

Constituent document of the legal person  
PSRN 1027700018290 submitted at making an entry  
to the Unified State Register of Legal Entities under  
SRN 2207704215442 dated 29.04.2020

**DOCUMENT SIGNED BY THE ENHANCED  
ENCRYPTED AND CERTIFIED DIGITAL  
SIGNATURE**

information on the digital signature certificate

Certificate: 6EF1EC0058AB3B8A4B9B860A7E0B04CD  
Owner: Denis Vasilievich Abrashkin  
of the Interdistrict IFTS No. 46 for Moscow  
Valid from 05.02.2020 to 05.02.2021

APPROVED BY  
resolution of the sole shareholder of  
TENEX,  
Joint-Stock Company,  
(Resolution No. 63 of March 27, 2020)

# ARTICLES OF ASSOCIATION

## OF

### TENEX, Joint-Stock Company

(Revision dated March 27, 2020)

Moscow, 2020

## **1. General**

1.1. TENEX, Joint-Stock Company, hereinafter referred to as the “Company”, was registered by the Moscow Registration Chamber on 28.01.1994 under No. 029.427. The Company was established in accordance with the Decree of the President of the Russian Federation No. 721 dated 01.07.1992 “On Organizational Measures to Transform State Enterprises, Voluntary Associations of State Enterprises into Joint-Stock Companies”.

The Company is the assignee of TENEX, All-Union Self-Supporting Foreign Economic Association.

The Company changed its name from TENEX, Foreign Economic Open Joint-Stock Company, to TENEX, Joint-Stock Company, in order to bring it in line with the provisions of Chapter 4 of the Civil Code of the Russian Federation (as amended by Federal Law No. 99-ФЗ dated 05.05.2014).

1.2. The Company is governed in its activities by the Civil Code of the Russian Federation, Federal Law No. 208-ФЗ dated 26.12.1995 “On Joint-Stock Companies”, Federal Law No. 13-ФЗ dated 05.02.2007 “On the Features of Management and Disposal of Property and Shares of Organizations Carrying out Nuclear Activities, and on Amendments to Certain Legislative Acts of the Russian Federation”, Decree of the President of the Russian Federation No. 556 dated 27.04.2007 “On the Restructuring of the Atomic Energy Industry Complex of the Russian Federation”, other regulatory legal acts of the Russian Federation and the present Articles of Association.

1.3. The Company was established for an indefinite period.

1.4. The sole shareholder of the Company is Atomic Energy Power Corporation Joint-Stock Company.

## **2. Company’s name and location**

2.1. The full corporate name of the Company:

- in the Russian language – Акционерное общество «Техснабэкспорт»;
- in the English language – TENEX, Joint-Stock Company.

The abbreviated corporate name of the Company:

- in the Russian language – АО «Техснабэкспорт».
- in the English language – TENEX JSC.

2.2. The Company’s location: Russian Federation, Moscow.

2.3. The Company’s address: Russian Federation, 115184, Moscow, 28 Ozerkovskaya naberezhnaya st., build. 3.

## **3. Company’s legal status**

3.1. The Company is a legal entity and owns solitary property posted to its autonomous balance sheet, can acquire and exercise property and personal non-property rights in its own name, fulfil duties, act as plaintiff and defendant in the court.

3.2. The Company may open bank accounts in and outside the Russian Federation based on the established procedure.

3.3. The Company has a round seal containing its full corporate name in Russian and an indication of its location, and is also entitled to have stamps and forms with its name, its own emblem, a duly registered trademark, and other means of visual identification.

3.4. The Company is liable for its obligations to the extent of all of its property, which, in accordance with the legislation of the Russian Federation, may be levied, taking into account the features established by Federal Law No. 13-Φ3 dated 05.02.2007 “On the Features of Management and Disposal of Property and Shares of Organizations Carrying out Nuclear Activities, and on Amendments to Certain Legislative Acts of the Russian Federation”.

3.5. The Company is not liable for the obligations of its shareholders. Shareholders are not liable for the obligations of the Company and bear the risk of losses associated with its activities, to the extent of the value of their shares, except as otherwise provided by law.

3.6. The state and its bodies are not liable for the obligations of the Company, nor is the Company liable for the obligations of the state and its bodies.

3.7. The Company implements civil defense and mobilization training in accordance with the legislation of the Russian Federation.

3.8. The Company carries out work and implements activities related to the use of highly classified information, provided that the Company fulfils its obligation to ensure the protection of this kind of information in accordance with the legislation of the Russian Federation.

3.9. The Company operates in accordance with the anti-corruption laws of the Russian Federation and foreign states (in the regions where the Company operates).

3.10. The termination of the Company’s activities is carried out in the form of reorganization or liquidation, which are carried out by resolution of the General Meeting of Shareholders (the sole shareholder) or by decision of the court. The resolution/decision on the reorganization or liquidation of the Company shall contain an indication of the conditions and place of storage of the Company’s archival documents, including those containing highly classified information. In case of reorganization or liquidation of the Company, termination of work containing highly classified information, the Company shall ensure the safety of this information and its carriers by developing and implementing a system of information security measures, ensuring information security procedures and countermeasures against technical intelligence, security and fire safety and other measures.

In this regard, highly classified information carriers shall be destroyed according to the established procedure, handed over for archival storage or transferred to:

- the Company’s assignee, if this assignee has the authority to conduct work using the specified information;
- a public authority which has the relevant information at its disposal;

- another public authority, enterprise, institution or organization as directed by the Interdepartmental Commission on the Protection of State Secrets.

3.11. The provisions of Chapter XI of the Federal Law “On Joint-Stock Companies” do not apply to the Company.

#### **4. Purpose and subject of activity**

4.1. The main purpose of the Company is to make a profit.

4.2. To achieve the purposes of the activity and to ensure its own needs, the Company is entitled to carry out any type of activity not prohibited by law, including:

- export and import of nuclear materials (including materials in the form of fuel assemblies), technologies, equipment, plants, special non-nuclear materials and related services and ionizing radiation sources (isotopic products);

- production and processing of nuclear and radioactive materials (including materials in the form of fuel assemblies), technologies, equipment, plants, special non-nuclear materials and related works, services and ionizing radiation sources (isotopic products) and other types of products (works, services);

- implementation of export, import and other operations that are not limited by the range of goods and services, in accordance with applicable law and agreements and contracts concluded by the Company, including:

export of ferrous, non-ferrous, rare and rare-earth metals, metallic and non-metallic materials and products, chemical products, fertilizers, wood and wood products, and other goods, including products of own production or joint activities and related services;

import of machines, disparate, complete equipment, tools, cars, trucks, passenger and special vehicles, car accessories, spare parts, fuels and lubricants and other related products, chemical and petrochemical products, fertilizers, building materials and parts, food products and raw materials for their production, industrial consumer goods and other goods (services);

provision of intermediary, consulting (including advising on business and management), information and other services to other organizations, including foreign ones;

arrangement of technical assistance in the operation of facilities built abroad by supplying equipment, spare parts, components, materials; development of technical and operational documentation; secondment of specialists; organization and conduct of industrial and technical training, internships; provision of other types of services, including assistance in the reconstruction of constructed facilities;

organization and implementation of international and domestic freight transportation of goods, including special ones, both on one's own and involving transport and forwarding organizations; development and implementation of activities aimed at making such transportations; acceptance and provision of services related to the implementation of transportation;

production, processing and sale of products: consumer goods, industrial goods and

food products;

setting-up and operation of residential, tourist, hotel, production, trade, agricultural, warehouse centres and structures, as well as other subsidiary farms necessary to achieve the Company's purposes;

arrangement of specialized exhibitions, participation in international fairs, exhibitions, symposiums, publication of promotional literature;

- ensuring protection of highly classified and commercially sensitive information;
- international sales of reference goods, works and services in the back-end field;
- provision for a fee of immovable and movable property of the Company for temporary possession and use or for temporary possession and use (rental).

4.3. In cases stipulated by the legislation of the Russian Federation, the Company may engage in certain types of activities only on the basis of a special permit (license), membership in a self-regulatory organization or a certificate of admission to a certain type of work issued by a self-regulatory organization.

The Company's right to carry out activities for which it is necessary to obtain a special permit (license), membership in a self-regulatory organization or to obtain a certificate of a self-regulatory organization on admission to a certain type of work, arises from the moment of receipt of such permission (license) or on the date indicated in it or from the entry date of the Company into a self-regulatory organization or issuance of a certificate of admission to a certain type of work by a self-regulatory organization and terminates upon the termination of a permit (license), membership in a self-regulatory organization or a certificate of admission to a certain type of work issued by a self-regulatory organization.

4.4. The Company is governed by the basic principles of state policy in the field of management and disposal of property and shares of organizations of the atomic energy industry of the Russian Federation, provided for by Federal Law No. 13-Φ3 dated 05.02.2007 "On the Features of Management and Disposal of Property and Shares of Organizations Carrying out Nuclear Activities, and on Amendments to Certain Legislative Acts of the Russian Federation".

## **5. Company's branches and representative offices.**

### **Subsidiaries**

5.1. The Company can set up branches and open representative offices according to the established procedure both on the territory of the Russian Federation and beyond its borders.

5.2. The setting-up of branches and the opening of representative offices by the Company beyond the borders of the Russian Federation are also carried out in accordance with the legislation of a foreign state at the location of the branches and representative offices, unless otherwise provided by an international treaty of the Russian Federation.

5.3. The Company's branches and representative offices carry out their activities on behalf of the Company. The Company is responsible for the activities of its branches and

representative offices.

5.4. Branches and representative offices act on the basis of regulations approved by the Company's Board of Directors.

5.5. The heads of branches and representative offices are appointed by the Director General of the Company and act on the basis of a power of attorney issued by the Company.

5.6. Branches and representative offices are not legal entities. The Company endows branches and representative offices with property, which is recorded both on their individual balance sheets and on the balance sheet of the Company.

5.7. The branches and representative offices of the Company are registered in the Unified State Register of Legal Entities.

5.8. The Company may have subsidiaries with the rights of a legal entity on the territory of the Russian Federation, set up in accordance with the legislation of the Russian Federation, and beyond the borders of the Russian Federation – in accordance with the legislation of a foreign state at the location of the subsidiary, unless otherwise provided by an international treaty of the Russian Federation.

## **6. Company's charter capital**

6.1. The Company's charter capital is composed of the par value of the Company's shares.

6.2. The Company's charter capital amounts to 638,118,652 (Six hundred thirty eight million one hundred eighteen thousand six hundred fifty two) rubles.

The Company placed ordinary registered shares with a par value of 23,957 (Twenty three thousand nine hundred fifty seven) rubles each in the amount of 26,636 (Twenty six thousand six hundred thirty six) shares.

All shares of the Company are issued in non-documentary form.

The number of authorized shares, their category, type, and par value are determined by the General Meeting of Shareholders (sole shareholder).

Authorized ordinary registered shares after their placement will provide the rights stipulated by these Articles of Association for owners of ordinary registered shares.

6.3. The Company's charter capital may be increased in accordance with the procedure specified by the current legislation of the Russian Federation and these Articles of Association, in the following ways:

- by increasing the par value of the outstanding shares;
- by placing additional shares within the number of authorized shares.

6.4. The resolution to increase the Company's charter capital is taken by the Board of Directors of the Company.

6.5. The Company's charter capital may be reduced in accordance with the procedure specified by the legislation of the Russian Federation and these Articles of Association in the following ways:

- by reducing the par value of the outstanding shares;

- by acquiring and redeeming part of the outstanding shares in order to reduce their total number.

6.6. The resolution to reduce the Company's charter capital is taken by the Board of Directors of the Company.

6.7. The Company's charter capital may be reduced unless, as a result of this reduction, the size of the Company's charter capital becomes less than the minimum size of the charter capital determined in accordance with the Federal Law "On Joint-Stock Companies" as of the date of submitting documents for state registration of corresponding changes in these Articles of Association, and in cases where, in accordance with the Federal Law "On Joint-Stock Companies", the Company shall reduce its charter capital, on the date of state registration of the Company.

The Company shall reduce its charter capital in cases provided for by the Federal Law "On Joint-Stock Companies".

6.8. Within three business days after the adoption of the resolution to reduce the charter capital by the Company, the Company shall report such a resolution to the authority competent with regard to the state registration of legal entities and place a notice of a decrease in its charter capital twice at monthly intervals in the media which publishes data on state registration of legal entities.

## **7. Company's funds and net assets**

7.1. The Company forms a reserve fund in the amount of 5 (Five) per cent of the Company's charter capital.

The amount of obligatory annual deductions to the Company's Reserve Fund is 5 (Five) per cent of the Company's net profit until the Reserve Fund reaches the established amount.

The Company's Reserve Fund is intended to cover its losses, as well as to redeem the Company's bonds and repurchase the Company's shares in the absence of other funds. The Reserve Fund cannot be used for other purposes.

7.2. Under the laws of the Russian Federation, other trust funds may be formed in the Company.

7.3. The composition of the funds, the procedure for their formation and use are determined by the Board of Directors of the Company.

7.4. The value of the Company's net assets is estimated according to accounting data according to the procedure established by the federal executive body authorized by the Government of the Russian Federation and, in the cases established by the federal law, by the Central Bank of the Russian Federation.

## **8. Dividends**

8.1. Following on the results of the first quarter, six months, nine months of the reporting year and (or) the results of the reporting year, the Company is entitled to make

resolutions (declare) on the payment of dividends on outstanding shares, unless otherwise provided by the Federal Law “On Joint-Stock Companies”. The resolution to pay (declare) dividends according to the results of the first quarter, six months and nine months of the reporting year may be made within three months after the end of the relevant period.

8.2. Resolutions on the payment (declaration) of dividends, including decisions on the amount of dividends, procedure, form and timing of their payment, on the date on which persons entitled to receive dividends are determined, are adopted by the General Meeting of Shareholders (sole shareholder) of the Company.

The size of dividends may not exceed the size of dividends recommended by the Board of Directors of the Company.

Dividends are paid within the period established by the Federal Law “On Joint-Stock Companies”.

8.3. The source of dividend payment is the Company’s profit after tax (the Company’s net profit). The Company’s net profit is determined according to the accounting (financial) statements of the Company.

Dividends are paid in cash. Dividends may be paid by other property (including goods, securities and property rights that have a monetary value).

The Company has the right to pay dividends from retained earnings of previous years.

8.4. The Company is not entitled to make a resolution (declare) on the payment of dividends on shares, and also has no right to pay declared dividends on shares in cases provided for by the legislation of the Russian Federation.

## **9. Rights and obligations of shareholders**

9.1. Shareholders (sole shareholder), owners of ordinary shares of the Company have the right to:

9.1.1. participate in managing the Company’s affairs, including personal participation or through a representative in the General Meeting of Shareholders of the Company with the right to vote on all issues within its competence;

9.1.2. take part in the distribution of the Company’s profits according to the procedure prescribed by the legislation of the Russian Federation and these Articles of Association;

9.1.3. receive dividends in the manner established in accordance with the legislation of the Russian Federation and these Articles of Association;

9.1.4. receive a part of the Company’s property remaining after settlements with creditors, or its value in case of liquidation of the Company;

9.1.5. receive information provided for by the legislation of the Russian Federation from the Company’s registrar;

9.1.6. receive information on the Company’s activities and get acquainted with its accounting and other documentation in cases and according to the procedure prescribed



by the legislation of the Russian Federation and these Articles of Association of the Company;

9.1.7. gain access to highly classified information in accordance with the legislative acts of the Russian Federation on the protection of state secrets;

9.1.8. appeal resolutions taken by the Company's management bodies which entail civil law consequences, in cases and according to the procedure prescribed by the legislation of the Russian Federation;

9.1.9. demand, acting on behalf of the Company, compensation for losses incurred by the Company;

9.1.10. dispute, acting on behalf of the Company, transactions concluded by them (him) on the grounds provided for in Article 174 of the Civil Code of the Russian Federation or the Federal Law "On Joint-Stock Companies", and demand the application of the consequences of their invalidity, as well as the application of the consequences of the invalidity of void transactions of the Company;

9.1.11. exercise other rights provided for by the legislation of the Russian Federation and these Articles of Association.

9.2. Shareholders (sole shareholder) of the Company shall:

9.2.1. not disclose confidential information (information access to which is limited by the legislation of the Russian Federation) on the Company's activities;

9.2.2. participate in corporate resolutions, without which the Company cannot continue its activities in accordance with the legislation of the Russian Federation, if their (his) participation is necessary for such resolutions;

9.2.3. not commit actions deliberately aimed at causing harm to the Company;

9.2.4. not perform actions (inaction) that substantially impede or make it impossible to achieve the purposes for which the Company was set up;

9.2.5. bear other obligations stipulated by the legislation of the Russian Federation and these Articles of Association.

## **10. Register of the Company's registered securities**

10.1. The Company shall maintain and keep a register of the Company's registered securities in accordance with the requirements of the legislation of the Russian Federation.

10.2. The holder of the register of the Company's registered securities is a professional participant in the securities market engaged in maintaining the register of registered securities (hereinafter referred to as the registrar).

## **11. Company's governing and supervision bodies**

11.1. The Company has the following governing bodies:

- General Meeting of Shareholders;
- Board of Directors;

- Director General (sole executive body).

11.2. The Audit Commission (Auditor) is absent in the Company.

11.3. The Company's governing bodies arrange and carry out internal control over the financial and economic activities of the Company in accordance with the Company's internal documents and internal policies and procedures.

## **12. General meeting of shareholders**

12.1. The Company's supreme governing body is the General Meeting of Shareholders, whose competence includes the following issues:

12.1.1. introduction of amendments and additions to the Articles of Association or approval of the new edition of the Articles of Association of the Company;

12.1.2. reorganization of the Company;

12.1.3. liquidation of the Company, appointment of a liquidation commission, approval of interim and final liquidation balance sheets;

12.1.4. election of members of the Company's Board of Directors and early termination of their powers;

12.1.5. determination of the quantity, par value, category (type) of authorized shares and the rights granted by these shares;

12.1.6. formation of the Company's sole executive body, early termination of its powers;

12.1.7. adoption of a resolution on the delegation of powers vested in the Company's sole executive body to a managing organization (manager) and early termination of powers of a managing organization (manager);

12.1.8. payment (announcement) of dividends according to the results of the first quarter, six months, nine months of the reporting year;

12.1.9. distribution of profit (including payment (announcement) of dividends, except for payment (announcement) of dividends according to the results of the first quarter, six months, nine months of the reporting year) and losses of the Company according to the results of the reporting year;

12.1.10. splitting and consolidation of the Company's shares;

12.1.11. adoption of resolutions on consent to the conclusion or subsequent approval of major transactions in cases provided for by Chapter X of the Federal Law "On Joint-Stock Companies";

12.1.12. acquisition of outstanding shares by the Company in cases provided for by the Federal Law "On Joint-Stock Companies";

12.1.13. approval of internal documents regulating the activities of the Company's bodies;

12.1.14. adoption of a resolution on payment of remuneration and (or) compensation to members of the Company's Board of Directors;

12.1.15. resolving other issues stipulated by the Federal Law "On Joint-Stock Companies".

12.2. Issues related to the competence of the General Meeting of Shareholders (the sole shareholder) cannot be referred for resolution to the Board of Directors and the executive body of the Company.

12.3. The Company shall hold an annual General Meeting of Shareholders annually no earlier than two (2) months and no later than six (6) months after the end of the reporting year.

The annual General Meeting of Shareholders shall resolve matters on the election of the Board of Directors, as well as on the distribution of profits (including payment (announcement) of dividends, with the exception of payment (announcement) of dividends according to the results of the first quarter, six months, nine months of the reporting year) and losses of the Company according to the results of the reporting year.

The annual General Meeting of Shareholders may resolve other issues related to the competence of the General Meeting of Shareholders.

12.4. In case all voting shares of the Company belong to one shareholder, resolutions on issues falling within the competence of the General Meeting of Shareholders are taken solely by the sole shareholder (shareholder's authorized governing body) and are drawn up in writing.

### **13. Board of Directors**

13.1. The Company's Board of Directors carries out general management of the Company.

The quantitative composition of the Company's Board of Directors is 5 (five) people.

13.2. The competence of the Board of Directors includes the following issues:

13.2.1. determination of priority areas of the Company's activities;

13.2.2. approval of the annual report, annual accounting (financial) statements of the Company;

13.2.3. recommendations on the distribution of the Company's profit, including the size of the dividend on the Company's shares and the procedure for its payment, and the losses of the Company;

13.2.4. determination of the price (monetary value) of property, the offering price or the procedure for its determining and the buyback price of equity securities in cases provided for by the Federal Law "On Joint-Stock Companies";

13.2.5. adoption of a resolution on the use of the Company's funds;

13.2.6. approval of internal documents of the Company determining the procedure for the formation and use of the Company's funds;

13.2.7. approval of the Company's auditor and determination of the amount of remuneration for his services;

13.2.8. approval of the Company's registrar and the terms of the contract with him, as well as termination of the contract with him;

13.2.9. adoption of a resolution on suspension of the powers of the sole executive

body of the Company – Director General;

13.2.10. adoption of a resolution on the establishment of the temporary sole executive body of the Company in case of suspension of the powers of the Director General or the impossibility of fulfilling his official duties for any reason and an extraordinary general meeting of shareholders to resolve the issue of early termination of powers of the sole executive body of the Company and the formation of a new sole executive body of the Company;

13.2.11. adoption of a resolution on the possibility of combining positions in the governing bodies of other organizations by the Director General of the Company, as well as on the possibility of working part-time in other organizations;

13.2.12. approval of conditions (change of conditions) of the contract with the managing organization;

13.2.13. bringing the Director General of the Company to disciplinary responsibility and his encouragement in accordance with the labor legislation of the Russian Federation;

13.2.14. increase of the Company's charter capital by increasing the par value of outstanding shares or the placement of additional shares;

13.2.15. reduction of the Company's charter capital by reducing the par value of shares, by acquiring a part of the shares by the Company in order to reduce their total number, and also by redeeming shares acquired or bought out by the Company;

13.2.16. approval of a resolution on the issue (additional issue) of securities, the prospectus for securities, the report on the results of the issue (additional issue) of the Company's securities;

13.2.17. placement by the Company of additional shares into which the preferred shares of a particular type placed by the Company are converted, convertible into ordinary shares or preferred shares of other types, if such placement is not associated with an increase in the Company's charter capital, as well as the placement by the Company of bonds or other equity securities, with the exception of shares;

13.2.18. approval of internal documents of the Company, with the exception of internal documents, the approval of which is assigned to the competence of the General Meeting of Shareholders by the Federal Law "On Joint Stock Companies", as well as other internal documents of the Company, the approval of which is referred to the competence of the sole executive body of the Company by these Articles of Association;

13.2.19. setting-up and liquidation of the Company's branches, opening and termination of activities of the Company's representative offices, approval of regulations on the Company's branches and representative offices;

13.2.20. consent to the conclusion or subsequent approval of major transactions in cases provided for by Chapter X of the Federal Law "On Joint- Stock Companies";

13.2.21. approval of the conclusion of a major transaction;

13.2.22. consent to transactions related to the gratuitous transfer of the Company's property (including monetary funds), as well as transactions related to the gratuitous assignment of claim (cession) and cancellation of debt, except for the transactions with immovable property, contributions to the property of other business companies,

contributions to non-profit organizations, transactions within the framework of charitable activities, transactions related to deductions for the accumulation of reserves intended to ensure the safety of especially hazardous and nuclear hazardous industries and facilities at all stages of their life cycle and development in accordance with the legislation of the Russian Federation on the use of atomic energy and in the manner established by the Government of the Russian Federation;

13.2.23. consent to the Company making interested-party transactions<sup>1</sup> (unless the transaction is made by the Company with a legal entity that is a controlling or controlled entity of the Company, or with a legal entity that is simultaneously with the Company under direct and (or) indirect control of one legal entity), namely, transactions in which the party, beneficiary, intermediary or representative of the party are as follows:

a) Director General of the Company, and in case of transfer of all or part of the powers of the sole executive body of the Company to the managing organization, also the sole executive body of the managing organization;

b) persons authorized by the Company to conduct transactions on behalf of the Company, as well as persons authorized by the managing organization to conduct transactions on behalf of the Company (with the exception of the Company's transactions, the authority to perform which was not granted to the indicated persons on behalf of the Company);

c) a member of the Board of Directors (with the exception of labor contracts (amendments to them) with this person, unless otherwise provided by the Articles of Association of the Company);

d) persons who are spouses, parents, children, full and half brothers and sisters, adoptive parents and adopted persons specified in subparagraphs "a" - "c" of this paragraph;

e) legal entities controlled by the persons specified in subparagraphs "a" - "d" of this paragraph;

f) legal entities in which the persons specified in subparagraphs "a" - "d" of this paragraph occupy positions in the governing bodies of a legal entity, as well as positions in the governing bodies of the managing organization of such a legal entity;

g) legal entities in which the powers of the sole executive body have been transferred to the legal entities referred to in subparagraph "e" of this paragraph;

h) legal entities regarding which the legal entities referred to in subparagraph "e" of this paragraph are controlling persons;

i) legal entities to which the persons specified in subparagraphs "a" - "e" have the right to give mandatory instructions;

j) individual entrepreneurs who are persons specified in subparagraphs "a" - "d" of this paragraph.

13.2.24. determination of the amount and payment of remuneration to the Director

---

<sup>1</sup> This issue is among other issues in accordance with subparagraph 18 of paragraph 1 of Article 65 of Federal Law No. 208-ФЗ dated 26.12.1995 "On Joint- Stock Companies".

General of the Company according to the results of the reporting year;

13.2.25. determination of the procurement policy in the Company, including approval of provisions on the procedure for conducting regulated procurement of goods, works and services;

13.2.26. adoption of a resolution on participation in financial and industrial groups, associations and other associations of commercial organizations;

13.2.27. approval of values of the Company's (Director General's) key performance indicators (KPIs);

13.2.28. approval of reports of the Director General on the results of the Company's activities, achievement of key performance indicators (KPIs) of the Company (Director General), on the implementation of resolutions of the General Meetings of Shareholders (the sole shareholder) and the Board of Directors of the Company;

13.2.29. approval, amendment and addition of annual plans (planned indicators of financial and economic activities) and their respective budgets and limits for the activities of the Company, cost estimates of the Company;

13.2.30. adoption of a resolution to conduct an extraordinary audit of the Company, including the issue of allocating relevant costs to the Company account;

13.2.31. consent to conclude an agreement on the delegation of powers of the sole executive body (performing the functions of a managing organization) in other organizations to the Company;

13.2.32. formation of committees of the Company's Board of Directors, approval of internal documents that determine their competence and operating procedures, determination of their quantitative composition, appointment of the chairman and members of the committee and termination of their powers;

13.2.33. election of the Chairman of the Board of Directors and early termination of his powers;

13.2.34. election of the Secretary of the Board of Directors and early termination of his powers;

13.2.35. other issues referred to the competence of the Board of Directors by the Federal Law "On Joint Stock Companies" and these Articles of Association.

13.3. In cases where a transaction must be approved simultaneously on several grounds (established by these Articles of Association and stipulated by Chapter X of Federal Law No. 208-Φ3 dated 26.12.1995 "On Joint-Stock Companies"), the provisions of Federal Law No. 208-Φ3 dated 26.12.1995 "On Joint-Stock Companies" are applied to the transaction approval procedures.

13.4. Matters related to the competence of the Board of Directors cannot be referred to the decision of the sole executive body of the Company.

13.5. When resolving issues at a meeting, each member of the Board of Directors has one vote. In case of a tie vote when the Board of Directors adopts a resolution, the vote of the Chairman of the Board of Directors is decisive.

Transfer of the voting right by a member of the Board of Directors to another person, including another member of the Board of Directors, is not allowed.

The resolution of the Board of Directors may be adopted by absentee voting. In absentee voting, all members of the Board of Directors are sent materials on agenda items and a voting questionnaire, indicating the time by which a completed and signed questionnaire must be submitted to the Board of Directors of the Company.

13.6. A meeting of the Board of Directors is competent (has a quorum) if at least half of the elected members of the Board of Directors participate in it, unless otherwise provided by the Federal Law “On Joint-Stock Companies”. In the absence of a quorum for holding a meeting of the Board of Directors, the meeting shall not be held and may be deferred to a later date.

When determining the presence of a quorum and voting results on agenda items, the written opinion of a member of the Board of Directors who is absent from the meeting of the Board of Directors is taken into account, if it is received by the Company at the start time of the meeting of the Board of Directors.

Decisions on all issues within the competence of the Board of Directors are made by a simple majority of votes of the members of the Board of Directors participating in the meeting, with the exception of cases specified by the Federal Law “On Joint Stock Companies”, these Articles of Association or an internal document determining the procedure for convening and holding meetings of the Board of Directors of the Company.

Decisions on the issues referred to in clause 13.2.23 are taken by a simple majority of votes of the members of the Board of Directors participating in the meeting, while the vote of a member of the Board of Directors who is simultaneously the person referred to in subparagraphs (a) to (d) of paragraph 13.2.23 is not taken into account.

13.7. Members of the Board of Directors are elected by the General Meeting of Shareholders (the sole shareholder) for a period until the next annual General Meeting of Shareholders.

13.8. The members of the Board of Directors of the Company shall have access to highly classified information in accordance with the legislative acts of the Russian Federation on the protection of state secrets.

13.9. The General Meeting of Shareholders (sole shareholder) is entitled to adopt a resolution on the early termination of powers of members of the Board of Directors. In this case, a resolution on the early termination of powers of members of the Board of Directors can be made only in respect of all members of the Board of Directors at the same time.

13.10. The Chairman of the Board of Directors is elected by the Board of Directors from among its members by a majority of votes of the total number of elected members of the Board of Directors. The Board of Directors is entitled to re-elect its Chairman at any time.

13.11. The Chairman of the Board of Directors arranges the activities of the Board of Directors. The procedure for convening and holding meetings of the Company’s Board of Directors, as well as the procedure for making resolutions by absentee voting are determined by the Regulation on the Company’s Board of Directors.

13.12. By decision of the General Meeting of Shareholders (the sole shareholder),

members of the Board of Directors of the Company may be paid remuneration and (or) reimbursed for expenses related to the performance of their functions as members of the Board of Directors of the Company. The size of such remuneration and compensation is established by the resolution of the General Meeting of Shareholders (the sole shareholder).

## **14. Director General**

14.1. The Director General is the sole executive body of the Company, administering the day-to-day operations of the Company.

The Director General is accountable to the Board of Directors and the General Meeting of Shareholders (the sole shareholder) of the Company.

A person appointed to the position of Director General shall not have circumstances that are the basis for refusing access to state secret in accordance with Article 22 of Law of the Russian Federation No. 5485-1 dated 21.07.1993 "On State Secret".

The Director General is responsible for arranging the protection of highly classified, official and commercially sensitive information in the Company, ensuring information security procedures and security of work in accordance with the legislation of the Russian Federation, and shall have access to state secrets in the appropriate form.

14.2. The Director General arranges the implementation of resolutions adopted by the General Meeting of Shareholders (the sole shareholder) and the Board of Directors of the Company.

The competence of the Director General includes all matters related to administering the day-to-day operations of the Company, with the exception of issues falling within the competence of the General Meeting of Shareholders (the sole shareholder) and the Board of Directors.

14.3. The Director General has the following powers:

14.3.1. acts on behalf of the Company without a power of attorney, as well as represents the interests of the Company both in the Russian Federation and abroad;

14.3.2. administers the day-to-day operations of the Company;

14.3.3. disposes of the property of the Company within the limits established by these Articles of Association and the legislation of the Russian Federation;

14.3.4. makes transactions on behalf of the Company according to the procedure prescribed by the legislation of the Russian Federation and these Articles of Association;

14.3.5. issues powers of attorney on behalf of the Company;

14.3.6. approves the staff list of the Company, branches and representative offices of the Company;

14.3.7. approves the organizational structure of the Company and changes made to it;

14.3.8. issues orders and gives instructions binding on all employees of the Company;

14.3.9. concludes labor contracts with employees of the Company, applies incentive



measures and imposes penalties on employees, exercises other rights and obligations of the Company as an employer;

14.3.10. opens bank accounts of the Company;

14.3.11. arranges accounting and reporting of the Company;

14.3.12. approves the Company's internal documents governing the activities of structural and separate divisions of the Company, the procedure for disclosing information about the Company, with the exception of internal documents approved by the General Meeting of Shareholders (the sole shareholder) and the Board of Directors of the Company;

14.3.13. arranges the protection of highly classified information, as well as activities in the field of technical protection of information in accordance with regulatory legal acts of the Russian Federation and is responsible for ensuring the preservation of highly classified information in the Company;

14.3.14. bears personal responsibility for ensuring the security of highly classified information in the Company, including:

- creation of conditions and arrangement of measures to ensure the protection of highly classified information;

- creation of conditions under which an official or citizen familiarizes himself/herself with highly classified information only and to such extent as necessary for him/her to perform his/her official (functional) duties;

- non-compliance with the established restrictions on familiarization with highly classified information;

14.3.15. appoints one of his/her deputies with a similar access level to highly classified information as the acting Director General for the period of the Director General's temporary absence (rest leave, business trip, sick leave);

14.3.16. determines the composition and scope of information constituting official or commercial secret, as well as the procedure for its storage and protection in accordance with the legislation of the Russian Federation;

14.3.17. ensures compliance with the requirements of the legislation of the Russian Federation in the field of fire safety, prevention of emergency situations and liquidation of their consequences, as well as compliance with civil defense requirements;

14.3.18. adopts a resolution on creation of other organizations and/or participation of the Company in other organizations, alteration of the participation interest (number of shares, amount of participatory interest or share) or par value of shares, encumbrance of shares (parts thereof) and termination of the Company's participation in other organizations;

14.3.19. performs other functions necessary to achieve the purposes of the Company and ensure its normal operation, in accordance with the legislation of the Russian Federation and these Articles of Association.

14.4. The Director General is elected by the General Meeting of Shareholders (sole shareholder).

14.5. The term of office of the Director General is determined by the General

Meeting of Shareholders (the sole shareholder) and is no more than 5 (Five) years.

14.6. In case of suspension of the powers of the Director General or the impossibility of fulfilling his duties, the Board of Directors by its resolution appoints a temporary sole executive body, the powers of which are valid until the election of a new Director General.

14.7. The rights and obligations of the Director General for administering the day-to-day operations of the Company are determined by the legislation of the Russian Federation and the employment contract concluded with him.

An employment contract with the Director General is signed on behalf of the Company by the Chairman of the Board of Directors of the Company or by a person authorized by the Board of Directors of the Company.

14.8. Combination of positions in the governing bodies of other organizations by a person performing the functions of the Director General, as well as part-time work in other organizations is allowed only with the consent of the Board of Directors of the Company.

14.9. The rights and obligations of the employer on behalf of the Company in relation to the Director General of the Company are exercised by the Board of Directors or by a person authorized by the Board of Directors of the Company, according to the procedure determined by the resolutions of the Board of Directors of the Company.

14.10. The access of the Director General of the Company to highly classified information is made in accordance with the legislative acts of the Russian Federation on the protection of state secrets.

14.11. The General Meeting of Shareholders (the sole shareholder) is entitled to adopt a resolution on the early termination of powers of the sole executive body of the Company (Director General/managing organization (manager)) at any time.

14.12. The Director General of the Company, as well as managing organization (manager), exercising their rights and fulfilling duties, shall act in the interests of the Company, exercise their rights and fulfil obligations in relation to the Company in good faith and reasonably.

14.13. The obligation to submit for consideration by the Board of Directors of the Company the issue of consent to transactions specified in clause 13.2.23 of these Articles of Association is assigned to the Director General of the Company (the sole executive body of the managing organization of the Company).

14.14. The Director General of the Company shall develop and take measures to prevent corruption in the Company and ensure that the Company carries out activities in accordance with the anti-corruption laws of the Russian Federation and foreign states (in the regions where the Company operates).

14.15. The Director General of the Company, as well as managing organization (manager) shall reimburse losses caused through their fault to the Company at the request of the Company, its shareholders acting in the interests of the Company.

14.16. The Director General of the Company, as well as managing organization (manager) shall be liable if it is proved that exercising their rights and fulfilling their

duties they acted in bad faith or unreasonably, including if their actions (inaction) did not comply with the usual course of events of civil-law transactions or ordinary entrepreneurial risk.

## **15. Auditor**

15.1. The Company's Auditor is approved by the Board of Directors and checks the financial and economic activities of the Company on the basis of an agreement concluded with him and in accordance with regulatory legal acts of the Russian Federation.

15.2. The Company's Auditor shall have no financial interest in the Company and its sole shareholder.

15.3. The amount of remuneration for the services rendered by the Company's Auditor shall be determined by the Board of Directors.

## **16. Company information**

16.1. The Company shall keep the following documents:

- foundation agreement of the Company;
- Articles of Association of the Company and alterations and amendments made thereto, which are registered in the established manner, the Company's incorporation resolution, the certificate of incorporation of the Company;
- documents confirming the Company's rights to property on its balance sheet;
- the Company's internal documents;
- regulations on branches and representative offices;
- annual reports;
- accounting documents;
- documents of accounting (financial) statements;
- minutes of the General Meetings of Shareholders (resolutions of the sole shareholder holding all the voting shares of the Company), meetings of the Board of Directors of the Company, the Audit Commission (Auditor) of the Company;
- ballots for voting, as well as powers of attorney (copies of powers of attorney) for participation in the General Meeting of Shareholders;
- reports of appraisers;
- lists of the Company's affiliates;
- lists of persons entitled to participate in the General Meeting of Shareholders and persons entitled to receive dividends, as well as other lists drawn up by the Company for the exercise by shareholders of their rights in accordance with the requirements of the legislation of the Russian Federation;
- reports by the Audit Commission (Auditor), the Company's Auditor, state and municipal bodies of financial control;
- notifications of the conclusion of shareholder agreements sent to the Company, as well as lists of persons who have concluded such agreements;

- judicial acts on disputes related to the foundation of the Company, its management or participation in it;

- securities prospectuses, issuer's quarterly reports and other documents containing the information to be published or disclosed in any other way according to the Federal Law "On Joint Stock Companies" or other federal laws;

- other documents provided for by the Federal Law "On Joint-Stock Companies", internal documents of the Company, resolutions of the General Meeting of Shareholders, the Board of Directors of the Company, governing bodies of the Company, as well as documents stipulated by legal acts of the Russian Federation.

16.2. The Company shall keep the documents specified in clause 16.1 of these Articles of Association at the location of its executive body according to the procedure and for the periods established by the Bank of Russia.

16.3. Information on the Company shall be provided to a shareholder of the Company and other persons according to the procedure provided for by the Federal Law "On Joint-Stock Companies" and other legal acts of the Russian Federation.

## **17. Final provisions**

17.1. The relevant provisions of the legislation of the Russian Federation shall apply in all cases not specified by these Articles of Association.

17.2. If the provisions of these Articles of Association come into conflict with the norms of the legislation of the Russian Federation, the norms of the legislation of the Russian Federation shall be applied.

Russian Federation, city of Moscow. This thirteenth day of April, two thousand and twenty. I, Aleksandra Valerievna Zhukova, Notary of the city of Moscow, certify that the the document in hard copy made by me is identical to the electronic document submitted to me. The qualified electronic signature of the person who signed the electronic document submitted to me, and its affiliation to this person has been verified. This document in hard copy is equivalent to the electronic document submitted to me and has the same legal effect.

Entered in the Register under No. 77/705-Н/77-2020-2-1240

Collected as per tariff: 1100 rubles 00 kopecks

Collected for legal and technical services: 2200 rubles

*/signed/*

\_\_\_\_\_ Aleksandra Valerievna Zhukova

*/Seal:/* A.V. ZHUKOVA, NOTARY PUBLIC  
NOTARIAL DISTRICT OF MOSCOW

Total bound, numbered and sealed are 22 (twenty two) pages.

*Notary Public /signed/*

*/Seal:/* A.V. ZHUKOVA, NOTARY PUBLIC  
NOTARIAL DISTRICT OF MOSCOW