.

The company's charter may provide for the need to obtain the consent of the company's board of directors (supervisory board) or of a general meeting of stockholders to making definite transactions. Where there is no such consent or subsequent approval of an appropriate transaction, it may be disputed by the persons cited in Paragraph One of Item 6 of Article 79 of this Federal Law on the grounds established by Item 1 of Article 174 of the Civil Code of the Russian Federation.
3. The formation of executive bodies of a company and termination of their powers before the due date shall be the responsibility of the general meeting of shareholders, unless the resolution of these matters is within the scope of responsibility of the board of directors (supervisory board) of the company.

The rights and duties of the one-person executive body of the company (director, general director), members of the collegial executive body of the company (management board, directorate), management organisation, or manager with regard to the exercise of the direction of the day-to-day activity of the company shall be determined by this Federal Law, by other laws of the Russian Federation, and by the contract concluded by each of them with the company. The contract shall be signed in the name of the company by the chairman of the board of directors (or supervisory board) or by the person empowered by the board of directors (or supervisory board).

The operation of legislation of the Russian Federation concerning labor shall extend to relations between the company and the one-person executive body of the company (director, general director) and/or members of the collegial executive body of the company (management board, directorate), in that part which is not contrary to the provisions of this Federal Law.

The combining in one person of the functions of a one-person executive body of the company (director, general director) a member of the collegial executive body (management board, directorate), or of an office in the management bodies of other organisations shall be permitted only with the consent of the board of directors (or supervisory board).

The company whose personal executive body's authority is transferred to the management organisation or the manager, shall acquire the rights and assume the civil duties through the management organisation or the manager in compliance with Paragraph One of Item 1 of Article 53 of the Civil Code of the Russian Federation.

If the authority of executive bodies of the company is limited to a certain term and a decision on forming new executive bodies of the company or on transfer of authority of the sole executive body of the company to an asset management company or an asset manager is not taken upon the expiry of such term, the authority of the executive bodies of the company shall be effective until the taking of the said decisions.

4. If the formation of executive bodies is not within the scope of responsibility of the board of directors (supervisory board) of the company under the charter of the company the general meeting of shareholders shall be entitled at any time to adopt a decision to terminate before due date the powers of the sole executive body of the company (director, director general), the members of the collective executive body (management board, directorate) of the company. The general meeting of shareholders shall be entitled at any time to adopt a decision to terminate before the due date the powers of the management organisation or manager.

GARANT:

The interconnected normative provisions of Item 2 of Article 278 of the Labour Code of the Russian Federation and of paragraph two of Item 4 of Article 69 of the Federal Law on Joint Stock Companies making it possible to dissolve a labour contract with the head of an organisation by decision of the owner without giving the reasons for taking such a decision, were declared as not contrary to the Constitution of the Russian Federation by Decision of
If, under the charter of the company, the formation of executive bodies is within the scope of responsibility of the board of directors (supervisory board) of the company it shall be at any time entitled to adopt a decision to terminate before due date the powers of the sole executive body of the company (director, director general), members of the collective executive body (management board, directorate) and to form new executive bodies.

In case when the formation of executive bodies is the responsibility of the general meeting of shareholders the charter of the company may envisage a right of the board of directors (supervisory board) of the company to adopt a decision to suspend the powers of the sole executive body of the company (director, director general). The charter of the company may envisage a right of the board of directors (supervisory board) of the company to adopt a decision to terminate before due date the powers of the sole executive body of the company (director, director general), members of the management organisation (manager) and to form new executive bodies (director, director general).

Where the formation of executive bodies is the responsibility of the general meeting of shareholders and the sole executive body of the company (director, director general) cannot execute their duties the board of directors (supervisory board) of the company shall be entitled to adopt a decision to set up an interim sole executive body of the company (director, director general) and convene an extraordinary general meeting of shareholders for the purpose of making a decision as to the termination before the due date of the powers of the sole executive body of the company (director, director general) or the management organisation (manager) and the formation of a new sole executive body of the company (director, director general) or on the transfer of the powers of the sole executive body of the company to a management organisation or a manager.

All the decisions mentioned in Paragraphs 3 and 4 of the present item shall be adopted by a majority of three quarters of the votes of members of the board of directors (supervisory board) of a company, with the votes of former members of the board of directors (supervisory board) of the company not being taken into account.

The interim executive bodies of a company shall be responsible for everyday running of the company within the scope of responsibility of the company's executive bodies, unless the scope of responsibility of interim executive bodies of the company is restricted by the charter of the company.

5. If under the company's charter the issue of forming the company's one-man executive body or of preschedule termination of the authority thereof is within the scope of authority of the company's board of directors (supervisory board) and the quorum fixed by the company's charter for holding a meeting of the company's board of directors (supervisory board) exceeds a half of the elected members of the company's board of directors...
The issue of forming the company's one-man executive body or the preschedule termination of the authority thereof may not be introduced to a general meeting of stockholders for settling, if the company's charter provides for other effects occurring in the cases provided for by Items 6 and 7 of this Article.

Where the terms and conditions of the corporate agreement made by the company's stockholders provide for other effects occurring in the cases provided for by Items 6 and 7 of this Article, the failure to discharge or improper discharge of appropriate obligations under the corporate agreement shall not serve as a ground for exemption from liability or from taking measures aimed at ensuring the discharge of the obligations provided for by such agreement.

Information on changes:


6. If under the conditions provided for by Paragraph One of Item 5 of this Article a decision on the issue of forming the company's one-man executive body is not adopted by the company's board of directors (supervisory board) at two meetings thereof running or within two months as of the date of termination or expiry of the term of authority of the company's previous one-man executive body, the companies disclosing information under the legislation of the Russian Federation on securities shall be obliged to disclose information on failure to render such decision in the procedure provided for by the legislation of the Russian Federation on securities, while other companies shall be obliged to notify stockholders of failure to adopt such decisions in the procedure provided for by this Federal Law for notifying of the conduct of a general meeting of stockholders. Such notice shall be forwarded to stockholders or, if the company's charter defines a publication for publishing reports on holding a general meeting of stockholders, shall be published in this publication at the latest in 15 days as of the date when the second meeting of the company's board of directors (supervisory board) is held whose agenda contains the issue of forming the company's one-man executive body and where such body was not formed or, if such meeting has not been held, upon the expiry of two months as of the date when the authority of the previously-formed one-man executive body is terminated or the term of its authority expires. A list of the company's stockholders whom the said notice is to be forwarded shall be drawn up on the basis of data from the register of owners of the company's securities as of the date of holding the second meeting of the board of directors (supervisory board) where the decision on forming the company's one-man executive body was not adopted or, if the appropriate meeting was not held, upon the expiry of two months as of the date when the authority of the previously formed one-man executive body was terminated or the term of authority thereof expired. Here, if the nominal holder of stocks is registered in the register of owners of the company's securities, the notice shall be forwarded to the stocks' nominal holder so that it was forwarded to the persons in whose interests it holds the company's stocks.

The notice in compliance with this item shall be forwarded on behalf of the company by the chairman of the company's board of directors (supervisory board). After forwarding the notice to stockholders or after disclosing information under Paragraph One of this Item the
chairman of the company's board of directors (supervisory board) shall act on behalf of the company pending the establishment of the company's one-man executive body.

Stockholders or a stockholder are entitled to demand the convocation of an extraordinary general meeting of stockholders for settling the issue of forming the company's one-man executive body within 20 days as of the time when the company's duty to disclose the said information arises.

Within five days as of the end date of the time period provided for by this item for advancing by stockholders or a stockholder the demand to call an extraordinary meeting of stockholders, the company's board of directors (supervisory board) shall be obliged to render the decision on forming the company's provisional one-man executive body, as well as on calling an extraordinary general meeting of stockholders in compliance with Article 55 of this Federal Law, if by the said date these demands have been received from stockholders or from a stockholder having in their possession at least ten per cent of the company's voting stocks.

In case of receiving two or more demands to call an extraordinary general meeting of stockholders for settling the issue of forming the company's one-man executive body, the company's board of directors (supervisory board) under this item shall render the decision to call one extraordinary general meeting of stockholders.

The board of directors (supervisory board) shall render the decision to call an extraordinary general meeting of stockholders and to form the company's provisional one-man executive body by a majority vote of the members of the company's board of directors (supervisory board) attending the meeting, if there is a quorum constituting at least half of the elected members of the company's board of directors (supervisory board).

7. If under the conditions provided for by Paragraph One of Item 5 of this Article a decision on the issue of preschedule termination of authority of a company's one-man executive body is not adopted by the company's board of directors (supervisory board) at two meetings thereof running, the companies disclosing information under the legislation of the Russian Federation on securities shall be obliged to disclose information on failure to render such decision in the procedure provided for by the legislation of the Russian Federation on securities, while other companies shall be obliged to notify stockholders of failure to adopt such decision in the procedure provided for by this Federal Law for notifying of the conduct of a general meeting of stockholders. Such notice shall be forwarded to stockholders or, if the company's charter defines a publication for a publishing report on holding a general meeting of stockholders, shall be published in this report at the latest in 15 days as of the date when the second meeting of the company's board of directors (supervisory board) is held whose agenda contains the issue of forming the company's one-man executive body and where the decision on preschedule termination of such body's authority was not adopted. A list of the company's stockholders to whom the said notice is to be forwarded shall be drawn up on the basis of data from the register of owners of the company's securities as of the date of holding the second meeting of the board of directors (supervisory board) where the decision on preschedule termination of authority of the company's one-man executive body was not adopted. Here, if the nominal holder of stocks is registered in the register of owners of the company's securities, the notice shall be forwarded to the stocks' minimal holder so that it is forwarded to the persons in whose interests it holds the company's stocks.

Stockholders or a stockholder are entitled to demand the convocation of an
extraordinary general meeting of stockholders for settling the issue of preschedule termination of authority of the company's one-man executive body within 20 days as of the time when the company's duty to disclose the said information emerges.

Within five days as of the end date of the time period provided for by this item for advancing by stockholders or a stockholder the demand to call an extraordinary meeting of stockholders, the company's board of directors (supervisory board) shall be obliged to render the decision on calling an extraordinary general meeting of stockholders in compliance with Article 55 of this Federal Law, if by the said date these demands have been received from stockholders or from a stockholder having in their possession at least ten per cent of the company's voting stocks. In case of receiving two or more demands to call an extraordinary general meeting of stockholders for settling the issue of preschedule termination of authority of the company's one-man executive body, the company's board of directors (supervisory board) under this item shall render the decision to call one extraordinary general meeting of stockholders.

The board of directors (supervisory board) shall render the decision to call an extraordinary general meeting of stockholders by a majority vote of the members of the company's board of directors (supervisory board) at attending the meeting if there is the quorum constituting at least a half of the elected members of the company's board of directors (supervisory board).

Information on changes:
Federal Law No. 115-FZ of June 3, 2009 supplemented Article 69 of this Federal Law with Item 8

8. An extraordinary general meeting of stockholders shall be called for the reasons cited in Items 6 and 7 of this Article by decision of the company's board of directors (supervisory board) in the procedure provided for by Article 55 of this Federal Law.

The items shall be included into the agenda of said general meeting of stockholders and candidates shall be nominated for the company's executive bodies in this case in the procedure established by Article 53 of this Federal Law.

The wordings of the item to be included into the agenda of a general meeting of stockholders called for the reasons cited in Items 6 and 7 of this Article and of the item previously included into the agenda of a meeting of the board of directors (supervisory board) shall not differ.

If the issue of forming the company's one-man executive body or of preschedule termination of the authority thereof is introduced to a general meeting of stockholders for settling where it is provided for by Items 67 and 7 of this Article, the agenda of such general meeting of stockholders shall include the issue of preschedule termination of the authority of members of the company's board of directors (supervisory board) and of electing a new list of members of the company's board of directors (supervisory board).

Information on changes:
Federal Law No. 115-FZ of June 3, 2009 supplemented Article 69 of this Federal Law with Item 9

9. If within the time period fixed by this Federal Law the company's board of directors (supervisory board) does not render the decision on calling an extraordinary general meeting of stockholders at request of the persons cited in Items 6 and 7 of this article or the decision is adopted to deny its convocation, an extraordinary general meeting of stockholders may be
called in compliance with Item 8 of Article 55 of this Federal Law.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 70 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 70. Collegial Executive Body of a Company (Management Board, Directorate)

1. The collegial executive body of a company (management board, directorate) shall operate on the basis of the charter of the company, and also based on internal documents of the company (statute, rules of procedure, or other documents), approved by the general meeting of shareholders in which the periods and procedure for the convocation and conducting of its meetings, as well as the procedure for the adoption of decisions, are established.

2. The quorum of a meeting of the collective executive body of a company (board, directorate) shall be determined by the charter of the company or an in-house document of the company and this quorum shall to at least half of the elected members of the collective executive body (management board, directorate) of the company. If the number of members of the collective executive body (management board, directorate) of the company becomes less than the said quorum the board of directors (supervisory board) of the company shall adopt a decision to form an interim collective executive body (management board, directorate) of the company and convene an extraordinary general meeting of shareholders for the purpose of electing a collective executive body (management board, directorate) of the company, or if under the charter of the company it is within the scope of its responsibility, to form a collective executive body (management board, directorate) of the company.

Minutes shall be produced at a meeting of the collective executive body (management board, directory) of a company. The minutes of a meeting of the collective executive body (management board, directorate) of a company shall be presented to the members of the board of directors (supervisory board) of the company, the in-house audit commission of the company and an auditor of the company at their request.

Meetings of the collective executive body (management board, directorate) of a company shall be convened by the person performing the functions of a sole executive body of the company (director, director general) who signs all documents in the name of the company and the minutes of meetings of the collective executive body (management board, directorate) of the company, acts without a power of attorney in the name of the company under the decisions of the collective executive body (management board, directorate) of the company made within the scope of its responsibility.

A member of the collective executive body (management board, directorate) of a company is prohibited to transfer his/her voting right to another person, in particular, another member of this body.

GARANT:

On the particularities in regulating the work of the members of an organisation's collective executive body, see the Labour Code of the Russian Federation

Information on changes:

Federal Law No. 205-FZ of July 19, 2009 supplemented Article 70 of this Federal Law with Item 3. The Item shall enter into force upon the expiry of ninety days from the day of the official publication of the said Federal Law
3. Declaring invalid a decision of the company's collective executive body (board, directorate), in the event of appealing against such decision separately from the appropriate company's transaction made on the basis of such decision, shall not entail declaring the appropriate transaction invalid. The provisions of Item 6 of Article 68 of this Federal Law shall apply to the terms of and procedure for appealing against the decision of the company's collective executive body (board, directorate).

Information on changes:

*Federal Law* No. 7-FZ of January 5, 2006 amended Article 71 of this Federal Law. The amendments shall enter into force from July 1, 2006

See the previous text of the Article

**Article 71. Responsibility of Members of a Board of Directors (or Supervisory Board), One-person Executive Body (Director, General Director) and/or Members of a Collegial Executive Body Management Board, Directorate), Management Organisation, or Manager**

1. The members of the board of directors (or supervisory board), one-person executive body (director, general director), an interim sole executive body, members of the collegial executive body (management board, directorate), and likewise the management organisation or manager must, when exercising their rights and performing duties, operate in the interests of the company and exercise their rights and perform duties with respect to the company reasonably and in good faith.

Information on changes:

*Federal Law* No. 210-FZ of June 29, 2015 amended Item 2 of Article 71 of this Federal Law

See the Item in the previous wording

2. Members of the board of directors (or supervisory board), one-person executive body (director, general director), an interim one-person executive body, members of the collegial executive body (management board, directorate) and likewise the management organisation or manager shall bear responsibility to the company for losses caused to the company due to their at-fault actions (or failure to act), unless other grounds for responsibility have been established by federal laws.

Members of the board of directors (or supervisory board), one-person executive body (director, general director), an interim one-person executive body, members of the collegial executive body (management board, directorate) and likewise the management organisation or manager shall bear responsibility to the company or its shareholders for losses caused to the company due to their at-fault actions (or failure to act), violating the procedure for acquisition of shares of a joint stock company provided for by Chapter XI.1 of this Federal Law.

The members of the board of directors (or supervisory board) and of the collegial executive body (management board, directorate) of a company who voted against decisions that entailed losses to the company or who did not take part in the voting shall not bear responsibility.

3. When determining the grounds and extent of responsibility of members of the board of directors (or supervisory board), of the one-person executive body (director, general director) and/or members of the collegial executive body (management board, directorate), and likewise of the management organisation or manager, the ordinary course of business
and other circumstances bearing on the matter must be taken into account.

4. If, in accordance with the provisions of this Article, several persons be liable, their liability to the company and in the instance, provided for by Paragraph Two of Item 2 of this Article, to a shareholder shall be joint and several.

5. A company or shareholder(s) possessing in aggregate no less than 1 per cent of placed common stock of the company shall have the right to apply to a court with a suit against a member of the board of directors (or supervisory board), one-person executive body (director, general director), interim one-person executive body (director, director general), member of collegial executive body (management board, directorate) and likewise the management organisation or manager concerning compensation of losses caused to the company in the event noted in Paragraph One of Item 2 of this Article.

A company or shareholder shall have the right to apply to a court with a suit against a member of the board of directors (or supervisory board), one-person executive body (director, general director), interim one-person executive body (director, director general), member of collegial executive body (management board, directorate) and likewise the management organisation or manager concerning compensation of losses caused thereto in the event noted in Paragraph One of Item 2 of this Article.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 6 of Article 71 of this Federal Law
See the Item in the previous wording

6. Representatives of the state or a municipal entity in the board of directors (supervisory board) of a company shall be answerable under the present article along with the other members of the board of directors (supervisory board) of a company.

Chapter IX. Acquisition and Purchase by a Company of Issued Shares

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 72 of this Federal Law. The amendments shall come into force on January 1, 2002
See the text of the Article in the previous wording

Article 72. Acquisition of Issued Shares by a Company

1. A company shall have the right to acquire stock issued by it by a decision of the general meeting of shareholders concerning the decrease of charter capital of the company by means of the acquisition of part of the issued stock, for the purpose of reducing the total quantity thereof, if this has been provided for by the charter of the company.

The company shall have no right to adopt a decision concerning the decrease of charter capital of the company by means of the acquisition of part of the issued stock for the purpose of reducing the total quantity thereof if the par value of the stock remaining in circulation becomes lower than the minimum charter capital provided for by this Federal Law.

2. The company, if there is a provision to this effect in its charter, shall be entitled to acquire shares it has floated, by the decision of a general meeting of shareholders or decision of the board of directors (supervisory board) of the company if under the charter of the company the board of directors (supervisory board) of the company has a right to make such a decision.

The company shall not have the right to adopt a decision concerning the acquisition by
the company of stock if the par value of the stock of the company in circulation comprises less than 90 percent of the charter capital of the company.

Information on changes:

Federal Law No. 146-FZ of July 27, 2006 amended Item 3 of Article 72 of this Federal Law

See the Item in the previous wording

3. Stock shares acquired by the company on the basis of a decision adopted by the general meeting of shareholders concerning a decrease in the charter capital of the company by means of acquisition of stock for the purpose of reducing the total quantity thereof shall be canceled when they are acquired.

Shares acquired by the company under Item 2 of the present article shall not confer a voting right, they shall not be taken into account in counting votes and no dividend shall be accrued thereon. Such shares shall be sold at the price not lower than their market value within one year after the date of their acquisition. Otherwise the general meeting of shareholders shall adopt a decision to reduce the authorised capital of the company by redeeming these shares.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 4 of Article 72 of this Federal Law.
The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

4. Decision on purchase of shares shall define categories (classes) of shares to be purchased by the company, the number of shares of each category (class), the purchase price, the form and the term for payment and the term for receipt of applications from shareholders for sale of their shares to the company or for recall of such applications.

Unless otherwise established by the charter of the company, shares shall be paid for with money. The term for receipt of applications from shareholders for sale of their shares to the company or for recall of such applications shall be not less than 30 days, and the term for payment for the shares by the company shall be not more than 15 days from the date of expiry of the term envisaged for receipt or recall of the applications. The price of purchase of shares by the company shall be defined in accordance with Article 77 of this Federal Law.

Each shareholder that holds shares of certain categories (classes), the decision on purchase of which is taken, shall have the right to sell them, and the company shall be obliged to purchase them. If the total number of shares included in the applications for sale of shares to the company exceeds the number of shares that can be purchased by the company considering the limitations set by this Article, the shares shall be purchased from shareholders proportionally to the demands stated.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 5 of Article 72 of this Federal Law.
The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

5. Not later than 20 days prior to the start of the period for receipt of applications from shareholders for sale of their shares or for recall of such applications, the company shall be obliged to notify the shareholders that hold shares of certain categories (classes), the decision on whose purchase is taken. The notification shall contain information cited in the first paragraph of Item 4 of this Article. The notification shall be brought to the knowledge of shareholders that hold shares of certain categories (classes), the decision on whose purchase is taken, using the procedure set for notifying of the general meeting of shareholders.
Information on changes:

**Federal Law** No. 210-FZ of June 29, 2015 supplemented Article 72 of this Federal Law with Item 7. The Item shall enter into force on July 1, 2016

7. Not later than 5 days after the expiry of the period for receipt of applications from shareholders for sale of their shares or for recall of such applications the board of directors (supervisory board) of the company shall approve the report on the results of filing applications for sale of their shares by the shareholders that shall contain information on the number of shares included in the applications for sale and their number that can be purchased by the company.

Information on changes:

**Federal Law** No. 210-FZ of June 29, 2015 supplemented Article 72 of this Federal Law with Item 8. The Item shall enter into force on July 1, 2016

8. In the part not regulated by this Article, the rules established by Article 76 of this Federal Law shall be applied to the relations connected with purchase of its own shares by a company and exercise of their right to sell their shares by shareholders.

**Article 73. Limitations on Acquisition of Issued Stock by a Company**

1. A company shall not have the right to acquire common stock issued by it:
   - until payment up in full of the entire charter capital of the company;
   - if at the time of their acquisition the company indicia of insolvency (or bankruptcy) in accordance with the laws of the Russian Federation on the insolvency (or bankruptcy) of enterprises, or if said indicia appear as a result of the acquisition of such stock;
   - if as of its acquisition the value of the net assets of the company is less than its charter capital, reserve fund, and excess of the liquidation value of the issued preferred stock over the par value determined by the charter, or becomes less than the amount thereof as a result of the acquisition of the stock.

2. A company shall not have the right to exercise the acquisition of preferred stock of a specified type issued by it:
   - until payment up in full of the entire charter capital of the company;
   - if at the time of their acquisition the company bears indicia of insolvency (or bankruptcy) in accordance with the laws of the Russian Federation on the insolvency (or bankruptcy) of enterprises, or if said indicia appear as a result of the acquisition of such stock;
   - if at the time of their acquisition the value of the net assets of the company is less than its charter capital, reserve fund, and excess of the liquidation value of the issued preferred stock over the par value determined by the charter, the holders of which possess a preference in priority of payment of the liquidation value over the holders of types of preferred stock subject to acquisition, or if it becomes less than this amount as a result of the acquisition of the stock.

3. A company shall not have the right to acquire issued stock before the purchase of all stock, the demands concerning the purchase of which have been submitted in accordance with Article 76 of this Federal Law.

**GARANT:**

**Federal Law** No. 120-FZ of August 7, 2001 amended Article 74 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

**Article 74. Consolidation and Splitting of Stock**

1. By decision of the general meeting of shareholders, a company shall have the right to consolidate issued stock, as a result of which two or more stock shares of the company
shall be converted into one new stock share of the same category (or type). In such a case, respective changes relative to the par value and quantity of the company's floated and announced shares of a relevant category (type) shall be made in the charter of the company.

2. By decision of the general meeting of shareholders, a company shall have the right to carry out the splitting of issued stock of the company, as a result of which one stock share of the company is converted into two or more stock shares of the same category (or type). In such a case, respective changes regarding to the par value and quantity of the company's floated and announced shares of a relevant category (type) shall be made in the charter of the company.

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 75 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

Article 75. Purchase of Stock by a Company at the Demand of Shareholders

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 amended Item 1 of Article 75 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

1. Unless otherwise envisaged by the federal law, the shareholders that hold voting shares shall have the right to demand repurchase of all or a part of their shares by the company in the following cases:

adoption by a general meeting of stockholders of the decision on the company's re-organisation or on the consent to making or subsequent approval of a large-scale transaction whose subject is the property whose value makes up over 50 per cent of the balance sheet value of the company's assets estimated on the basis of data of its accounting (financial) reports/statements as of the last accounting date (which is, in particular, concurrently an interested party transaction), if they have voted against the adoption of the decision on the company's re-organisation or against the decision on the consent to making or subsequent approval of the cited transaction or have not participated in voting in respect of these items;

making amendments and addenda to the charter of the company (adoption by a general meeting of stockholders of the decision serving as a basis for making amendments and addenda in the company's charter) or approval of a restated version of the charter of the company which limit their rights, if they voted against the adoption of the respective decision or did not take part in the voting;

the adoption by the general meeting of shareholders of a decision on the issues envisaged by Item 3 of Article 7.2 and Subitem 19.2 of Item 1 of Article 48 of this Federal Law, if they voted against or did not participate in the voting.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 75 of this Federal Law with Item 1.1

1.1. Shareholders of a non-public company that hold preferential shares cited in Item 6 of Article 32 of this Federal Law shall have the right to demand repurchase of all or a part of their preferential shares by the company in case of the adoption of decisions by the general meeting of shareholders on issues envisaged by the charter of the company, if they voted against a relevant decision or did not participate in the voting.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 75 of this Federal Law with
**Item 1.2**

1.2. The number of voting shares of each category (class) that the shareholders shall have the right to present to the company for repurchase shall not exceed the number of shares of the corresponding category (class) held by them, defined on the basis of information of the list of persons having the right to participate in the general meeting of shareholders whose agenda included issues the voting on which entailed creation of the right to demand repurchase of the shares by the company.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 reworded Item 2 of Article 75 of this Federal Law. The new wording shall enter into force on July 1, 2016.*

See the Item in the previous wording

2. The list of shareholders having the right to demand repurchase of their shares by the company shall be formed on the basis of information of the list of persons having the right to participate in the general meeting of shareholders, whose agenda included issues the voting on which entailed creation of the right to demand repurchase of the shares in accordance with this Federal Law, and on the basis of demands of shareholders for the company to repurchase their shares (hereinafter - demand for repurchase of shares).

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 amended Item 3 of Article 75 of this Federal Law.*

See the Item in the previous wording

3. The buy-out of shares shall be effected by the company at a price determined by the board of directors (supervisory board) of the company but not below the market price which is to be assessed by an appraiser with no account taken of its variation resulting from the actions of the company which caused the occurrence of a right to claim share valuation and buy-out.

The price of redemption of stocks by the company, where it is provided for by Paragraph Four of Item 1 of this article, may not be below the average weighted price determined on the basis of the results of organised trading for the six months preceding the date of adoption of the decision on holding the general meeting of stockholders whose agenda comprises the item of filing an application for delisting the company’s stocks and/or the company's serial securities convertible into stocks.

**GARANT:**

On the procedure for the alienation of shares belonging to the Russian Federation in the case of the origin with the Russian Federation of the right to demand their purchase by a joint stock company, see *Decision* of the Government of the Russian Federation No. 126 of February 27, 2003

Information on changes:


See the Article in the previous wording

**Article 76.** Procedure for Exercise by Shareholders of the Right to Demand Purchase by a Company of Stock Owned by Them

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 76 of this Federal Law. The amendments shall enter into force on July 1, 2016.*

See the Item in the previous wording
1. A company shall be obliged to give notice to shareholders about the existence of their right to demand the purchase by the company of stock owned by them, the price, and the procedure for the exercise of the purchase, including that on address or addresses to which the demands for repurchase of the shares of shareholders included in the register of shareholders of the company can be sent.

2. The notice to the shareholders concerning the holding of a general meeting of shareholders, the agenda of which includes the matters, voting with regard to which may in accordance with this Federal Law give rise to the right to demand the purchase by the company of stock, must contain the information specified in Clause 1 of this Article.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 3 of Article 76 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

3. The demand for repurchase of shares of the shareholder included in the register of shareholders of the company or recall of such demand shall be presented to the registrar of the company by sending by post or delivery against a receipt of a written document signed by the shareholder and, if so envisaged by the rules, according to which the company's registrar operates - also by sending an electronic document signed with an encrypted digital signature. The rules can also envisage the possibility of signing the electronic document with a basic or non-certified digital signature. In such case, the electronic document signed with a basic or non-certified digital signature shall be acknowledged as equivalent to a paper document bearing the personal signature.

A demand for repurchase of shares of the shareholder included in the register of shareholders of the company shall contain information making it possible to identify the shareholder that presented it and the number of shares of each category (class) whose repurchase is demanded.

From the day of receipt by the registrar of the company of a demand of a shareholder for repurchase of shares and to the day of making an entry in the register of shareholders of the company on transfer of title to the shares to be repurchased to the company, or to the day of receipt of recall of such demand by the shareholder, the shareholder shall have no right to dispose of shares presented for repurchase, pledge or otherwise encumber them, of which the registrar of the company shall, without an order of the shareholder, make an entry on such restriction on the account where the title to shares of the shareholder that has made the demand is recorded.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 76 of this Federal Law with Item 3.1. The Item shall enter into force on July 1, 2016

3.1. A shareholder not included in the register of shareholders of the company shall exercise the right to demand repurchase of his shares by the company by giving the relevant directions (instructions) to the person that records its title to the shares of the company. In such case, the direction (instructions) shall be given in accordance with the rules of the legislation of the Russian Federation on securities and shall contain information on the number of shares of each category (class) whose repurchase the shareholder is demanding.

From the day of receipt by a nominal holder of shares of a direction (instructions) of the shareholder to exercise the right to demand repurchase of shares up to the day of making an entry on transfer of title to such shares to the company on the account of the said nominal holder or to the day of receipt by the nominal holder of information that the registrar of the company has received a recall of this demand, the shareholder shall have no right to dispose of the shares presented for repurchase, pledge or otherwise encumber them, of which the
nominal holder shall, without an order of the shareholder, make an entry on setting such restriction on the account where the title to shares of the shareholder that set the demand is recorded.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 supplemented Article 76 of this Federal Law with Item 3.2. The Item shall enter into force on July 1, 2016*

3.2. Demands of shareholders for repurchase of shares shall be sent or recalled not later than 45 days after the date of the relevant decision by the general meeting of shareholders. Recall of a demand for repurchase of shares shall be allowed only for all shares of the company presented for repurchase. A demand for repurchase of shares of the shareholder or its recall shall be deemed sent to the company on the day of its receipt by the registrar of the company from the shareholder included in the register of shareholders of the company or on the day of receipt by the company's registrar of a notification containing the declaration of intent of the shareholder from the nominal holder of shares included in the register of shareholders of the company.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 supplemented Article 76 of this Federal Law with Item 3.3. The Item shall enter into force on July 1, 2016*

3.3. An entry on lifting the restrictions envisaged by Items 3 and 3.1 of this Article without an order (instructions) of the person on whose account the restriction is set shall be made:

1) together with making an entry on transfer of title to the shares to be repurchased to the company;
2) on the day of receipt of a recall of the demand for repurchase of his shares by the company from the shareholder included in the register of shareholders of the company;
3) on the day of receipt by the nominal holder of information on receipt by the company's registrar of a recall of the demand for repurchase of his shares by the company from a shareholder not included in the list of shareholders of the company;
4) 7 business days after the expiry of the term for payment for shares to be repurchased by the company, if no order (instructions) has been received from the shareholder for keeping the restrictions in effect.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 reworded Item 4 of Article 76 of this Federal Law. The new wording shall enter into force on July 1, 2016*

See the Item in the previous wording

4. Upon the expiry of the term cited in Item 3.2 of this Article the company shall be obliged to repurchase shares from the shareholders included in the list of persons having the right to demand repurchase of their shares by the company, within 30 days. If demands for repurchase of shares are set by persons not included in the said list, the company shall be obliged to send a refusal to satisfy the demands not later than within 5 business days after the expiry of the term cited in Item 3.2 of this Article.

Not later than 50 days from the day of the general meeting of shareholders of the company taking the related decision the board of directors (supervisory board) of the company shall approve a report on the results of setting demands for repurchase of their shares by the shareholders, that shall contain information on the number of shares demanded for repurchase and the number that can be repurchased by the company. The information from such report shall be sent by a nominal holder of shares included in the register of shareholders of the company, in accordance with the rules of the legislation of the Russian Federation on securities for provision of information and materials to the persons exercising
their rights to securities.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 supplemented Article 76 of this Federal Law with Item 4.1. The Item shall enter into force on July 1, 2016**

4.1. Payment of funds in relation to repurchase of shares by the company to the persons included in the register of shareholders of the company shall have the form of their remittance to bank accounts whose details are known to the registrar of the company. The obligation of the company cited in this Item shall be deemed fulfilled from the date of receipt of the funds by the credit institution where the bank account of the person entitled to receive such payments is opened and, if such person is a credit institution - on its account. In the absence of information on the details of the bank account or impossibility of charging funds to the bank account because of circumstances beyond the control of the company, the respective funds for the shares repurchased by the company shall be remitted to a notarial deposit at the location of the company. The company's registrar shall make entries on transfer of title to the shares repurchased to the company, except for transfer of title to the shares, the title to which is recorded by nominal holders, on the basis of the report on the results of demands by shareholders for repurchase of shares, approved by the board of directors (supervisory board) of the company and of the documents confirming fulfillment by the company of the obligation to pay funds to the shareholders, without an order of the person included in the register of shareholders of the company.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 supplemented Article 76 of this Federal Law with Item 4.2. The Item shall enter into force on July 1, 2016**

4.2. Monetary assets in relation to repurchase of shares to the persons not included in the register of the company's shareholders shall be paid by way of their remittance on the bank account of a nominal holder of shares included in the register of shareholders of the company. The obligation of the company cited in this Item shall be deemed fulfilled from the date of receipt of the monetary assets by the credit institution where the bank account of such nominal holder is opened and, if the nominal holder is a credit institution - on its account.

An entry on transfer of title to shares to be repurchased by the company shall be made by the company's registrar on the basis of an order of the nominal holder of shares included in the register of shareholders of the company, for transfer of shares to the company and in accordance with the report on the results of demands of shareholders for repurchase of their shares approved by the board of directors (supervisory board) of the company. The nominal holder of shares shall give such order not later than 2 business days after the day of receipt of the monetary assets for the repurchased shares on the bank account cited in this Item and provision of a statement from the report on the results of demands of shareholders for repurchase of shares approved by the board of directors (supervisory board) of the company. The making of the entry cited in this paragraph shall be the grounds for making a related record on depo accounts of the customer (depositor) without an order (instructions) of the latter by the nominal holder of shares. The nominal holder of shares included in the register of shareholders of the company shall be obliged to pay the monetary assets to his depositors by way of their remittance on their bank accounts not later than on the next business day after the day of issue of such order. A nominal holder of shares not included in the register of shareholders of the company shall be obliged to pay monetary assets to his depositors by way of their transfer to their bank accounts not later than on the next business day after the day of receipt of the monetary assets and receipt of the information on the number of repurchased securities from the depository whose depositor he is.

5. The purchase of stock by the company shall be carried out at the price specified in the communication concerning the conducting of the general meeting, the agenda of which
shall include the matters, voting with regard to which may in accordance with this Federal Law give rise to the right to demand the purchase of stock by the company. The total amount of assets directed by the company towards the purchase of the stock may not exceed 10 percent of the value of the net assets of the company on the date of the adoption of the decision which gives rise to the right of the shareholders to demand the purchase by the company of the stock owned by them. If the total quantity of stock with respect to which demands have been stated concerning purchase exceed the quantity of stock which may be purchased by the company taking into account the above-established limitations, then the stock shall be purchased from the shareholders in proportion to the stated demands.

6. The stocks redeemed by the company shall be at the disposal thereof. The said stocks shall not grant the right of vote, shall not be counted when voting and dividends shall not be charged on them. The said stocks must be sold at a price not lower than the market one at the latest in one year as of the date of the transfer of ownership of the stocks to be redeemed to the company, otherwise a general meeting of stockholders must render a decision on decrease of the company’s authorised capital by way of paying off the said stocks.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 76 of this Federal Law with Item 7

7. In a non-public company where the functions of the board of directors (supervisory board) are executed by the general meeting of shareholders, the report on the results of setting demands by shareholders for repurchase of shares shall be approved by the person executing the functions of the sole executive body of such company, unless the charter of the company puts its approval within the competence of the general meeting of shareholders or a collective executive body of the company.

Information on changes:

Federal Law No. 146-FZ of July 27, 2006 amended Article 77 of this Federal Law

See the Article in the previous wording

Article 77. Determination of the Price (Valuation in Monetary Terms) of Property

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 amended Item 1 of Article 77 of this Federal Law.
The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

1. Where under the present Federal Law the price (valuation in terms of money) of assets and also the flotation price, or a procedure for its fixing, or the buyout price of issue securities of a company are determined by a decision of the board of directors (supervisory board) of the company they shall be set on the basis of their market value.

If losses or damage are inflicted upon a company, upon a company's shareholders, as well as upon third persons as a result of making a deal on the price (at the monetary assessment) of the property, at the price of placement or at the price of redemption of the company's emission securities following the definition of such price (monetary assessment) in an amount, equal to the total size of the market cost, pointed out in the report on the assessment, these losses and damage shall be recompensed in accordance with the procedure established in the legislation of the Russian Federation on assessment activity.

The company which has recompensed the relevant losses and damage, has the right to a reverse claim (recourse) with respect to the assessor, who has effected the assessment.

If the person interested in accomplishing one or several deals in which the price
(valuation in terms of money) of an asset is determined by the board of directors (supervisory board) of a company is a member of the board of directors (supervisory board) of the company the price (valuation in terms of money) of the asset shall be determined by a decision of the members of the board of directors (supervisory board) of the company who are not interested in the accomplishment of the deal. In a public company the price (valuation in monetary terms) of the property shall be determined by a majority vote of the directors who are not interested in making a transaction and satisfying the requirements established by Item 3 of Article 83 of this Federal Law, if the need for a greater number of votes of the cited directors is not provided for by the charter of the public company.

If the number of directors who are not interested in making a transaction, and in a public company the number of directors who are not interested in making a transaction and satisfying the requirements established by Item 3 of Article 83 of this Federal Law, is below the quorum established by its charter for holding a meeting of the company's board of directors (supervisory board), the price (valuation in monetary terms) of the property shall be determined by an unanimous decision of all the members of the company's board of directors (supervisory board) and, in so doing, the votes of the retired members of the board of directors (supervisory board) shall not be taken into account, if the company's charter does not stipulate that the price (valuation in monetary terms) of the property is subject to fixing by the decision of a general meeting of stockholders adopted in the procedure provided for by Item 4 of Article 83 of this Federal Law.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 77 of this Federal Law
See the Item in the previous wording

2. An appraiser may be invited to assess the market value of an asset. The invitation of an appraiser for determining the market value shall be compulsory for determining the price for which shares are bought out by the company, from shareholders who own them, under Article 76 of the present Federal Law and also in the other cases if it is directly stipulated by the present Federal Law.

Where the floatation price of securities is being determined, for which the purchasing or demand price and supply price are published in the press on a regular basis, there is no compulsory requirement for an appraiser to be invited, and for the purpose of assessing the market value of such securities this purchasing price or demand price and supply price thereof shall be taken into account.

Information on changes:

Federal Law No. 172-FZ of June 2, 2016 amended Item 3 of Article 77 of this Federal Law
See the Item in the previous wording

3. Where from 2 to 50 per cent inclusive of a company's voting stocks are owned by the State and (or) a municipal formation and the price (valuation in monetary terms) of property, price of floatation the company's emissive securities, price of repurchase of the company's stocks (hereinafter referred to as of the price of units) are determined in compliance with this Article by the company's board of directors (or supervisory board), it shall be obligatory to notify the federal executive body authorised by the Government of the Russian Federation (hereinafter referred to as the authorised body) of the decision on determination of the price of units rendered by the company's board of directors (or supervisory board).

The following shall be submitted to the authorised body within the time period of three working days at most as of the date of rendering by the board of directors (or supervisory board) a decision on determination of the price of units:
a copy of the decision of the company's board of directors (or supervisory board) on determination of the price of units;

the appraiser's report on evaluation, if his attraction for evaluation of the price of units is obligatory under this Federal Law and in other cases, where an appraiser has been attracted for determining the price of units;

other documents (copies of the documents) containing information on determination of the price of units prepared by the company, its stockholders or the company's contractor, if under this Federal Law an appraiser's attraction is not obligatory and an appraiser has not been attracted for determining the price of units.

The authorised body within the time period of 20 days at most as of the date of receiving the said documents shall be entitled to send to the company its reasoned opinion.

The authorised body shall consider the submitted documents and shall verify them as to the compliance:

of the evaluation report prepared by the appraiser with the evaluation standards and the legislation on evaluation activity;

of the decision of the company's board of directors (or supervisory board) on determination of the price of units with the existing market price of similar units, if under this Federal Law an appraiser's attraction is not obligatory.

A motivated conclusion of the authorised body shall be directed to the company in case of taking by the authorised body of a decision that the price of the objects defined by a decision of the board of directors (supervisory board) of the company in accordance with this Article without involvement of a valuer, does not correspond to the current market prices for similar objects, and in case of taking by the authorised body of a decision that the evaluation report prepared by the valuer does not comply with the evaluation standards and the legislation on evaluation. If the authorised body, in the course of taking of a decision, receives a conclusion that the price of the objects defined by the decision of the board of directors (supervisory board) of the company in compliance with this Article without involvement of a valuer, the board of directors (supervisory board) of the company shall take a decision to refuse conclusion of a transaction or to establish the price of the objects with obligatory involvement of a valuer and observance of the procedure envisaged by this Article.

abrogated;

Information on changes:

See the text of paragraph 11 of Item 3 of Article 77 abrogated;

Information on changes:

See the text of paragraph 12 of Item 3 of Article 77

An opinion of the authorised body may be appealed against judicially on the basis of a company's claim.

In the event of sending a reasoned opinion to a self-regulated organisation of appraisers, the authorised body shall issue an order to suspend execution of the decision of the board of directors (or supervisory board) on determination of the price of units for the time period of conducting an expert examination of the appropriate evaluation report and shall concurrently send to the company a notification in respect of addressing the self-regulated organisation of appraisers for conducting such expert examination attaching thereto the said order and a copy of the reasoned opinion sent. The self-regulated organisation shall conduct such expert examination and on the basis of it shall send its opinion to the authorised body and the company within the time period of 20 days at most as of the date of receiving the reasoned opinion. If the self-regulated organisation of appraisers sends a negative opinion based on the results of the expert examination, the price of units determined by the company's board of directors (or supervisory board) in compliance with this Article shall be
declared incorrect.

Information on changes:

*See the text of paragraph 15 of Item 3 of Article 77*

If the authorised body has not sent to the company an opinion within the time period established by this Article, the price of units shall be declared correct and recommended for making a transaction.

The transaction made by a company in contravention of the procedure established by this Article or whose price is incorrect under this Article, can be declared invalid on the basis of a claim of the authorised body within six months as of the date when the authorised body learned or should have learned of making the transaction.

A court shall be entitled, subject to all the circumstances of the case, to deny declaring the transaction invalid, if the company can prove that the violations made are not major and the transaction has not entailed the infliction of damage to society, State and (or) a municipal formation.

Information on changes:

*Federal Law No. 343-FZ of July 3, 2016 amended Item 4 of Article 77 of this Federal Law. The amendments shall enter into force on January 1, 2017*

*See the Item in the previous wording*

4. Declaring invalid the decision of a general meeting of stockholders or the decision of the company's board of directors (supervisory board) provided for by Item 1 of this Article shall not entail declaring invalid the company's transactions made at the price fixed on the basis of the decision of the company's board of directors, other transactions, decisions of other company's bodies, issues of the company's serial securities for whose making, adoption or placement in compliance with the requirements of this Federal Law it is necessary to fix the price according to the rules established by this Article.

The person whose rights and/or legitimate interests are breached when applying to court shall be entitled to join the claims for declaring invalid the company's transactions, decisions of other company's bodies, issues of the company's serial securities for whose making, adoption or placement in compliance with the requirements of this Federal Law it is necessary to fix the price according to the rules, established by this article, with appealing against the decision of a general meeting of stockholders or the decision of the company's board of directors (supervisory board) provided for by Item 1 of this Article.

**Chapter X. Large-Scale Transactions**

**GARANT:**

For certain issues connected with putting into dispute major deals and deals with an interest, see *Decision* of the Plenary Session of the Higher Arbitration Court of the Russian Federation No. 28 of May 16, 2014.

*Federal Law No. 120-FZ of August 7, 2001 amended Article 78 of this Federal Law. The amendments shall come into force on January 1, 2002*

*See the text of the Article in the previous wording*

**Article 78. Major Deals**

Information on changes:

*Federal Law No. 343-FZ of July 3, 2016 reworded Item 1 of Article 78 of this Federal Law. The amendments shall enter into force on January 1, 2017*
See the Item in the previous wording

1. As a large-scale transaction shall be deemed a transaction (several interrelated transactions) which is beyond the limits of normal economic activities and with this:

1) is connected with acquisition, alienation or the possibility of alienation of property by the company directly or indirectly (in particular loan, credit, pledge, suretyship, acquisition of such number of stocks or other serial securities convertible into the public company's stocks that will entail the origination of the company's duty to forward an obligatory offer in compliance with Chapter XI.1 of this Federal Law whose price or balance sheet value amounts to 25 and more per cent of the balance sheet value of the company's assets estimated on the basis of data of its accounting (financial) reports/statements as of the last accounting date;

2) providing for the company's obligation to pass property for temporary possession and/or use or to grant to a third person the right to use the result of intellectual activities or individualization means under the terms of the licence, if their balance sheet value makes up 25 and more per cent of the balance sheet value of the company's assets estimated on the basis of data of its accounting (financial) reports/statements as of the last accounting date.

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 supplemented Article 78 of this Federal Law with Item 1.1. The Item shall enter into force on January 1, 2017

1.1. In the event of alienation or origination of the possibility of alienation of the property, the greatest of the two values that is, the balance sheet value of such property or the price of its alienation, shall be compared with the balance sheet value of the company's assets. In the event of property's acquisition, the price of such property's acquisition shall be compared to the balance sheet value of the company's assets.

In the event of transfer of the company's property for temporary possession and/or use, the balance sheet value of the property to be transferred for temporary possession or use shall be compared with the balance sheet value of the company's assets.

In the event of making by a company a transaction or several interrelated transactions involving the acquisition of stocks or other serial securities convertible into the stocks of a public company which will entail the origination of the company's obligation to acquire stocks or other serial securities convertible into the stocks of a public company, in compliance with Chapter XI.1 of this Federal Law the price of all the stocks or other serial securities convertible into stocks that can be acquired by the company by way of such transactions in compliance with Chapter XI.1 of this Federal Law shall be compared with the balance sheet value of the company's assets.

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 reworded Item 2 of Article 78 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

2. For the purpose of adoption by a general meeting of a company's stockholders of the decision on the consent to making a large-scale transaction, the cost of the property or of the rights to the results of intellectual activities which are the subject of the large-scale transaction shall be determined by the company's board of directors (supervisory board) in compliance with Article 77 of this Federal Law.

The company's board of directors (supervisory board) shall endorse an opinion about a large-scale transactions that shall contain, among other things, information about the supposed effects of making the large-scale transaction resulting from it and an assessment of the expediency of making the large-scale transaction. An opinion about a large-scale transaction shall be included into the information (materials) provided to stockholders while
making preparations for holding the general meeting of the company's stockholders where the item of giving consent to or of subsequent approval of the large-scale transaction is to be considered.

If a company has no board of directors (supervisory board), the conclusion of a large-scale transaction shall be endorsed by the company's sole executive body.

Information on changes:

**Federal Law No. 343-FZ of July 3, 2016 supplemented Article 78 of this Federal Law with Item 3. The Item shall enter into force on January 1, 2017**

3. The provisions of this chapter shall not apply:

1) to the companies where 100 per cent of voting stocks are possessed by a single person who is concurrently the only person having the authority of the company's sole executive body;

2) to the transactions connected with flotation or provision of the services involved in floatation (public offer) and/or organisation of floatation (public offer) of the company's stocks and serial securities convertible into the company's stocks (except for the terms of fixing and payment of remuneration to the person (persons) engaged in rendering the services provided for by this subitem);

3) to the relations originating when the rights to property are transferred in the course of the company's re-organisation, in particular under agreements on merger and agreements on affiliation;

4) to the transactions whose making is mandatory for the company in compliance with federal laws and/or other legal acts of the Russian Federation and settlements in respect of which are made at the prices fixed in the procedure established by the Government of the Russian Federation or at the prices and tariffs fixed by the federal executive power body authorized by the Government of the Russian Federation, as well as to the public contracts made by the company under the terms that do not differ from the terms of other public contracts made by the company;

5) to the transactions involving the acquisition of stocks or other serial securities convertible into the stocks of a public company which are made under the terms provided for by a mandatory offer to acquire stocks or other serial securities convertible into the stocks of the public company;

6) to the transactions made under the same terms as a preliminary contact, if such contract contains all the data provided for by Item 4 of Article 79 of this Federal Law and the consent to making it has been obtained in the procedure provided for by this chapter.

Information on changes:

**Federal Law No. 343-FZ of July 3, 2016 supplemented Article 78 of this Federal Law with Item 4. The Item shall enter into force on January 1, 2017**

4. For the purposes of this Federal Law, transactions that are not beyond the limits of normal economic activities mean any transactions made while exercising activities by an appropriate company or other organisations engaged in similar kinds of activities, regardless of whether such transactions have been earlier made by the given company, if such transactions do not lead to termination of the company's activities or to modification of their type or to a major change of their scale.

Information on changes:

**Federal Law No. 343-FZ of July 3, 2016 amended the title of Article 79 of this Federal Law. The amendments shall enter into force on January 1, 2017**

See the title in the previous wording

**Article 79. Procedure for the Obtainment of the Consent to Making or for Subsequent**
Approval of a Major Deal

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 reworded Item 1 of Article 79 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

1. The consent of the company's board of directors (supervisory board) or of a general meeting of the company's stockholders to making a large-scale transaction shall be obtained in compliance with this article.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 amended Item 2 of Article 79 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

2. The decision on the consent to making or on subsequent approval of a large-scale transaction whose subject is the property counting from 25 to 50 per cent of the balance sheet value of the company's assets shall be adopted unanimously by all the members of the company's board of directors (supervisory board) and, in so doing, the votes of retired members of the board of directors (supervisory board) shall not be taken into account.

If a unanimous decision of the board of directors (supervisory board) of the company has not been reached in respect of the approval of a major deal the matter of approving the deal may be referred by the board of directors (supervisory board) of the company to the general meeting of shareholders for consideration and decision. In such a case the decision of the consent to making or subsequent approval the major deal shall be adopted by the general meeting of shareholders by a majority vote of the shareholders owning voting shares and attending the general meeting of shareholders.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 amended Item 3 of Article 79 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

3. The decision to give consent to making or subsequent approval a major deal of which the subject matter is assets worth over 50 per cent of the balance sheet value of the company's assets shall be adopted by a general meeting of shareholders by a majority of three quarters of the votes of shareholders owning voting shares and attending the general meeting of shareholders.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 reworded Item 4 of Article 79 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

4. The adoption of the decision on the consent to making or on subsequent approval of a large-scale transactions whose subject is the property counting for more than 50 per cent of the balance sheet value of the company's assets determined on the basis of data of its accounting (financial) reports/statements as of the last accounting date shall pertain to the exceptional scope of authority of a general meeting of stockholders and may not be referred by the company's charter to the scope of authority of other company's bodies.

The decision on the consent to making or on subsequent approval of a large-scale transactions shall cite the person (persons) which is a party (parties) to such transactions, beneficiary (beneficiaries), price, subject of the large-scale transaction and other essential terms thereof or a procedure for determining them.

The decision on the consent to making a large-scale transaction may not cite a party to
the transaction and beneficiary, if the transaction is made by way of competitive bidding, as well as in other instances, if a party to such transaction and beneficiary cannot be determined by the time when the consent to making such transactions is obtained.

The provisions of Paragraph Three of this item shall not apply to transactions of the joint stock companies included into the list of strategic enterprises and strategic joint stock companies endorsed by the decree of the President of the Russian Federation on endorsement of the List of Strategic Enterprises and Strategic Joint Stock Companies, as well as of the joint stock companies whose 50 and more per cent of stocks are possessed by the Russian Federation and/or in respect of which the special right to participation of the Russian Federation in this company's management is used ("the golden share").

The decision on the consent to making a large-scale transaction may also contain an indication of the minimum and maximum parameters of such transaction's terms (the upper limit of the cost of the property's acquisition or the lower limit of the cost of the property's sale) or a procedure for their estimation, the consent to making a number of similar transactions, alternative versions of the terms of such transaction that requires the consent to making it, the consent to making a large-scale transactions on condition that several transactions are concurrently made.

The decision on the consent to making a large-scale transaction may cite the time period within which such decision is valid. If such time period is not specified in the decision, the consent shall be deemed valid within a year from the date when it is adopted, except if a different time period results from the essence and terms of the large-scale transaction to whose making the consent has been given or from the circumstances under which the consent was given.

A large-scale transaction may be made under a suspensive condition of obtaining the approval of its making in the procedure established by this Federal Law.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 reworded Item 5 of Article 79 of this Federal Law.

The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

5. If a large-scale transaction whose subject is the property counting for more than 50 per cent of the balance sheet value of the company's assets estimated on the basis of data of its accounting (financial) reports/statements as of the last accounting date is concurrently an interested party transaction and in compliance with this Federal Law the item of the consent to making a large-scale transaction is introduced for consideration by a general meeting of stockholders (Chapter XI of this Federal Law), the decision on the consent to making the large-scale transaction shall be deemed adopted, if the number of votes required in compliance with Item 4 of Article 49 of this Federal Law has been cast for it and the majority of votes of all the stockholders holding voting stocks that are not interested in making the transaction participating in the general meeting of stockholders. Where a large-scale transaction whose subject is the property counting for from 25 to 50 per cent of the balance sheet value of the company's assets estimated on the basis of the data of its accounting (financial) reports/statements as of the last accounting date is concurrently a transaction whose making is of interest and in compliance with this Federal Law the item of the consent to making the large-scale transaction is introduced for consideration by a general meeting of stockholders (Chapter XI of this Federal Law), the decision on the consent to making the large-scale transaction shall be rendered in the procedure provided for by Chapter XI of this Federal Law.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 reworded Item 6 of Article 79 of this Federal Law.
The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

6. A large-scale transaction made in defiance of the procedure for obtaining the consent to making it may be declared invalid (Article 173.1 of the Civil Code of the Russian Federation) on the basis of a claim of the company, of the member of the company's board of directors (supervisory board) or of the stockholder (stockholders) possessing in the aggregate at least one percent of the company's voting stocks. The limitation period in respect of the claim for declaring a large-scale transaction invalid, should it be missed, is not subject to restoration.

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 supplemented Article 79 of this Federal Law with Item 6.1. The Item shall enter into force on January 1, 2017

6.1. A court shall reject claims for declaring invalid a large-scale transaction made in the absence of a proper consent to making it where there is at least one of the following circumstances:

1) by the time of trying a case in court the proofs of the subsequent approval of making the given transaction have been presented;

2) when trying a case in court, it was not proved that other party to the given transaction knew or wittingly must have known that the transaction was a large scale one for the company and/or about the absence of a proper consent to making it.


Information on changes:
See the text of Item 7 of Article 79

Article 80. Abolished from July 1, 2006.

Information on changes:
See the text of Article 80

Chapter XI. Interest in Conclusion of a Transaction by a Company

GARANT:

For certain issues connected with putting into dispute major deals and deals with an interest, see Decision of the Plenary Session of the Higher Arbitration Court of the Russian Federation No. 28 of May 16, 2014

Article 81. Interested Party Deals

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 reworded Item 1 of Article 81 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

1. As an interested party transaction shall be deemed the one which is of interest for a member of the company's board of directors (supervisory board), for the sole executive body, for a member of the company's collective executive body or for the person who is the company's controlling person or for the person entitled to give to the company instructions to be followed without fail.

The cited persons shall be deemed interested in making a transaction by the company, if they, their spouses, parents, children, full-blood and half-blood brothers and sisters, adoptive parents and adopted children and/or the persons or organisations which are under
their control:

- are a party, beneficiary, intermediary or representative in the transaction;
- are the controlling person of the legal entity which is a party to the transaction, beneficiary, intermediary or representative in the transaction;
- hold positions in the managerial bodies of the legal entity which is a party, beneficiary, intermediary or representative in the transaction, as well as positions in the managerial bodies of the management organisation of such legal entity.

For the purposes of this chapter, as the controlling person shall be deemed the one entitled to dispose directly or indirectly (through the persons under control thereof) by virtue of participation in an organisation under control thereof and/or on the basis of contracts of property trust management and/or ordinary partnership, and/or agency, and/or shareholder’s agreement and/or other agreement whose subject is the exercise of the rights certified by stocks (shares) of an organisation under control thereof, of 50 per cent of votes in the supreme managerial body of the organisation under control thereof or to appoint (elect) the sole executive body and/or over 50 per cent of the composition of the collective managerial body of an organisation under control thereof. As a person under control (organisation under control) shall be deemed the legal entity which is under direct or indirect control of the controlling person.

For the purposes of this chapter, the Russian Federation, a constituent entity of the Russian Federation or municipal entity shall not be deemed controlling persons.

As an interested person in the joint stock companies included into the list of strategic enterprises and strategic joint stock companies which is endorsed by the decree of the President of the Russian Federation on endorsing the List of Strategic Enterprises and Strategic Joint Stock Companies, as well as of the joint stock companies whose 50 and more per cent of stocks are in ownership of the Russian Federation and/or in respect of which the special right of the Russian Federation to participate in managing this company (“golden share”) is used, apart from the persons cited in this article, shall be deemed the person entitled to dispose directly or indirectly (through the persons under control thereof) of over 20 per cent of votes in the supreme managerial body of an organisation under control thereof and/or the right to appoint (elect) over 20 per cent of the composition of the collective managerial body of the organisation under control thereof.

Information on changes:

*Federal Law No. 343-FZ of July 3, 2016 supplemented Article 81 of this Federal Law with Item 1.1. The Item shall enter into force on January 1, 2017*

1.1. A company is bound to notify of an interested party transaction members of the company's board of directors (supervisory board), members of the company's collective executive body and, if all the members of the company's board of directors (supervisory board) are interested in making it or, if its establishment is not provided for by law or the company's charter, stockholders in the procedure provided for reporting on calling a general meeting of stockholders, unless a different procedure is stipulated by the company's charter. The company's charter may provide for the obligation to notify stockholders along with members of the company's board of directors (supervisory board).

The notification shall be forwarded at the latest 15 days before the date of making an interested party transaction, unless a different time is fixed by the company's charter, and it shall cite the person (persons) being a party (parties), beneficiary (beneficiaries) thereto, price, subject of the transaction and other major terms thereof or a procedure for determining them, as well as the person (persons) interested in making the transaction, grounds on which the person (each of the persons) interested in making it is such.

When preparing for the conduct of an annual general meeting of stockholders of a public company, the persons entitled to participate in the annual general meeting of
stockholders shall be presented a report on the interested party transactions made by the company in the accounting year. The cited report shall be signed by the company's sole executive body and endorsed by the company's board of directors (supervisory board), and the reliability of the data contained therein shall be confirmed by the company's checkup committee (inspector).

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 worded Item 2 of Article 81 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

2. The provisions of this chapter shall not apply to:

1) the transactions made in the course of the company's normal economic activities, provided that the company repeatedly within a long time period has been making under similar conditions analogous transactions which are of no interest, in particular to the transactions made by credit organisations in compliance with Article 5 of the Federal Law on Banks and Banking Activity;

2) to the companies where 100 per cent of voting stocks are possessed by a single person who is concurrently the only person having the authority of the company's sole executive body;

3) to the transactions which are of interest for all the owners of the company's voting stocks, provided that there is no interest of other persons, except if the charter of a non-public company stipulates the right of a stockholder to demand the obtaining of the consent to making such transaction prior to making it;

4) to the transactions connected with floatation, in particular by way of subscription, of the company's stocks and serial securities convertible into the company's stocks;

5) to the transactions involving the floatation of bonds by the company by way of subscription or acquisition by the company of the bonds placed by it;

6) to the transactions involving the acquisition or repurchase by the company of the stocks placed by it;

7) to the relations originating when the rights to property are transferred in the course of the company's re-organisation, in particular under agreements on merger or agreements on affiliation;

8) to the transactions to be made by the company without fail in compliance with federal laws and/or other legal acts of the Russian Federation settlements in respect of which are made at the prices fixed in the procedure established by the Government of the Russian Federation or at the prices and tariffs fixed by the federal executive power body authorized by the Government of the Russian Federation, as well as to public contracts made by the company under the terms that do not differ from the terms of other public contracts made by the company;

9) to the transactions which are made in compliance with Items 6 - 8 of Article 8 of Federal Law No. 35-FZ of March 26, 2003 on Electric Energy Industry;

10) to the transactions made under the same terms as a preliminary contract, if such contract contains all the data provided for by Item 6 of Article 83 of this Federal Law and the consent to its making has been received in the procedure provided for by this chapter;

11) to the transactions made in the course of public bidding or on the basis of the results of public bidding, if the terms of holding such bidding or of participation in them have been endorsed by the company's board of directors in advance;

12) to the transactions whose subject is the property whose price or balance sheet value makes up at most 0.1 per cent of the balance sheet value of the company's assets on the basis of data of its accounting (financial) reports/statements as of the last accounting date,
provided that the size of such transactions does not exceed the limit values established by the Bank of Russia.

Information on changes:

*Federal Law* No. 343-FZ of July 3, 2016 amended Article 82 of this Federal Law. The amendments shall enter into force on January 1, 2017

*See the Article in the previous wording*

**Article 82.** Information on Interest in Making a Transaction by a Company

1. The persons cited in Paragraph One of Item 1 of Article 81 of this Federal Law within two months from the date when they came to know or must have come to know about the occurrence of the circumstances by whose virtue they can be declared interested in making transactions by a company are bound to notify the company about the following:

   1) the legal entities in respect of which they, their spouses, parents, children, full-blood and half-blood brothers and sisters, adoptive parents and adopted children and/or the organisations under their control are controlling persons or have the right to give instructions to be followed without fail;

   2) the legal entities in whose managerial bodies they, their spouses, parents, children, full-blood and half-blood brothers and sisters, adoptive parents and adopted children and or the persons under their control hold some positions;

   3) about the transactions being made or to be made which are known to them in respect of which they can be declared as interested persons.

2. In the event of changes in the data cited in Subitems 1 and 2 of Item 1 of this article, after receiving by a company the notification provided for by Item 1 of this article the persons cited in Paragraph One of Item 1 of Article 81 of this Federal Law are bound to notify the company about changes in such data within 14 days after the date when they came to know or must have come to know about the changes in them.

3. The requirements for the procedure for forwarding and for the form of the notifications provided for by Items 1 and 2 of this article shall be established by the Bank of Russia.

4. A company shall brought the information contained in the notifications provided for by Items 1 and 2 of this article which have been received by them to the knowledge of the company's board of directors (supervisory board), the company's checkup commission (inspector), as well as to the company's auditor at the request thereof.

Information on changes:

*Federal Law* No. 343-FZ of July 3, 2016 amended the title of Article 83 of this Federal Law. The amendments shall enter into force on January 1, 2017

*See the title in the previous wording*

**Article 83.** Procedure for Making an Interested Party Deal

Information on changes:

*Federal Law* No. 343-FZ of July 3, 2016 reworded Item 1 of Article 83 of this Federal Law. The amendments shall enter into force on January 1, 2017

*See the Item in the previous wording*

1. An interested party transaction shall not require the obligatory preliminary consent to making it.

   The consent of the company's board of directors (supervisory board) or of a general meeting of stockholders in compliance with this article may be obtained in respect of an interested party transaction on demand of the sole-executive body, a member of the
company's collective executive body, a member of the company's board of directors (supervisory board) or of the stockholder (stockholders) holding at least one per cent of the company's voting stocks.

The demand to hold a general meeting of stockholders or a sitting of the company's board of directors (supervisory board) for solving the issue of the consent to making an interested party transaction shall be forwarded and considered in the procedure provided for by Article 55 of this Federal Law. The company's board of directors (supervisory board) is entitled to reject the demand to hold a general meeting of stockholders or a sitting of the company's board of directors (supervisory board) on the grounds provided for by Article 55 of this Federal Law, as well as if at the time when the demand is being considered there is already the decision on the consent or on the refusal to give the consent to making the appropriate transaction. The demand may be repeatedly made at the earliest in three months, unless a shorter period is provided for by the company's charter.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 amended Item 2 of Article 83 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

2. Where it is provided for by Item 1 of this article, in a non-public company the decision on the consent to make an interested party deal shall be adopted by the board of directors (supervisory board) of the company by a majority of votes of the directors, if the need for a greater number of votes is not provided for by the company's charter, who are not interested in the accomplishment thereof. If the number of the directors who are not interested makes up less than the quorum required by the charter for holding a meeting of the board of directors (supervisory board) of the company a decision on this matter shall be adopted by the general meeting of shareholders in compliance with the procedure set out in Item 4 of the present article.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 reworded Item 3 of Article 83 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

3. Where it is provided for by Item 1 of this article, in a public company the decision on the consent to making an interested party transaction shall be adopted by the company's board of directors (supervisory board) by a majority vote (if the need for a greater number of votes is not provided for by the company's charter) of the directors who are not interested in making it and who are not and were not within the year preceding the decision's adoption:

1) the person exercising the functions of the company's sole executive body, in particular its manager, a member of the company's collective executive body, or the person holding positions in the managerial bodies of the company's management company;

2) the person whose spouse, parents, children, full-blood and half-blood brothers and sisters, adoptive parents and adopted children are the persons holding positions in the managerial bodies of the company's management organisation, in the company's management organisation or the person who is the company's manager;

3) the person controlling the company or the management organisation (manager) to which the functions of the company's sole executive body have been transferred or the person entitled to give instructions to the company to be followed without fail.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 supplemented Article 83 of this Federal Law with Item 3.1. The Item shall enter into force on January 1, 2017

3.1. Where the number of the directors who are not interested in making a transaction
and who satisfy the requirements established by Item 3 of this article is less than two, if a greater number of directors making up the quorum for holding a sitting of the board of directors (supervisory board) of a public company in respect of this item is not provided for by the charter of the public company, such transaction shall require the consent of a general meeting of stockholders to making it in the procedure provided for by Item 4 of this article.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 supplemented Article 83 of this Federal Law with Item 3.2. The Item shall enter into force on January 1, 2017

3.2. The company's charter may provide that all or some interested party transactions that do not require the consent of a general meeting of stockholders to making it in compliance with Item 4 of this article shall require, where it is provided for by Item 1 of this article, the consent to their making of the directors which are not interested in making the transaction and satisfying both the requirements established by Item 3 of this article and the additional criteria defined by the company's charter. On such occasion, the company's charter shall also provide for in respect of this item the quorum for holding a sitting of the board of directors (supervisory board) which may not be less than two directors.

If the number of such directors becomes less than the number making up the quorum defined by the charter for holding a sitting of the company's board of directors (supervisory board) in respect of the given item, this decision shall be adopted by a general meeting of stockholders in the procedure provided for by Item 4 of this article.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 reworded Item 4 of Article 83 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

4. The decision on the consent to make an interested party transaction shall be adopted by a general meeting of stockholders by a majority vote of all the company's stockholders possessing the company's voting stocks that participate in voting and are not interested in making the transaction in the following instances:

if the subject of the transaction or of several interrelated transactions is the property whose cost according to the accounting data (the asking price of the property to be acquired) makes up 10 and more per cent of the balance sheet value of the company's assets according to the data of its accounting (financial) reports/statements as of the last accounting date, except for the transactions provided for by Paragraphs Three and Four of this item;

If the transaction or several interrelated transactions represent the sale of ordinary stocks making up over two per cent of the ordinary stocks that have been earlier placed by the company and of the ordinary stocks into which the earlier placed serial securities convertible into stocks may be converted, unless the company's charter provides for a less number of stocks;

If the transaction or several interrelated transactions represent the sale of preferred stocks making up over two per cent of the stocks that have been earlier placed by the company and of the stocks into which may be converted the previously placed serial securities convertible into stocks, if a lesser number of stocks is not provided for by the company's charter.

Information on changes:

Federal Law No. 343-FZ of July 3, 2016 supplemented Article 83 of this Federal Law with Item 4.1. The Item shall enter into force on January 1, 2017

4.1. If when making by a non-public company a transaction that requires the obtainment of the consent to making it in compliance with Item 4 of this article, all the stockholders possessing the company's voting stocks are declared interested in it and, in so
doing, any of such stockholders requires the obtainment of the consent to making it on condition that such right is granted thereto by the company's charter, this consent shall be given by a majority vote of all the stockholders possessing the company's voting stocks that participate in voting.

If when making a transaction requiring the consent to making it in compliance with Item 4 of this article all the stockholders possessing the company's voting stocks are recognised as being interested in it and, with this, other person (other persons) are interested in it in compliance with Item 1 of Article 81 of this Federal Law, the consent to making such transaction shall be given by a majority vote of all the stockholders possessing the company's voting stocks that take part in voting.


Information on changes:
See the text of Item 5 of Article 83

Federal Law No. 343-FZ of July 3, 2016 reworded Item 6 of Article 83 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

6. The rules provided for by Item 4 of Article 79 of this Federal Law shall apply to the decision on making an interested party transaction. Furthermore, the decision on the consent to making a transaction shall cite the person (persons) that are interested in making the transaction and the grounds on which the person (each of the persons) interested in making the transaction are deemed such.

7. For the purpose of the board of directors (supervisory board) of a company and the general meeting of shareholders adopting a decision to approve an deal the price of alienated or acquired assets or services shall be determined by the board of directors (supervisory board) of the company under Article 77 of the present Federal Law.

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 reworded Item 8 of Article 83 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

8. The charter of a non-public company may establish a procedure for approving interested party transactions other than the one established by this chapter or it may establish that the provisions of Chapter XI of this Federal Law do not apply to this company. Such provisions may be stipulated by the charter of a non-public company when it is being established or when amending the company's charter by decision of a general meeting of stockholders unanimously adopted by the all the stockholders thereof.

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 reworded the title of Article 84 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the title in the previous wording

Article 84. A Procedure for Disputing a Transaction to Whose Making the Consent Has Not Been Obtained

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 reworded Item 1 of Article 84 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

1. If an interested party transaction is made in the absence of the consent to making it, a member of the company's board of directors (supervisory board) or the stockholder
(stockholders) thereof possessing in the aggregate at least one per cent of the company's voting stocks are entitled to make the demand with the company to provide information concerning the transaction, in particular the documents or other data proving that the transaction does not infringe upon the company's interests (in particular it has been done under the terms which do not essentially differ from the market ones). The cited information shall be provided to the person that has made the demand to present it within at most 20 days from the date when this demand is received.

An interested party transaction may be declared invalid (Item 2 of Article 174 of the Civil Code of the Russian Federation) on the basis of a company's claim, of a member of the company's board of directors (supervisory board) or of its stockholders (stockholder) possessing in the aggregate at least one per cent of the company's voting stocks, if it is made in the prejudice of the company's interests and it is proved that the other party to the transaction knew or wittingly must have known that the transaction was for the company an interested party transaction and/or that there was no consent to making it. With this, the absence of the consent to making a transaction shall not itself be the grounds for declaring such transaction invalid.

The imitation period in respect of the demand to declare an interested party transaction invalid, should it be missed, is not subject to restoration.

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 supplemented Article 84 of this Federal Law with Item 1.1. The Item shall enter into force on January 1, 2017

1.1. The detriment to the company's interests as a result of making an interested party transaction is supposed, unless proved otherwise, in the presence of the aggregate of the following conditions:
1) there is no consent to the transaction's making or its subsequent approval;
2) the person that has made the demand to declare the transaction invalid has not been provided with information in respect of the transaction being disputed in compliance with Item 1 of this article.

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 amended Item 2 of Article 84 of this Federal Law. The amendments shall enter into force on January 1, 2017

See the Item in the previous wording

2. An interested person on the basis of the company's claim or the one made by a stockholder thereof shall be liable with respect to the company in the amount of the losses caused to the company, regardless of whether the appropriate transaction has been declared invalid. If several persons bear responsibility, their responsibility to the company shall be joint and several.

Information on changes:
Federal Law No. 343-FZ of July 3, 2016 supplemented Article 84 of this Federal Law with Item 3. The Item shall enter into force on January 1, 2017

3. If as of the date of making an interested party transaction the person cited in Paragraph One of Item 1 of Article 81 of this Federal Law failed to discharge the duty of notifying the company about the occurrence of the circumstances by whose virtue the cited person might be declared interested in it in compliance with Article 82 of this Federal Law, it shall be supposed that the cited person is guilty of causing damage to the company by such transaction.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended the title of Chapter XI.1 of this Federal Law.
Chapter XI.1. Acquisition of More Than 30 Per Cent of Shares of an Open Company

Article 84.1. Voluntary Offer to Acquire Over 30 Per Cent of Shares of an Public Company

1. The person intending to acquire more than 30 per cent of the total number of common stock and preference stock of an public company entitling one to vote in compliance with Item 5 of Article 32 of this Federal Law, subject to the stock possessed by this person and by affiliated persons thereof, shall have the right to send to the public company a public offer, addressed to the shareholders possessing shares of appropriate categories (types), to acquire the shares of the public company that they have in their ownership (hereinafter also referred to as a voluntary offer).

A public offer may likewise contain an offer to owners of issuable securities convertible into the shares, specified in Paragraph One of this Item, to acquire such securities that they have in their ownership.

A voluntary offer shall be deemed made to all holders of the appropriate securities as of the time of its receipt by an public company.

2. The following must be indicated in a voluntary offer:
   name or denomination of the person making the voluntary offer and other data provided for by Item 3 of this Article, as well as information on his place of residence or location;
   name or denomination of shareholders of the public company that are affiliated persons of the person that has sent the voluntary offer;
   number of shares of the public company possessed by the person that has sent the voluntary offer and by affiliated persons thereof;
   kind, category (type) and number of the securities to be acquired;
   bid for the securities to be acquired or procedure for determining it. In the event that in the voluntary offer there is indicated the procedure for determining the price of the securities being acquired, then there must be ensured a uniform price of the acquisition of securities of this kind or category (type) for all their holders;
   the period, procedure and form of payment for the securities being acquired. The
voluntary offer must stipulate the payment with money for the securities being acquired. The voluntary offer may provide the opportunity for the holder of the securities being acquired, of choosing the form of payment for the securities being acquired with money or with other securities;

- time period for accepting a voluntary offer (the time period within which an application for sale of securities must be received by the person that has sent the voluntary offer) that may not be less than 70 days and more that 90 days as of the time of receipt of the voluntary offer by an public company;

  paragraph 9 has lost force from July 1, 2016;

Information on changes:

See the text of paragraph 9 of Item 2 of Article 84.1

paragraph 10 has lost force from July 1, 2016;

Information on changes:

See the text of paragraph 10 of Item 2 of Article 84.1

data on the person that has sent the voluntary offer to be shown in an order to transfer securities;

data on the guarantor that has granted a bank guarantee in compliance with Item 5 of this Article and on the terms of the bank guarantee.

If the person that has sent a voluntary offer acts in the interests of a third person but in his own name, the voluntary offer must likewise contain the name or denomination of the person in whose interests the person, that has the sent the voluntary offer, acts.

A voluntary offer concerning acquisition of securities circulating at organised auctions must contain a note, made by the Bank of Russia, on the date of submission thereto the preliminary notification provided for by Article 84.9 of this Federal Law.

3. If the person that has sent a voluntary offer is a legal entity, the voluntary offer shall be likewise shown data on all persons that:

  independently or jointly with their affiliated persons have 20 and more per cent of votes in the supreme governing body of this legal entity;

  have 10 and more per cent of votes in the supreme governing body of this legal entity and are registered in the states and on the territories that grant a privileged tax treatment and (or) do not provide for disclosure and supply of information when making financial operations (in off-shore zones). For this, information on the persons, in whose interests the stock (shares) of a legal entity registered on the territory of an offshore zone are possessed, shall be likewise provided.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 4 of Article 84.1 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

4. The voluntary offer can contain other information and conditions not envisaged by Items 2 and 3 of this Article, including the minimum number of securities, regarding which applications for sale shall be filed and plans of the person that sent the voluntary offer regarding the public company, including plans for its employees.

5. To a voluntary offer must be attached a bank guarantee providing for the guarantor's commitment to pay previous holders of the securities the price of sold securities in the event of a failure of the person that has sent the voluntary offer to discharge the duty of paying for acquired securities in due time. This bank guarantee may not be withdrawn, and may not contain a requirement for submission by beneficiaries of documents that are not provided for by this Chapter. The duration of the bank guarantee must expire at the earliest in six months after the end of the time period for payment for acquired securities specified in the voluntary
offer.

6. A public offer to acquire the shares of a public company indicated in Item 1 of this Article, whose acceptance results in the intent of the person that has made the public offer to acquire over 30 per cent of the total number of such shares subject to the shares possessed by this person and by affiliated persons thereof, may be made solely in the procedure provided for by this Chapter.

It shall not be allowable for the said person to invite offers concerning acquisition of such share of stock or to invite offers concerning acquisition of such stock without indication of their number.

The person that has sent a voluntary offer shall not be entitled to acquire the stock, in respect of which such offer is made, under terms that differ from the terms of the voluntary offer prior to the expiry of the time period for acceptance thereof.

In the event of making transactions in defiance of the requirements of this Item, the results, provided for by Item 6 of Article 84.3 of this Federal Law, shall ensue.

7. The provisions of this chapter shall not apply:

when acquiring over 30 per cent of the stocks of a joint stock investment fund established in compliance with Federal Law No. 156-FZ of November 29, 2001 on Investment Funds/Trusts;

GARANT:

The provisions of Paragraph Three of Item 7 of Article 84.1 of this Federal Law (in the wording of Federal Law No. 145-FZ of July 28, 2012) shall extend to the legal relations resulting from the repo contracts made by the Central Bank of the Russian Federation before the date when the said Federal Law enters into force.

1. A person that has acquired over 30 per cent of the total number of the stocks of a public company indicated in Item 1 of Article 84.1 of this Federal Law subject to the stocks, possessed by this person and affiliated persons thereof, shall be obliged within 35 days, as of the time of making the appropriate receipt entry into the personal account (depo account) or from the moment when the person learned or had to learn that he independently or jointly with his affiliated persons owns the indicated number of such shares, to send to the stockholders possessing the remaining stocks of the appropriate categories (types) and to holders of the issuable securities convertible into such stocks, a public offer to acquire such securities thereof (hereinafter referred to as an obligatory offer).

An obligatory offer shall be deemed made to all holders of the appropriate securities as of the time of its receipt by a public company.

Before the expiry of the time period for acceptance of an obligatory offer the person, that sent the obligatory offer, shall not be entitled to acquire the securities, in respect of which the obligatory offer is made, under terms that differ from those of the obligatory offer.

2. The following must be indicated in a voluntary offer:

name or denomination of the person making the obligatory offer and other data provided for by Item 3 of Article 84.1 of this Federal Law, as well as information on its place of residence or location;

name or denomination of the shareholders of a public company which are affiliated persons of the person that sent the obligatory offer;

number of shares of a public company possessed by the person that sent the obligatory offer and by affiliated persons thereof;

kind, category (type) and number of the securities to be acquired;

bid for the securities to be acquired or procedure for determining it (taking into account the requirements of paragraph six of Item 2 of Article 84.1 of this Federal Law), as well as its substantiation, including data on the compliance of the bid for the securities to be acquired with the requirements of Item 4 of this Article;

time period for acceptance of the obligatory offer (time period within which an application for sale of securities must be received by the person that has sent the obligatory offer) that may not be less than 70 and more than 80 days as of the time of a public company receiving the obligatory offer;

paragraph 8 has lost force from July 1, 2016;

paragraph 9 has lost force from July 1, 2016;

the term for payment for securities that shall not exceed 17 days from the moment of the expiry of the term for acceptance of the mandatory offer;

procedure and form for payment for the securities;
data on the person that sent the obligatory offer to be shown in an order to transfer securities;

data on the guarantor that has granted a bank guarantee in compliance with Item 3 of this Article and on the terms of the bank guarantee.

In case of definition of the market value of securities by a valuer, a copy of the valuer’s report stating the market value of the securities to be repurchased shall be attached to the mandatory offer directed to the public company.

The mandatory offer shall contain a mark of the Bank of Russia containing the date of provision to it of a preliminary notification envisaged by Article 84.9 of this Federal Law.

The mandatory offer can contain the plans of the person that sent the mandatory offer related to the public company, including plans regarding its employees.

It shall not be allowable to state in an obligatory offer terms that are not provided for by this Item.

3. A bank guarantee complying with the requirements of Item 5 of Article 84.1 of this Federal Law must be attached to an obligatory offer.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 4 of Article 84.2 of this Federal Law

See the Item in the previous wording

4. The price of the securities to be acquired which is based on an obligatory offer may not be less that the average weighted price thereof determined on the basis of the results of organised auctions within the six months preceding the date of sending the obligatory offer to the Bank of Russia in compliance with Items 1 and 2 of Article 84.9 of this Federal Law. If securities are circulated at the organised auctions of two and more trade organisers, their average-weighted price shall be defined by the results of the organised auctions of all trade organisers where these securities are circulated for six and more months.

If securities are not circulated at organised auctions or are circulated at organised auctions for less than six months, the price of the acquired securities cannot be less than their market value defined by an assessor. For this the market value of one appropriate stock (other security) shall be assessed.

If within six months preceding the date of sending to an public company an obligatory offer the person that sent the obligatory offer or affiliated persons thereof, has acquired or undertaken to acquire the appropriate securities, the price of the securities to be acquired may not be less that the maximum price at which the said persons acquired or undertook to acquire these securities.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 5 of Article 84.2 of this Federal Law

See the Item in the previous wording

5. An obligatory offer must provide for payment for the securities to be acquired in monetary funds.

An obligatory offer may provide for an opportunity to chose the form of payment for holders of the securities to be acquired to chose the form of payment for these securities in monetary funds or in other securities.
The monetary estimate of securities, at which acquired securities may be paid for shall be not higher than their average-weighted price defined by the results of organised auctions for six months preceding the date of sending an obligatory proposal to a public company, and if securities are not circulated at organised auctions or are circulated at organised auctions for less than six months - not higher than their market value defined by an independent assessor. The documents, proving the value of the said securities in monetary terms, shall be attached to the obligatory offer.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 6 of Article 84.2 of this Federal Law
See the Item in the previous wording

6. From the time of acquiring over 30 per cent of the total number of the stocks of a public company, specified in Item 1 of this Article, and up to the date of sending to the public company an obligatory offer complying with the requirements of this Article, the person specified in Item 1 of this Article and affiliated persons thereof shall be entitled to vote solely with respect to the stocks constituting 30 per cent of the said stocks. For this, the remaining stocks, possessed by this person and by affiliated persons thereof, shall not be deemed to be voting shares and shall not be taken into account when mustering a quorum.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 7 of Article 84.2 of this Federal Law
See the Item in the previous wording

7. The rules of this Article shall extend to acquisition to a share of the stocks (specified in Item 1 of Article 84.1 of this Federal Law) that exceeds 50 and 75 per cent of the total number of such stocks of an public company. In this case, the restrictions, established by Item 6 of this Article, shall extend solely to the newly acquired stocks exceeding the appropriate share.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 8 of Article 84.2 of this Federal Law
See the Item in the previous wording

8. The requirements of this Article shall not apply when:
- acquiring stocks in the event of establishment or re-organisation of a public company, transformation of non-state pension funds which are non-profit organisations into a public company;
- acquiring stocks on the basis of a previously sent voluntary offer to acquire all the securities of a public company provided for by Item 1 of this Article, if such voluntary offer complies with the requirements contained in Items from 2 to 5 of this Article;
- acquiring stocks on the basis of a previously sent obligatory offer;
- transfer of stocks by a person to affiliated persons thereof or transfer of stocks to a person by affiliated persons thereof, and also as a result of dividing the common property of spouses and by way of inheritance;
paying off a part of shares of a public company;
acquiring stocks as a result of a stockholder exercising of the priority right to acquisition of additional stocks being placed;
acquiring stocks as a result of their placement by the person indicated in the securities prospectus as the person rendering services of arranging placement and (or) placing stocks, provided that the time period for possession of such securities by this person is six months at most;
sending a public company a notification for holders of securities that they are entitled to demand repurchase of the securities in compliance with Article 84.7 of this Federal Law;
sending a public company a demand to repurchase securities in compliance with Article 84.8 of this Federal Law;
acquisition of shares for the purpose of forming property of the state corporation created on the basis of a state law at the expense of a property contribution of the Russian Federation;
acquisition of shares as a result of contributing them by the Russian Federation, a subject of the Russian Federation or by a municipal formation into the authorised capital of a public joint stock company the holder of over 50 per cent of ordinary shares of which is or becomes, as a result of such contribution, the Russian Federation, the subject of the Russian Federation or the municipal formation;
acquisition of shares contributed in payment for the additional shares, placed by means of a closed subscription, of a public joint stock company included in the list of Strategic Enterprises and Strategic Joint Stock Companies approved by the President of the Russian Federation;

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended the title of Article 84.3 of this Federal Law
See the title in the previous wording

Article 84.3. Duties of a Public Company after Receiving a Voluntary or Obligatory Offer. Procedure for Acceptance of a Voluntary or Obligatory Offer

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 84.3 of this Federal Law
See the Item in the previous wording
1. A voluntary or obligatory offer shall be sent to the securities holders, which it is addressed to, through a public company.

After receiving by a public company a voluntary or obligatory offer, the board of directors (or supervisory board) of the public company shall be obliged to adopt recommendations in respect of the offer received, including assessment of the bid for the securities to be acquired and of probable change of their market value after acquisition thereof, assessment of plans of the person that has sent the voluntary or obligatory offer concerning the public company, and also those in respect of employees thereof.

Abrogated.

Information on changes:
See the text of paragraph 3 of Item 1 of Article 84.3 Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 84.3 of this Federal Law
See the Item in the previous wording

2. Within 15 days from the date of receipt of a voluntary or mandatory offer the public company shall be obliged to send such offer, specifying the date of its receipt and recommendations of the board of directors (supervisory board) of the public company, to holders of securities, to which it is sent, through the procedure envisaged by this Federal Law for notification of the holding of a general meeting of shareholders and, in case of purchase of bonds convertible into shares - for notification of the holding of a meeting of holders of such bonds.

paragraph 2 has lost force from July 1, 2016.

Information on changes:
See the text of paragraph 2 of Item 2 of Article 84.3

Where the statutes of a public company specify a printed publication for publishing announcements on holding a general meeting of stockholders, a voluntary or obligatory offer and recommendations of the board of directors (or supervisory board) of a public company must be published by the public company in this printed publication within 15 days as of the date of receiving the voluntary or obligatory offer.

If the person that sent the mandatory offer provides a valuer's report on the market value of the securities to be purchased, the public company, when sending the mandatory offer to the holders of the securities, shall attach to it a copy of the substantive provisions of the valuer's report on the market value of the securities. The public company shall be obliged to give the holders of securities to be purchased access to the valuer's report on the market value of the securities through the procedure set by Item 2 of Article 91 of this Federal Law.

Concurrently with sending a voluntary or obligatory offer to securities holders a public company shall be obliged to send recommendations of the board of directors (or supervisory board) of the public company to the person that sent the appropriate offer.

The outlays of the public company connected with discharge of the duties, provided for by this Item, shall reimbursed by the person that sent a voluntary or obligatory offer.

The requirements of this Item concerning the sending and publishing of the recommendations of the board of directors (supervisory council) of a public company shall be applicable to the public companies having such a body of management.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 3 of Article 84.3 of this Federal Law
See the Item in the previous wording
3. After sending a public company a voluntary or obligatory offer the person, that sent the appropriate offer, shall have the right to bring information concerning this offer to knowledge of the appropriate securities' owners in any other way. In doing this, the volume and contents of such information must comply with the volume and contents of the data included in the voluntary or obligatory offer.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 4 of Article 84.3 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

4. Holders of securities to whom the mandatory or voluntary offer is addressed shall have the right to accept it by way of filing an application for sale of the securities using the procedure envisaged by Items 4.1 and 4.2 of this Article. The application for sale of the securities shall contain information that makes it possible to identify the holder of the securities, the type, category (class) and the number of securities that their holder agrees to sell to the person that has sent the voluntary or mandatory offer and the chosen form of payment. The application for sale of securities on the basis of a voluntary offer can also specify the minimum number of shares that the shareholder agrees to sell in the case envisaged by Item 5 of this Article.

The holder of the securities to be sold or the nominal holder included in the register of shareholders of a public company shall provide the registrar of the public company with information on the personal or depo account on which the securities shall be credited as payment, if the form of payment for securities is other securities. The information shall be received by the registrar of the public company not later than the day of expiry of the term for acceptance of a voluntary or mandatory offer.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 84.3 of this Federal Law with Item 4.1. The Item shall enter into force on July 1, 2016

4.1. Application of the securities holder included in the register of shareholders of the public company regarding sale of the securities shall be filed with the registrar of the public company through the procedure envisaged by Item 3 of Article 76 of this Federal Law for setting a demand for repurchase of shares by the company. The holder of the securities shall have the right to recall the application for sale of securities before the expiry of the term for acceptance of a voluntary or mandatory offer, including cases when he sends the application for sale of the securities to the person that sent a competitive offer envisaged by Article 84.5 of this Federal Law. In such case, the application for sale of securities shall be recalled through the procedure set in this Article.

From the day of receipt by the company's registrar of the application of the securities holder included in the register of company's shareholders for sale of securities and to the day of making an entry on transfer of title to the securities to the person that had sent a voluntary or mandatory offer, or to the day of receipt of a recall of the application their holder shall have no right to dispose of such securities, pledge or otherwise encumber them, and the company's registrar shall make an entry on such restriction on the account where the title of the securities holder to the securities is recorded, without any orders of the latter.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 84.3 of this Federal Law with Item 4.2. The Item shall enter into force on July 1, 2016

4.2. Application of the securities holder not included in the register of shareholders of the company for sale of the securities or recall of such application shall be sent using the
procedure set by Item 3.1 of Article 76 of this Federal Law for making a demand for repurchase of shares by the company.

From the day of receipt by the nominal holder of an instruction of the securities holder for sending an application for sale of securities and to the day of making an entry on transfer of title to the securities to the person that sent a voluntary or mandatory offer on the account of such nominal holder or to the day of receipt by the nominal holder of information on receipt by the company's registrar of a recall of the application, their holder shall have no right to dispose of such securities, pledge or otherwise encumber them, and the company's registrar shall make an entry on such restriction on the account where the title of the securities holder to the securities is recorded, without any orders of the latter.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 84.3 of this Federal Law with Item 4.3. The Item shall enter into force on July 1, 2016

4.3. A record on the lifting of the restrictions envisaged by Items 4.1 and 4.2 of this Article without any orders (instructions) of the person for whose account the restriction is set, shall be made:

1) together with making an entry on transfer of title to the securities to be purchased to the person that made a voluntary or mandatory offer;

2) on the day of receipt of a recall of his application for sale of the securities from the securities holder included in the register of the company's shareholders;

3) on the day of receipt by the nominal holder of information on receipt by the company's registrar of a recall of his application for sale of securities by a securities holder not included in the register of company's shareholders;

4) 7 business days after the day of the expiry of the term for payment for the securities to be purchased, if no order (instructions) for keeping the restriction in effect was received from the securities holder.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 5 of Article 84.3 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

5. All applications for sale of securities received before expiry of the term for acceptance of a voluntary or mandatory offer shall be deemed received by the person that sent the voluntary or mandatory offer, on the day of the expiry of such term. Applications for sale of securities received by the company's registrar before the day of the expiry of term for acceptance of a voluntary or mandatory offer shall be transferred to the person that sent the voluntary or mandatory offer. The applications shall be transferred not later than 2 days from the day of the expiry of the term for acceptance of a voluntary or mandatory offer.

If the total number of shares regarding which sale applications are filed exceeds the number that the person sending a voluntary offer intends to purchase, or if the number of shares regarding which sale applications are filed exceeds the number that the person sending a voluntary or mandatory offer has the right to purchase in accordance with Federal Law No. 57-FZ of April 29, 2008 on the Procedure for Foreign Investments in Business Entities of a Strategic Importance for Ensuring National Defense and Security, the shares shall be purchased from the shareholders in a number proportional to that cited in the applications, unless otherwise envisaged by the voluntary offer or application for sale of securities.

The information contained in the statement from the report envisaged by Item 9 of this Article and received by the company shall be sent by the company's registrar to the nominal holders of shares included in the register of the company's shareholders not later than within 3
business days from the day of receipt by the company of such report in accordance with the rules of the legislation of the Russian Federation on securities for provision of information and materials to the persons exercising their rights to securities.

6. In the event of non-compliance of a voluntary or obligatory offer or a contract of securities' acquisition, made on the basis of the voluntary or obligatory offer, with the requirements of this Federal Law, the former holder of the securities shall be entitled to demand of the person that sent the appropriate offer reimbursement of damage caused by it.

7. A securities' holder shall be obliged to transfer the securities free of any rights of third persons thereto.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 84.3 of this Federal Law with Item 7.1. The Item shall enter into force on July 1, 2016

7.1. The monetary assets in relation to sale of securities by their holders included in the register of shareholders of the public company shall be paid out by way of their remittance to bank accounts whose details are known to the company's registrar. The obligation of the person that sent a voluntary or mandatory offer, cited in this Item, shall be deemed fulfilled from the day of receipt of the monetary assets by the credit institution where the bank account of the person entitled to receive such payments is opened and, if such person is a credit institution - on its account.

The company's registrar shall make entries on transfer of title to the securities to be sold, to the person that sent a voluntary or mandatory offer, on the basis of the report envisaged by Item 9 of this Article and the documents confirming fulfillment by the person that sent a voluntary or mandatory offer of the obligation of payment of monetary assets or charging of the securities to the seller that is the securities holder included in the register of shareholders of the company, without his instructions.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 84.3 of this Federal Law with Item 7.2. The Item shall enter into force on July 1, 2016

7.2. The monetary assets in relation to sale of securities by their holders not included in the register of shareholders of the public company shall be paid out by way of their remittance to the bank account of the nominal holder of shares included in the register of shareholders of the public company. The obligation of the person that sent a voluntary or mandatory offer, cited in this Item, shall be deemed fulfilled from the day of receipt of the monetary assets by the credit institution where the bank account of such nominal holder is opened and, if the nominal holder is a credit institution - on its account.

The entry on transfer of title to the securities to be sold to the person that sent a voluntary or mandatory offer shall be made by the company's registrar on the basis of an order of the nominal holder included in the register of the company's shareholders and the statement from the report envisaged by Item 9 of this Article. The nominal holder included in the register of the company's shareholders shall give such order not later than within 2 business days from the day of receipt of the monetary assets or crediting of securities on the account of the nominal holder and the statement from the said report. The making of the entry cited in this paragraph shall be grounds for the nominal holder making the related entry on depo accounts of the customer (depositor) without any orders (instructions) of the latter. A nominal holder included in the register of the company's shareholders shall be obliged to pay monetary assets to his depositors by way of remittance to their bank accounts or to credit securities to his depositors not later than on the next business day after the day when the order was given.

A nominal holder not included in the register of the company's shareholders shall be obliged to pay monetary assets to his depositors by way of remittance on their bank accounts
or to credit securities to his depositors not later than on the next business day after the day of receipt of the monetary assets and receipt of information on the number of securities sold from the depository whose depositor he is.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 8 of Article 84.3 of this Federal Law. The amendments shall enter into force on July 1, 2016

See the Item in the previous wording

8. If the securities to be acquired are not entered in the personal account (deposit account) of the person that sent a voluntary or obligatory offer within the time period provided for by the appropriate offer, the person, that sent the obligatory or voluntary offer, shall be entitled to renounce unilaterally the contract of securities acquisition.

If the person that sent a voluntary or mandatory offer failed to fulfill the obligation to pay for the securities to be purchased in time, the securities holder shall have discretion to demand that the guarantor that issued a bank guarantee ensuring fulfillment of obligations on voluntary or mandatory offer, for payment of the price of the securities to be purchased, attaching documents confirming issue of the application for sale of the securities and the documents confirming existence of the entry on restricting the disposal of the securities regarding which the sale application was filed, on the account where the title of the holder to the securities is recognised or on the account of a foreign nominal holder, or to terminate the agreement on purchase of the securities unilaterally.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 9 of Article 84.3 of this Federal Law

See the Item in the previous wording

9. The person that sent a voluntary or obligatory offer shall be obliged at the latest in 30 days as of the date of expiry of the time period for acceptance of the voluntary or obligatory offer to send to the public company and to the Bank of Russia a report on the outcome of acceptance of the appropriate offer. Requirements with respect to a report on the outcome of acceptance of a voluntary or obligatory offer and to the procedure for submission thereof shall be established by the Bank of Russia.

Article 84.4. Modification of a Voluntary or Obligatory Offer

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 84.4 of this Federal Law

See the Item in the previous wording

1. A person that has sent a voluntary or obligatory offer shall be entitled to make changes to the offer providing for the upward adjustment of the price of the securities to be acquired and (or) for shortening the time period for paying for the securities to be acquired.

In the event of an upward adjustment of the price of the securities to be acquired on the basis of a voluntary or obligatory offer, together with the appropriate amendments to be made in the voluntary or obligatory offer, shall be presented the bank guarantee securing the discharge of obligations under such offer in full subject to the upward adjustment of the price of the securities to be acquired.

In the event of a public company receiving the competitive offer provided for by Article 84.5 of this Federal Law, the person that sent a voluntary or obligatory offer shall be entitled to
prolong the time period for acceptance thereof at most up to the time of expiry of the period for acceptance of the last competitive offer.

Amendments made to a voluntary or obligatory offer shall be effective in respect of all securities' holders, including the securities' holders that have sent applications for sale of securities prior to amending the appropriate offer.

Information on changes:
Federal Law No. 220-FZ of July 24, 2007 amended Item 2 of Article 84.4 of this Federal Law
See the Item in the previous wording

2. In the event of the increase or reduction prior to the expiry of the time period for acceptance of a voluntary or obligatory offer by more than 10 per cent of the share of the securities, in respect of which the appropriate offer is sent, by the person, that sent the appropriate offer, subject to the securities possessed by affiliated persons thereof, as well as in the event of amending the data on the person that sent a voluntary or obligatory offer, which are subject to showing, this person shall be obliged to make the appropriate amendments to the voluntary or obligatory offer.

In the event of amending a voluntary or obligatory offer less than 25 days before the expiry of the time period for acceptance of the appropriate offer, this time period shall be extended so that it is 25 days long.

3. Amendments to be made to a voluntary or obligatory offer shall be brought to knowledge of the securities' holders and of the person that has sent the competitive offer, provided for by Article 84.5 of this Federal Law, in the procedure established by Item 2 of Article 84.3 of this Federal Law.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 84.5 of this Federal Law
See the Item in the previous wording

Article 84.5. Competitive Offer
1. After receipt by a public company of a voluntary or obligatory offer, any person shall be entitled to send another voluntary offer in respect of the appropriate securities (hereinafter referred to as a competitive offer). A competitive offer must be sent to a public company at latest 25 days before the expiry of the time period for acceptance of the last of the offers previously received by the public company.

2. The price of the securities to be acquired, indicated in a competitive offer, may not be lower than the price of the securities to be acquired shown in the voluntary or obligatory offer sent before. The number of the securities to be acquired, indicated in a competitive offer, may not be less than the number of the securities to be acquired shown in the previously sent voluntary or obligatory offer, or a competitive offer must provide for acquisition of all securities of the appropriate kind or category (type).

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 3 of Article 84.5 of this Federal Law
See the Item in the previous wording
3. The requirements of Article 84.1 of this Federal Law shall extend to a competitive offer sent before the expiry of the time period for acceptance of a voluntary offer, while the requirements of Article 84.2 of this Federal Law shall extend to a competitive offer sent before the expiry of the time period for acceptance of an obligatory offer. With this, concurrently with sending a competitive offer to securities holders, a public company shall be likewise obliged to send it to the persons that have previously sent the voluntary or obligatory offer with respect to which the appropriate offer received by the public company is a competing offer.

Information on changes:

*Federal Law* No. 210-FZ of June 29, 2015 amended the title of Article 84.6 of this Federal Law.

*See the title in the previous wording*

**Article 84.6.** Procedure for the Rendering of Decisions by the Governing Bodies of a Public Company After Receiving a Voluntary or Obligatory Offer

Information on changes:


*See the Item in the previous wording*

1. After the receipt by a public company of a voluntary or obligatory offer a decision on the following issues shall be rendered exclusively by a general meeting of the public company's stockholders:

- increase of the authorised capital of the public company by way of placing additional stocks within the limits of the number and categories (types) of declared stocks;
- placement by the public company of securities convertible into stocks, including options of the public company;
- consent to making or subsequent approval of the transaction or several related transactions on purchase, alienation or a possibility of direct or indirect alienation by the public company of property whose value is 10 or more percent of the book value of assets of the public company calculated on the basis of its accounting (financial) statements as of the last reporting date, unless such transactions are concluded in the process of regular business operation of the public company or were concluded before receipt of the voluntary or mandatory offer by the public company and, if the public company receives a voluntary or mandatory offer for purchase of publicly circulating securities - until the moment of disclosure of information on the sending of the related offer to the public company;
- consent to making or subsequent approval of interested party transactions;
- acquisition by the public company of placed stocks in the instances provided for by this Federal Law;
- increase of remuneration to the persons holding offices in the governing bodies of the public company, setting the terms and conditions of termination of their tenure of office, including establishment or increase of compensation payable to these persons in the event of termination of their authority.

The validity of the restrictions established by this Item shall be terminated upon the expiry of 20 days as of the end of the time period for acceptance of a voluntary or obligatory offer. If prior to this time the person that, as a result of accepting the voluntary or obligatory offer, has acquired over 30 per cent of the total number of the public company's stocks indicated in Item 1 of Article 84.1 of this Federal Law counting the stocks possessed by this person and affiliated persons thereof, demands convocation of an extraordinary general meeting of stockholders of the public company whose agenda includes the election of
members of the board of directors (or supervisory board) of the public company, the
restrictions established by this Item shall be in effect pending the counting of ballots
concerning the election of members of the board of directors (or supervisory board) of the
public company at the general meeting of stockholders of the public company where this issue
was taken up.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 84.6 of this Federal
Law
See the Item in the previous wording

2. A transaction made by a public company in defiance of the requirements of Item 1 of
this Article may be declared invalid on the basis of a claim made by the public company, a
stockholder or the person that has sent a voluntary or obligatory offer.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended the title of Article 84.7 of this Federal
Law
See the title in the previous wording

Article 84.7. Repurchase by the Person, That Has Acquired over 95 Per Cent of the
Stock of a Public Company, of Securities of the Public Company upon the
Request of Their Holders

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 84.7 of this Federal
Law
See the Item in the previous wording

1. A person that, as result of a voluntary offer to acquire all the securities of a public
company provided for by Item 1 of Article 84.2 of this Federal Law or of an obligatory offer,
has become the owner of over 95 per cent of the total number of the stocks of the public
company specified in Item 1 of Article 84.1 of this Federal Law, counting the stocks
possessed by this person and affiliated persons thereof, shall be obliged to repurchase the
remaining stocks of the public company possessed by other persons, as well as the issuable
securities, convertible into such stocks of the public company, upon the request of their holders.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 84.7 of this Federal
Law. The amendments shall enter into force on July 1, 2016
Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 84.7 of this Federal
Law
See the Item in the previous wording

2. The person specified in Item 1 of this Article within 35 days as of the date of
acquiring the appropriate share of securities shall be obliged to send to the securities' holders
entitled to demand the securities' repurchase a notice that they enjoy this right.

The following must be indicated in a notice concerning the right to repurchase securities:

name or denomination of the person indicated in Item 1 of this Article and other data provided for by Item 3 of Article 84.1 of this Federal Law, as well as information on the residence or location thereof;

names or denominations of the stockholders of a public company that are affiliated persons of the person indicated in Item 1 of this Article;

number of the stocks of a public company possessed by the person indicated in Item 1 of this Article and by affiliated persons thereof;

price of the securities to be repurchased or procedure for determining it (taking into account the requirements of paragraph six of Item 2 of Article 84.1 of this Federal Law), as well as its substantiation, including data on the compliance of the bid for the securities to be repurchased with the requirements of Item 6 of this Article;

procedure for payment for the securities to be acquired;

paragraph 8 has lost force from July 1, 2016;

Information on changes:

See the text of paragraph 8 of Item 2 of Article 84.7

data on the person specified in Item 1 of this Article that are subject to inclusion in an order to transfer securities;

data on the guarantor granting a bank guarantee in compliance with Item 3 of this Article and the terms and conditions of the bank guarantee.

In case of evaluation of the market value of the securities to be repurchased by the valuer, a copy of the valuer's report on the market value of the securities shall be attached to the notification of the right to demand repurchase of the securities sent to the public company.

A notice concerning the right to demand repurchase of securities must provide for payment for the securities to be repurchased in monetary funds.

A notice concerning the right to demand repurchase of securities must contain a note, made by the Bank of Russia, in respect of the date of submitting thereto the notice provided for by Article 84.9 of this Federal Law.

A notice, concerning the right to demand repurchase of securities shall be sent through the company. The notice received by a public company shall be sent to the securities' holders in the procedure established by Item 2 of Article 84.3 of this Federal Law.

3. A bank guarantee, complying with the requirements of Item 5 of Article 84.1 of this Federal Law, must be attached to the notice.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 4 of Article 84.7 of this Federal Law

See the Item in the previous wording

4. Claims of securities' holders for repurchase of the securities, possessed by them, may be made at the latest in six months as of the date of sending thereto notices concerning the right to demand repurchase of securities by a public company.

Claims of securities' holders for repurchase of the securities, possessed by them, shall be sent by holders of these securities to the person indicated in Item 1 of this Article with the documents attached thereto that prove the removal of securities to be purchased from the personal account (depo account) of the securities' holder for their subsequent entry to the personal account (depo account) of the person indicated in Item 1 of this Article.

Claims of securities' holders for repurchase of the securities possessed by them must specify the kind, category (type) and number of the securities to be repurchased.
A securities' holder shall be obliged to transfer securities free of any rights of third persons thereto.

5. The person, specified in Item 1 of this Article, shall be obliged to pay for the securities to be repurchased in compliance with this Article within 15 days as of the date of receiving the documents provided for by Item 4 of this Article.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 6 of Article 84.7 of this Federal Law

See the Item in the previous wording

6. Securities shall be repurchased at the price determined in the procedure provided for by Item 4 of Article 84.2 of this Federal Law. The said price may not be lower than:

the price at which such securities were acquired on the basis of a voluntary or obligatory offer as a result of which the person specified in Item 1 of this Article became the owner of over 95 per cent of the total number of the stocks of a public company indicated in Item 1 of Article 84.1 of this Federal Law counting the stocks possessed by this person and by affiliated persons thereof;

the highest price at which the person indicated in Item 1 of this Article and affiliated persons thereof acquired or undertook to acquire these securities upon the expiry of the time period for acceptance of a voluntary or obligatory offer as a result of which the person indicated in Item 1 of this Article became the owner of over 95 per cent of the total number of stocks of the public company specified in Item 1 of Article 84.1 of this Federal Law counting the stocks possessed by this person and by affiliated persons thereof.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 reworded Item 7 of Article 84.7 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

7. If the person cited in Item 1 of this Article failed to fulfill the obligation to pay for the securities to be repurchased in time, the securities holder shall have discretion to make a demand to the guarantor that issued a bank guarantee according to Item 3 of this Article, for payment of the price of the securities to be repurchased, attaching the documents confirming sending of the demand for repurchase of his securities as required by this Article and the documents confirming existence of the entry on restricting the disposal of the securities regarding which the repurchase application was filed, on the account where the title of the holder to the securities is recognised or on the account of a foreign nominal holder.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 reworded Item 8 of Article 84.7 of this Federal Law. The new wording shall enter into force on July 1, 2016

See the Item in the previous wording

8. In the event of failure of the person specified in Item 1 of this Article to discharge the duty of sending a notice concerning the right to demand repurchase of securities in compliance with Item 2 of this Article, the owner of the securities subject to repurchase shall be entitled to file a claim for repurchase of the securities in the ownership thereof attaching a copy of the order to transfer the securities to be repurchased to the person indicated in Item 1 of this Article, that was submitted to the holder of the register of securities owners. Such claim may be raised within one year as of the date when the securities owner came to know about his right to demand the securities repurchase but at earliest upon the expiry of the time period indicated in Item 2 of this Article.

From the day of receipt by the company's registrar of the said order of the securities
holder included in the register of shareholders of the company, the registrar shall make an entry on restriction of operations related to disposal of the securities, including their pledge or other encumbrance, on the account where his title to the securities is recognised.

The person, specified in Item 1 of this Article, shall be obliged to pay for the securities to be repurchased within 17 days as of the date of receiving a claim for the securities repurchase.

Within three days after presentation by the person specified in Item 1 of this Article of the documents proving payment for the securities to be repurchased, the registrar shall be obliged to remove the securities to be repurchased from the personal account of the securities holder without his order and enter them onto the personal account of the person indicated in Item 1 of this Article.

The restrictions on disposal of the securities by the holder shall be lifted if the person cited in Item 1 of this Article failed to provide documents confirming payment for the securities to be repurchased, to the company's registrar through the procedure envisaged by this Article.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 9 of Article 84.7 of this Federal Law
See the Item in the previous wording

9. The person indicated in Item 1 of this Article, instead of discharging the duties, specified in Items from 1 to 7 of this Article, shall be entitled to send to a public company a claim for repurchase of securities in compliance with Article 84.8 of this Federal Law. When doing this, the person indicated in Item 1 of this Article shall be obliged to satisfy the claims of the securities' holders, concerning repurchase of the securities possessed by them, that are raised in compliance with Item 8 of this Article before the person, indicated in Item 1 of this Article sends a claim for the securities' repurchase in compliance with Article 84.8 of this Federal Law to the public company.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended the title of Article 84.8 of this Federal Law
See the title in the previous wording

Article 84.8. Repurchase of Securities of a Public Company upon Request of a Person That Has Acquired over 95 Per cent of the Public Company's Stocks

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 84.8 of this Federal Law
See the Item in the previous wording

1. The person indicated in Item 1 of Article 84.7 of this Federal Law shall be entitled to repurchase from stockholders possessing the stocks of a public company, specified in Item 1 of Article 84.1 of this Federal Law, as well as from holders of the issuable securities convertible into such stocks of the public company, the said securities.

The person, indicated in Item 1 of Article 84.7 of this Federal Law, shall be entitled to send a claim for repurchase of the said securities to a public company within six months as of the time of expiry of the time period for acceptance of a voluntary offer to acquire all the securities of the public company, provided for by Item 1 of Article 84.2 of this Federal Law, or
of an obligatory offer if as a result of the acceptance of the relevant voluntary offer or obligatory offer at least 10 per cent of the total number of the public company's securities, indicated in Item 1 of Article 84.1 of this Federal Law, were acquired.

A claim for repurchase of securities shall be sent to holders of the securities to be repurchased through the public company.

Information on changes:

**Federal Law No. 338-FZ of July 3, 2016 supplemented Article 84.8 of this Federal Law with Item 1.1**

1.1. The person that was the only shareholder of the public company to be re-organised in the form of a merger or a consolidation and that, as a result of the re-organisation, became holder of more than 95 percent of shares of the public company established by way of re-organisation in the form of a consolidation, or the public company re-organised in the form of a consolidation, taking into account the shares held by such person and its affiliates, shall have the right to direct a voluntary offer to the public company for purchase of its securities envisaged by Item 1 of Article 84.1 of this Federal Law during 5 years from the moment of such re-organisation.

Such person shall have the right to direct to the public company a demand for repurchase of such securities within 6 months from the moment of expiration of the term for acceptance of the voluntary offer cited in the first paragraph of this Item, if after its acceptance not less than 50 percent of the total number of shares of the public company cited in Item 1 of Article 84.1 of this Federal Law, not held by such person and its affiliates, were purchased.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 reworded Item 2 of Article 84.8 of this Federal Law. The new wording shall enter into force on July 1, 2016**

See the Item in the previous wording

2. A demand for repurchase of securities shall contain:

the name or denomination of the person cited in Item 1 of this Article, other information envisaged by Item 3 of Article 84.1 of this Federal Law and information on its residence or location;

name or denomination of shareholders of the public company that are affiliates of the person cited in Item 1 of this Article;

number of shares of the public company held by the person cited in Item 1 of this Article and its affiliates;

type, category (class) of the securities to be repurchased;

price of the securities to be repurchased and information on compliance of the proposed price with the requirements of Item 4 of this Article;

the date as of which holders of the securities to be repurchased are defined (registered) and that cannot be set earlier than 45 days before and later than 60 days after the date of sending the demand for repurchase of the securities to the public company;

term for payment for the securities to be repurchased that shall not be more than 25 days from the day as of which holders of the securities are defined (registered). If a restriction is set for the securities to be repurchased due to their arrest, the term shall start on the day when the person that set the demand for repurchase learned or should have learned of cancellation or relief of the arrest of such securities;

information on the notary in whose deposit account the funds will be remitted in cases envisaged by Items 7 and 7.1 of this Article.

The demand for repurchase of securities shall contain a mark of the Bank of Russia specifying the date of receipt of the preliminary notification envisaged by Article 84.9 of this Federal Law.
A copy of the report of a valuer on the market value of the securities to be repurchased shall be attached to the demand for repurchase of the securities sent to the public company.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 reworded Item 3 of Article 84.8 of this Federal Law. The new wording shall enter into force on July 1, 2016*

**See the Item in the previous wording**

3. The received demand for repurchase of securities shall be sent by the public company to holders of the securities according to the procedure set by Item 2 of Article 84.3 of this Federal Law. If the securities to be repurchased were a subject of pledge or other encumbrance, the demand for repurchase of the securities shall also be sent to the pledgor or the person in whose interests the encumbrance is established.

Information on changes:

*Federal Law No. 338-FZ of July 3, 2016 amended Item 4 of Article 84.8 of this Federal Law*

**See the Item in the previous wording**

4. Securities shall be repurchased at a price not lower that the market value of the securities to be repurchased that must be determined by an appraiser. With this, the said price may not be lower than:

- the price at which the securities were acquired on the basis of a voluntary or obligatory offer as a result of which the person, indicated in Item 1 of Article 84.7 of this Federal Law, became the owner of over 95 per cent of the total number of the stocks of the public company indicated in Item 1 of Article 84.1 of this Federal Law, counting the stocks possessed by this person and by affiliated persons thereof;
- the highest price at which the person indicated in Item 1 of this Article or affiliated persons thereof or undertook to acquire these securities upon the expiry of the time period for acceptance of a voluntary or obligatory offer as a result of which the person indicated in Item 1 of this Article 84.7 of this Federal Law became the owner of over 95 per cent of the total number of the stocks of the public company specified in Item 1 of Article 84.1 of this Federal Law, counting the stocks possessed by this person and by affiliated persons thereof.

prices, at which securities were purchased on the basis of the voluntary offer in accordance with Item 1.1 of this Article, if the repurchase was performed by the person cited in Item 1.1 of this Article.

The securities to be repurchased shall be paid for solely in monetary funds.

The securities holder that does not agree with the price of the securities to repurchased shall be entitled to make a claim with an arbitration court for reimbursement of losses connected with an improper fixing of the price of the securities to be repurchased. Said claim may be raised within six months as of the date when such holder of the securities came to know about removal of the securities to be repurchased from the personal account (depo account) thereof. The securities holder filing the said claim with an arbitration court shall not be a ground for suspension of the securities repurchase or for declaring it invalid.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 reworded Item 5 of Article 84.8 of this Federal Law. The new wording shall enter into force on July 1, 2016*

**See the Item in the previous wording**

5. As of the end of the operating day of the date as of which holders of the securities are defined (registered), the company's registrar and the nominal holders of shares shall make entries on personal (depo) accounts on a restriction on disposal of the securities without an order (instructions) of the person for whom the personal account is opened.
The restriction on disposal of the securities to be repurchased shall be lifted if the person cited in Item 1 of this Article failed to provide documents confirming payment for the securities to the company's registrar according to the procedure envisaged by this Article.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 reworded Item 6 of Article 84.8 of this Federal Law. The new wording shall enter into force on July 1, 2016**

See the Item in the previous wording

6. The person cited in Item 1 of this Article, if it is not included in the register of shareholders of the company, shall be obliged to provide information making it possible to identify it and its affiliates to the company's registrar, specifying the number of securities recognised on depo accounts, in accordance with the rules established by legislation of the Russian Federation on securities for exercise of rights on securities by the persons whose title is recorded by the nominal holder.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 supplemented Article 84.8 of this Federal Law with Item 6.1. The Item shall enter into force on July 1, 2016**

6.1. The holder of the securities to be repurchased that is included in the register of the company's shareholders shall have the right to file an application with the company's registrar containing details of its bank account where the funds for the securities shall be remitted. The application shall be considered sent on time, if it is received by the company's registrar not later than on the day, as of which holders of the securities are defined (registered) and that is specified in the securities repurchase demand.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 reworded Item 7 of Article 84.8 of this Federal Law. The new wording shall enter into force on July 1, 2016**

See the Item in the previous wording

7. The company's registrar shall send information on the bank accounts of holders of the securities to be repurchased, whose details are known to the company's registrar, to the person cited in Item 1 of this Article.

The person cited in Item 1 of this Article shall pay the monetary assets for repurchase of the securities by their remittance to the bank accounts in accordance with the information received from the company's registrar. If there is no such information, the person cited in Item 1 of this Article shall be obliged to remit the funds for the securities to a notary's deposit account at the location of the public company. The obligation of the person cited in Item 1 of this Article related to payment of funds for the securities shall be deemed fulfilled from the day of receipt of the funds by the credit institution where the bank account of the person entitled to receive the payments is opened, or where the bank account of the notary is opened and, if the person entitled to receive the payment is a credit institution - on its account.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 supplemented Article 84.8 of this Federal Law with Item 7.1. The Item shall enter into force on July 1, 2016**

7.1. The company's registrar shall send information on the details of bank accounts of the nominal holder included in the register of the company's shareholders to the person cited in Item 1 of this Article and, if such nominal holders are credit institutions - information on details of their accounts.

The person cited in Item 1 of this Article shall pay the funds for repurchase of securities from holders not included in the register of the company's shareholders to the nominal holders by remittance to bank accounts on the basis of information received from the company's registrar. If there is no such information the person cited in Item 1 of this Article shall be
obliged to remit the funds for the securities to a notary's deposit account at the location of the public company.

The obligation of the person cited in Item 1 of this Article related to payment of funds for the securities repurchased shall be deemed fulfilled from the day of receipt of the funds by the credit institution where the bank account of the person entitled to receive the payments is opened, or where the bank account of the notary is opened and, if the person entitled to receive the payment is a credit institution - on its account.

Nominal holders shall be obliged to pay funds to their depositors for repurchase of securities in accordance with the rules set by Item 7.2 of Article 84.3 of this Federal Law.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 reworded Item 8 of Article 84.8 of this Federal Law. The new wording shall enter into force on July 1, 2016

8. Within 3 days from provision by the person cited in Item 1 of this Article of the documents confirming that he has paid for the securities, and the information on personal (depo) accounts where the title of such person and his affiliates to the securities is recognised, the company's registrar shall remove the securities from personal accounts of their holders and from personal accounts of the nominal holders and enter them on the personal account of the person cited in Item 1 of this Article.

The company's registrar shall remove the securities without any orders of the persons included in the register of the company's shareholders. The fact of removal of the securities from the personal account of the nominal holder of shares using the procedure set by this Article shall be grounds for the nominal holder making an entry on termination of title to the securities on depo accounts of the customer (depositor) without any orders (instructions) of the latter.

If a restriction on the securities to be redeemed is established on the personal (depo) account because of their arrest, the securities shall be removed after cancellation of the arrest.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Article 84.8 of this Federal Law with Item 9. The Item shall enter into force on July 1, 2016

9. Simultaneously with removal of the securities to be repurchased that were the subject of pledge or other encumbrance, from the personal (depo) account, such pledge or encumbrance shall be terminated.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended the title of Article 84.9 of this Federal Law

See the title in the previous wording

Article 84.9. State Control over Acquisition of a Public Company's Stocks

GARANT:

See Regulations of the Bank of Russia No. 477-P of July 5, 2015 on the Requirements for the Procedure for Individual Actions in Relation to Purchase of more than 30 Percent of Shares of a Joint Stock Company and on State Control over Purchase of Shares of a Joint Stock Company

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 84.9 of this Federal Law
1. A voluntary or obligatory offer concerning acquisition of securities, the notice concerning the right to demand repurchase of securities provided for by Article 84.7 of this Federal Law and the claim for repurchase of securities provided for by Article 84.8 of this Federal Law, prior to being sent to a public company, shall be submitted to the Bank of Russia (hereinafter referred to as a preliminary notice).

The federal executive body in charge of the securities market shall be obliged at the time of presentation of said documents to make a note concerning the date of submission the preliminary notice on a copy of the appropriate document kept by the person submitting the said documents.

Upon the expiry of 15 days, as of the time of submitting a preliminary notice to the federal executive body in charge of the securities market, the person intending to make a voluntary or obligatory offer, or send the notice concerning the right to demand repurchase of securities provided for by Article 84.7 of this Federal Law or the claim for repurchase of securities, provided for by Article 84.8 of this Federal Law, shall be entitled to send the appropriate offer, the said notice or claim to a public company, if before the expiry of this time period the federal executive body in charge of the securities market does not send an order to bring the appropriate offer, the said notice or claim into accord with the requirements of this Federal Law for the reasons indicated in Item 4 of this Article.

2. Abrogated.

Information on changes:
Federal Law No. 251-FZ of July 23, 2013 amended Item 3 of Article 84.9 of this Federal Law. The amendments shall enter into force on September 1, 2013

See the Item in the previous wording

3. To the Bank of Russia, together with a voluntary or obligatory offer, the notice concerning the right to demand repurchase of securities, which is provided for by Article 84.7 of this Federal Law, or the claim for repurchase of securities provided for by Article 84.8 of this Federal Law, shall be submitted copies of the documents attached to the appropriate offer, the said notice or claim in compliance with requirements of this Federal Law, which must be attested and certified by a notary public.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 amended Item 4 of Article 84.9 of this Federal Law

See the Item in the previous wording

4. The Bank of Russia shall send to the person that sent a voluntary or obligatory offer, the notice concerning the right to demand repurchase of securities, which is provided for by Article 84.7 of this Federal Law, or the claim for repurchase of securities, provided for by Article 84.8 of this Federal Law, an order to bring the appropriate offer, the said notice or claim into accord with the requirements of this Federal Law in the following cases:

- non-submission of the documents required under this Federal Law for sending the
appropriate offer, the said notice or claim to a public company;

absence in the appropriate offer, in the said notice or claim of all data and terms provided for by this Chapter;

non-compliance of the procedure for fixing the price of the securities to be acquired or repurchased with the requirements of this Federal Law, in particular in the event of detecting within six months preceding the date of submission of documents to the Bank of Russia, the fact of fixing prices in respect of the securities to be acquired or repurchased that has caused understatement of the price of the securities to be acquired or repurchased.

An order of the Bank of Russia to bring the appropriate offer, the said notice or claim into accord with this Federal Law may be appealed against with an arbitration court.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 5 of Article 84.9 of this Federal Law

See the Item in the previous wording

5. Should the Bank of Russia miss the time for sending the order, it shall be entitled to make a claim with an arbitration court at the location of a public company for bringing the appropriate offer, the said notice or claim into accord with the requirements of this Federal Law for the reasons indicated in Item 4 of this Article.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 amended Item 6 of Article 84.9 of this Federal Law

See the Item in the previous wording

6. Amendments made to a voluntary or obligatory offer in compliance with Article 84.4 of this Federal Law shall be presented to the federal Bank of Russia by the person making the said amendments at the latest on the date of sending the appropriate amendments to a public company.

Information on changes:

Federal Law No. 251-FZ of July 23, 2013 amended Item 7 of Article 84.9 of this Federal Law. The amendments shall enter into force on September 1, 2013

See the Item in the previous wording

7. The Bank of Russia shall establish requirements with respect to the procedure for submission to the Bank of Russia of a voluntary or obligatory offer, the notice concerning the right to demand repurchase of securities which is provided for by Article 84.7 of this Federal Law or the claim for repurchase of securities provided for by Article 84.8 of this Federal Law.

Article 84.10. Abrogated.

Information on changes:

See the text of Article 84.10

Chapter XII. Control over Financial-Economic Activity of Company
Article 85. Audit Commission (or Internal Auditor) of Company

Information on changes:

*Federal Law No. 146-FZ of July 27, 2006 amended Item 1 of Article 85 of this Federal Law*

*See the Item in the previous wording*

1. In order to exercise control over the financial-economic activity of the company, an audit commission (or internal auditor) of the company shall be elected by the general meeting of shareholders in accordance with the charter of the company. Members of the inspection commission or the inspector of the company to be established shall be elected subject to the specifics provided for by Chapter II of this Federal Law.

By the decision of a general meeting of shareholders remuneration may be paid to the members of the in-house audit commission of a company during the term of their office and/or their expenses related to the exercise of their duties may be compensated. The amount of such remuneration and compensation shall be set by a decision of a general meeting of shareholders.

2. The authority of the audit commission (or internal auditor) of the company with regard to matters not provided for by this Federal Law shall be determined by the charter of the company.

The procedure for the activity of the audit commission (or internal auditor) shall be determined by an internal document of the company approved by the general meeting of shareholders.

3. The verification (or audit) of the financial-economic activity of a company shall be carried out with regard to the results of the activity of the company for the year, and also at any time at the initiative of the audit commission (or internal auditor) of the company, decision of the general meeting of shareholders, board of directors (or supervisory board), or at the demand of a shareholder(s) of the company possessing in aggregate not less than 10 per cent of the voting stock of the company.

4. At the demand of the audit commission (or internal auditor) of a company the persons holding office in the management bodies of the company shall be obliged to submit documents concerning the financial-economic activity of the company.

5. The audit commission (or internal auditor) of a company shall have the right to demand the convocation of an extraordinary general meeting of shareholders in accordance with Article 55 of this Federal Law.

6. The members of the audit commission (or internal auditor) of the company may not be simultaneously members of the board of directors (or supervisory board) of the company, nor hold other offices in the management bodies of the company.

Stock owned by members of the board of directors (or supervisory board) of the company or to persons holding office in the management bodies of the company may not participate in the voting when electing members of the audit commission (or internal auditor) of the company.

Article 86. Auditor of Company

1. The auditor (citizen or auditing organisation) of a company shall exercise the verification of the financial-economic activity of a company in accordance with statutory acts of the Russian Federation on the basis of a contract concluded with him.

2. The general meeting of shareholders shall confirm the auditor of the company. The amount of payment for his services shall be determined by the board of directors (or
supervisory board) of the company.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 amended Article 87 of this Federal Law**

**See the Article in the previous wording**

**Article 87.** Opinion of Audit Commission (or Internal Auditor) of Company or Auditor of Company

With regard to the results of the verification of the financial-economic activity of the company, the audit commission (or internal auditor) or the auditor of the company shall draw up an opinion, which must contain:

- approval of the reliability of the data contained in the reports and other financial documents of the company;
- information concerning facts of a violation of the procedure for keeping bookkeeping records and the submission of accounting (financial) reports established by statutory acts of the Russian Federation, and also of statutory acts of the Russian Federation when effectuating financial-economic activity.

**Chapter XIII. Records, Reports and Documents of a Company. Information Concerning the Company**

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 reworded the title of Article 88 of this Federal Law**

**See the title in the previous wording**

**Article 88.** Accounting and Accounting (Financial) Reports of a Company

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 88 of this Federal Law**

**See the Item in the previous wording**

1. A company shall be obliged to keep the bookkeeping report and to submit the accounting (financial) reports according to the procedure established by this Federal Law and other statutory acts of the Russian Federation.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 reworded Item 2 of Article 88 of this Federal Law**

**See the Item in the previous wording**

2. The executive body of the company shall be responsible for organisation, state and reliability of the accounting of the company, timely submission of the accounting (financial) reports to the relevant authorities and the information on the activities of the company provided to shareholders, creditors and mass media in accordance with this Federal Law, other legal acts of the Russian Federation and the charter of the company.

Information on changes:

**Federal Law No. 210-FZ of June 29, 2015 reworded Item 3 of Article 88 of this Federal Law**

**See the Item in the previous wording**

3. Reliability of data of the annual report of the company and annual accounting (financial) reports shall be confirmed by the audit commission (auditor) of the company.

The company shall be obliged to involve an audit company not related to the company or its shareholders by any property interests for the mandatory audit of the annual accounting
(financial) reports.

4. The annual report of the company shall be preliminarily endorsed by the board of directors (supervisory board) of the company and if the company has no board of directors (supervisory board), by the person performing the functions of a sole executive body of the company, at least 30 days prior to the date of the annual general meeting of shareholders.

GARANT:

**Federal Law** No. 120-FZ of August 7, 2001 amended Article 89 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

**Article 89. The Holding of the Documents of a Company**

Information on changes:

**Federal Law** No. 210-FZ of June 29, 2015 amended Item 1 of Article 89 of this Federal Law

See the Item in the previous wording

1. A company shall keep the following documents:

   - the memorandum of association;
   - the charter of the company, amendments and addenda thereto registered in the established manner, the decision to establish the company, the company's state registration document;
   - documents confirming the company's rights in respect of the assets recorded on its balance sheet;
   - in-house documents of the company;
   - the regulations on a branch or representative office of the company;
   - the annual reports;
   - accounting documents;
   - accounting (financial) reports/statements;
   - minutes of general meetings of shareholders (decisions of the shareholder being the owner of all the company's voting shares), of the board of directors (supervisory board) of the company, in-house audit commission (inspector) of the company and the collective executive body (board, directorate) of the company;
   - ballot papers and also powers of attorney (copies thereof) for participation in a general meeting of shareholders;
   - reports of appraisers;
   - lists of affiliated persons of the company;
   - lists of the persons entitled to attend a general meeting of shareholders and to receive dividends, as well as other lists compiled by the company for the purpose of exercising by shareholders of their rights in compliance with the requirements of the present Federal Law;
   - reports of the in-house audit commission (inspector) of the company, of the company's auditor, of the state and municipal fiscal bodies;
   - securities prospectuses, quarterly issuer's reports and other documents containing information to be published or disclosed in another way under the present Federal Law and other federal laws;
   - notices of making shareholder's agreements forwarded to the company, as well as lists of the persons that have made such agreements;
   - judicial acts concerning disputes related to the company's establishment, its management or participation therein.

other documents required under the present Federal Law, the charter of the company, in-house documents of the company, decisions of general meetings of shareholders, the board of directors (supervisory board) of the company, managerial bodies of the company,
and also documents stipulated by legal acts of the Russian Federation.

GARANT:


Information on changes:

*Federal Law* No. 251-FZ of July 23, 2013 amended Item 2 of Article 89 of this Federal Law. The amendments shall enter into force on September 1, 2013

See the Item in the previous wording

2. The company shall store the documents specified in Item 1 of the present article at the location of its executive body in compliance with the procedure and for a term established by the Bank of Russia.

**Article 90. Granting of Information by a Company**

Information concerning the company shall be granted by it in accordance with the requirements of this Federal Law and other statutory acts of the Russian Federation.

GARANT:

*Federal Law* No. 120-FZ of August 7, 2001 amended Article 91 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Article in the previous wording

**Article 91. The Provision of Information by the Company to Shareholders**

Information on changes:

*Federal Law* No. 210-FZ of June 29, 2015 amended Item 1 of Article 91 of this Federal Law

See the Item in the previous wording

1. The company shall provide shareholders with access to the documents specified in Item 1 Article 89 of the present Federal Law. Access to accounting documents and the minutes of meetings of the collective executive body shall be granted to the shareholders (shareholder) having in their aggregate at least 25 per cent of the voting shares of the company.

   If the special right of participation of the Russian Federation, a Russian region or a municipal entity in the management of a company ("golden share") is being exercised in respect of the company such company shall provide representatives of the Russian Federation, the Russian region or municipal entity with access to all its documents.

Information on changes:

*Federal Law* No. 210-FZ of June 29, 2015 amended Item 2 of Article 91 of this Federal Law

See the Item in the previous wording

2. The documents specified in Item 1 of the present article shall be provided by the company on the premises of its executive body for reading within seven business days after the filing of the relevant request. If asked to do so by persons having a right of access to the documents specified in Item 1 of the present article the company shall provide them with copies of the said documents. The amount charged by the company for the provision of such copies shall not exceed the cost thereof. Additional requirements for the procedure for presenting the documents cited in this item, as well as for the procedure for presenting copies
of such documents, shall be established by regulatory acts of the Bank of Russia.

Information on changes:

*Federal Law No. 409-FZ of December 29, 2015 reworded Item 3 of Article 91 of this Federal Law. The amendments shall come into force on September 1, 2016*

**See the Item in the previous wording**

3. A company shall be obliged to provide for its shareholders access to the judicial acts available to it in respect of a dispute which is connected with the company's establishment, its management or participation therein, including to rulings on initiation by an arbitration court of proceedings on a case and acceptance of the statement of claim or application on changing the grounds or subject of a previous claim made. This claim shall also extend to the decisions and resolutions of an arbitral tribunal in respect of the disputes connected with the company's establishment, its management or participation therein. Within three days as of the date of advancing the appropriate claim by a shareholder, the said documents shall be presented by the company for getting familiar with them at the premises of the company's executive body. The company shall be obliged at a shareholder's demand to provide him/her/it with copies of the said documents. The payment collected by the company for the provision of such copies may not exceed the outlays on making them.

**GARANT:**

*Federal Law No. 120-FZ of August 7, 2001 amended Article 92 of this Federal Law. The amendments shall come into force on January 1, 2002*

**See the text of the Article in the previous wording**

**Article 92. Compulsory Information Disclosure by a Company**

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 amended Item 1 of Article 92 of this Federal Law*

**See the Item in the previous wording**

1. A public company shall disclose the following:
   - its annual report, annual accounting (financial) statements;

**GARANT:**

On the procedure for the publishing of consolidated financial statements, see *Federal Law No. 208-FZ of July 27, 2010* the securities prospectus of the company's shares in the cases stipulated by legal acts of the Russian Federation;
   - an announcement of a forthcoming general meeting of shareholders, in compliance with the procedure set out in the present Federal Law;
   - other information determined by the Bank of Russia.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 supplemented Article 92 of this Federal Law with Item 1.1*

1.1. A non-public company with the number of shareholders being more than 50 shall be obliged to disclose its annual report and the annual accounting (financial) reports according to the procedure envisaged by the legislation of the Russian Federation on securities for disclosure of information in the securities market.

Information on changes:

*Federal Law No. 210-FZ of June 29, 2015 amended Item 2 of Article 92 of this Federal Law*

**See the Item in the previous wording**

2. The compulsory disclosure of information shall be done by a company, in particular, a non-public company in the event it floats bonds or other securities, within the scope and in
the manner established by the Bank of Russia.

GARANT:

Information on changes:
Federal Law No. 264-FZ of October 4, 2010 supplemented this Federal Law with Article 92.1. The Article shall enter into force on January 1, 2011

Article 92.1. Relief from the Duty of Disclosing or Presenting the Information Provided for by the Legislation of the Russian Federation on Securities

Information on changes:
Federal Law No. 251-FZ of July 23, 2013 amended Item 1 of Article 92.1 of this Federal Law. The amendments shall enter into force on September 1, 2013

See the Item in the previous wording

1. A company by decision of a general meeting of stockholders thereof is entitled, in compliance with the legislation of the Russian Federation on securities, to file an application for its relief from the duty of disclosing or presenting the information provided for by the legislation of the Russian Federation on securities with the federal Bank of Russia.

Information on changes:
Federal Law No. 210-FZ of June 29, 2015 reworded Item 2 of Article 92.1 of this Federal Law

See the Item in the previous wording

2. A decision on the issue envisaged by Item 1 of this Article shall be taken by the general meeting of shareholders by a majority of three-fourths of the votes of shareholders that hold voting shares and participated in the general meeting of shareholders and for a public company - by a majority of 95 percent of votes of all shareholders that hold company shares of all categories (classes).

Article 93. Information Concerning Affiliated Persons of Company

GARANT:
Federal Law No. 120-FZ of August 7, 2001 amended Item 1 of Article 93 of this Federal Law. The amendments shall come into force on January 1, 2002

See the text of the Item in the previous wording

1. A person shall be deemed to be affiliated in accordance with the requirements of the legislation of the Russian Federation.

GARANT:
On the definition of an affiliated person see:

Regulations for Investment Funds approved by Decree of the President of the Russian Federation No. 1186 of October 7, 1992

Order of the State Management Committee of the Russian Federation No. 723-r of April 5, 1994

2. Affiliated persons of a company shall be obliged to inform the company in writing about stock of the company owned by them, specifying their quantity and categories (or types) not later than 10 days from the date of acquisition of the stock.

3. If as a result of the failure to submit the said information through the fault of the affiliated person or of the untimely submission property damage is caused to the company,
the affiliated person shall bear responsibility to the company in the amount of the damage caused.

4. A company shall be obliged to keep a record of its affiliated persons and to submit reports concerning them in accordance with the requirements of legislation of the Russian Federation.

Information on changes:

Federal Law No. 210-FZ of June 29, 2015 supplemented Chapter XIII of this Federal Law with Article 93.1

Article 93.1. Notification of the Company of the Intention to Refer to the Court with Claims Against the Company and Other Persons

1. A shareholder appealing against the decision of the general meeting of shareholders of the company or a member of the board of directors (supervisory board) of the company, that claims indemnification of losses inflicted on the company, acknowledgement of a company's transaction as invalid or application of the consequences of invalidity of a transaction shall be obliged to notify other shareholders of the company beforehand of their intention to refer to the court with a suit by sending a written notification to the company that shall be received not later than 5 days prior to the day of referral to the court. The notification shall contain the name of the company, the name (denomination) of the person intending to bring a suit, the subject of claim of such person, a brief description of the circumstances that are the basis for the stated claims and the name of the court to be approached. Other documents related to the case can be attached to the notification.

If a nominal holder is the person included in the register of shareholders of the company, the notification cited in this Item and all documents to be attached thereto shall be submitted in accordance with the rules of the legislation of the Russian Federation on securities for provision of information and materials to persons exercising their rights to securities. The notification and all documents attached thereto shall be submitted not later than 3 days after the day of receipt of a confirmation of acceptance of the suit from the court.

2. Not later than within 3 days from the day of receipt of the confirmation of the court initiating proceedings on the suit cited in Item 1 of this Article, the non-public company shall be obliged to bring the received notification cited in Item 1 of this Article and the documents attached thereto to the attention of the company's shareholders included in the register of shareholders of the company using the procedure for notification of holding of a general meeting of shareholders, unless another procedure is envisaged by the charter of the non-public company.

3. Not later than within 3 days from the day of receipt of the confirmation of the court initiating proceedings on the suit cited in Item 1 of this Article, unless a shorter term is envisaged by the company's charter, the public company shall be obliged to publish the notification cited in Item 1 of this Article and all documents attached thereto on a website used by the company for disclosure of information, and to disclose the information on initiation of proceedings on the suit by the court through the procedure set by the legislation of the Russian Federation on securities for disclosure of information on material facts.

Chapter XIV. Concluding Provisions

GARANT:

Federal Law No. 120-FZ of August 7, 2001 amended Article 94 of this Federal Law. The amendments shall come into force on January 1, 2002
Article 94. Introduction into Effect of This Federal Law

1. This Federal Law shall be take effect on January 1, 1996.

2. As of the introduction into effect of this Federal Law, the statutory acts in effect on the territory of the Russian Federation shall apply in a part not contrary to this Federal Law until the bringing thereof into conformity with this Federal Law.

Information on changes:

Federal Law No. 318-FZ of December 1, 2007 amended Item 3 of Article 94 of this Federal Law

See the Item in the previous wording

3. Beginning from the time of entry of the present Federal Law into force a company's constituent documents that do not comply with the provisions of the present Federal Law shall be applicable in as much as they do not conflict with said provisions. Excluded from January 1, 2002.

Information on changes:

See the text of Paragraph two of Item 3 of Article 94

On behalf of the Russian Federation, constituent entities of the Russian Federation and municipal formations stockholders' rights in respect of joint stock companies which are under the ownership of said public entities shall be exercised by appropriate property management committees, property funds or other authorised state bodies or local government bodies, except when the stocks of said joint stock companies are possessed on the basis of the right of economic control or day-to-day management by unitary enterprises and institutions or are transferred for trust management, as well as when stocks of said joint stock companies are managed by state corporations in compliance with federal laws.

4. Abrogated.

Information on changes:

See the text of Item 4 of Article 94

5. Until the introduction into effect of the respective federal laws listed in Clause 4 Article 1 of this Federal Law, the companies shall operate on the basis of statutory acts of the Russian Federation adopted before the introduction into effect of this Federal Law.

6. To propose to the President of the Russian Federation within the period before March 1, 1996 to bring statutory acts issued by him into conformity with this Federal Law.

7. To charge the Government of the Russian Federation within the period before March 1, 1996 to:

   - bring the statutory acts issued by it into conformity with this Federal Law;
   - adopt statutory acts ensuring the carrying out this Federal Law.

President of the Russian Federation

Boris Yeltsin

The Kremlin, Moscow
December 26, 1995
No. 208-FZ