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Adopted by the Minutes of the Extraordinary
General Meeting of Shareholders of
ROSE GROUP LIMITED

No [●] dated [●] 2023

CHARTER
of
ROSE GROUP INTERNATIONAL LIMITED LIABILITY COMPANY
(Version No. 1)

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1. GENERAL PROVISIONS

Legal status

1.1 Foreign legal entity ROSE GROUP LIMITED,

1.1.1 incorporated in Guernsey on 14 March 2006 and previously registered with the Registrar of Companies of Guernsey under registration number: 44527;

1.1.2 who made a [●] decision in 2023 to amend their personal law by way of redomiciliation and registration in a special administrative region of the Russian Federation;

became, in connection with the said decision of the International Company, ROSE GROUP Limited Liability Company (hereinafter referred to as the “Company”), registered in accordance with the procedure established by the legislation of the Russian Federation, in accordance with Federal Law No. 290-FZ dated August 3, 2018 “On International companies and international funds” (as amended) (hereinafter referred to as the “Federal Law “On International Companies”), Federal Law No. 14-FZ “On Limited Liability Companies” dated February 8, 1998 (“the Law”), as well as the current legislation of the Russian Federation (“Legislation”).

1.2 The Company may have civil rights and bear civil obligations necessary for the implementation of any types of activities not prohibited by law. From the date of state registration in the Russian Federation, the Company owns the rights and it bears the obligations that a foreign legal entity ROSE GROUP LIMITED has that has decided to change the personal law specified in paragraph 1.1.2 of this Charter (hereinafter referred to as the "Charter").

1.3 Russian law becomes the personal law of the Company from the date of its state registration in the Russian Federation.

1.4 Shareholders of a foreign legal entity ROSE GROUP LIMITED become members of the Company, and their participation rights and rights and obligations related to such participation are retained to the same extent that they had in a foreign legal entity ROSE GROUP LIMITED on the date immediately preceding the date of its state registration in Russian Federation.

1.5 All resolutions made by the management bodies of the Company before the date of its state registration in the Russian Federation are valid and remain in full force and effect after the state registration of the Company in the Russian Federation.

1.6 Corporate name of the Company:

1.6.1 Full corporate name of the Company in Russian - Международная компания общество с ограниченной ответственностью «Роуз Групп»;

1.6.2 Abbreviated corporate name of the Company in Russian - МКООО «РГ»;

1.6.3 The full company name of the Company in English is Rose Group International Limited Liability Company;

1.6.4 Abbreviated corporate name of the Company in English - RG ILLC;

1.7 Location of the Company: Russian Federation, Kaliningrad Region, Oktyabrsky Island.

1.8 The Company owns separate property recorded on its independent balance sheet, can acquire and exercise property and personal non-property rights on its own behalf, bear obligations, have bank accounts, be

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a plaintiff and defendant in court.

1.9 The Company has a round seal containing its full company name in Russian.

1.10 The Company has been established without a time limit.

Purpose and activities

1.11 The main purpose of the Company's activities is to make profit in the interests of the Company and its members.

1.12 The Company has the right to engage in any activities not prohibited by applicable laws.

2. RIGHTS AND OBLIGATIONS OF MEMBERS

2.1 Members of the Company have the right to:

2.1.1 participate in the management of the Company's affairs in accordance with the legislation and the Charter;

2.1.2 receive information about the activities of the Company and get acquainted with its accounting and other documentation in accordance with the procedure established by the Charter;

2.1.3 take part in the distribution of the Company's profits;

2.1.4 dispose of its stake or parts of the stake in the authorized capital of the Company in the manner prescribed by the Legislation and the Charter;

2.1.5 receive, in the event of liquidation of the Company, part of the property remaining after settlements with creditors, or its value;

2.1.6 in accordance with the procedure provided for by the Legislation, demand in court to expel from the Company a member who grossly violates his obligations or by his actions (inaction) makes the activities of the Company impossible or significantly complicates them; and

2.1.7 exercise other rights provided for by the Legislation, the Charter and resolutions of the General Meeting of Members of the Company (hereinafter referred to as the "General Meeting of Members").

2.2 Members of the Company are obliged:

2.2.1 pay for stakes in the authorized capital of the Company in the manner, in the amounts and within the time limits provided for by the Law;

2.2.2 not to disclose confidential information about the activities of the Company;

2.2.3 by a resolution of the General Meeting of Members, make contributions to the property of the Company;

2.2.4 participate in the adoption of corporate resolutions, without which the Company cannot continue its activities in accordance with the Legislation, if their participation is necessary such resolutions adoption;

2.2.5 not to take actions knowingly aimed to the detriment to the Company;

2.2.6 exclude on their part inaction that significantly complicates or makes it impossible to achieve the goals for which the Company was created; and

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2.2.7 timely inform the Company about changes in information about his name or title, place of residence or location, as well as information about his stakes in the authorized capital of the Company; and

2.2.8 perform other duties stipulated by the Legislation, the Charter and resolutions of the General Meeting of Members.

3. AUTHORIZED CAPITAL, CONTRIBUTIONS TO PROPERTY

General provisions

3.1 The authorized capital of the Company is [56.324799989297 rubles]¹, which is equivalent to the nominal value of the shares of a foreign legal entity - ROSE GROUP LIMITED – in pounds at the official exchange rate of pounds to ruble, established by the Central Bank of the Russian Federation as of February 9, 2023, in accordance with [cl. 7] the Minutes of the Extraordinary General Meeting of Shareholders of ROSE GROUP LIMITED No.[●] dated [●] 2023

3.2 Payment for stakes in the authorized capital of the Company is carried out in accordance with the Legislation. As of the date of this Charter approval, the authorized capital of the Company has been paid in full.

Authorized capital increase

3.3 Authorized capital of the Company increase may be carried out at the expense of the property of the Company and at the expense of additional contributions from the members of the Company.

3.4 Authorized capital of the Company increase at the expense of the property of the Company:

3.4.1 a resolution to increase the authorized capital of the Company at the expense of the Company's property may be made only on the basis of the Company's financial statements data for the year preceding the year when such a resolution was adopted;

3.4.2 the amount by which the Company's authorized capital is increased at the expense of the Company's property must not exceed the difference between the value of the Company's net assets and the amount of the Company's authorized capital and a reserve fund;

3.4.3 when the authorized capital of the Company is increased at the expense of the Company's property, the nominal value of the stakes of all members of the Company increases proportionally without changing the size of their stakes.

3.5 Increasing the Company's authorized capital at the expense of additional contributions from the members of the Company:

3.5.1 a resolution to increase the authorized capital of the Company at the expense of additional contributions of the members of the Company must determine the total amount of additional contributions, and also establish a common ratio for all members of the Company between the value of such additional contribution of the member of the Company and the amount by which the nominal value of his stake is increased;

¹ The number of decimal places can be specified/rounded in accordance with the requirements of the Federal Tax Service for maintaining the Unified State Register of Legal Entities.

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3.5.2 the nominal value of the stake of a member of the Company may increase by an amount equal to or less than the value of his additional contribution;

3.5.3 each member of the Company has the right to make an additional contribution not exceeding a part of the total cost of additional contributions which is proportional to the equity stake of this member in the authorized capital of the Company;

3.5.4 not later than one month from the period for making additional contributions expiration date, the General Meeting of Members must decide to approve the results of making additional contributions by the Company's members and to amend the Charter with regard to the increase of the Company's authorized capital;

3.5.5 if by the end of the term for making additional contributions to the authorized capital of the Company, the members of the Company or any of the members of the Company have not made their contribution in full, the increase in the authorized capital is recognized as failed.

3.6 An increase in the authorized capital based on an application of a member of the Company for making an additional contribution:

3.6.1 the application of the Company's member must specify: the amount and composition of the contribution, the procedure and term for making it, the amount of the stake that the member of the Company would like to have in the authorized capital of the Company, as well as other conditions for making a contribution if there are any;

3.6.2 a resolution to increase the authorized capital of the Company based on the application of the member of the Company for making an additional contribution to the authorized capital of the Company must determine the amount and composition of the contribution, the procedure and term for its payment, the nominal value of the stake of the member of the Company who makes the contribution and the resolution to change the size of the Company's members' stakes;

3.6.3 Simultaneously with the resolution to increase the authorized capital of the Company, based on the application of a member of the Company for making an additional contribution, a resolution must be made to amend the Charter in connection with an increase in the authorized capital of the Company;

3.6.4 If by the end of the period for making an additional contribution to the authorized capital of the Company, the relevant member of the Company has not made his contribution in full, the increase in the authorized capital is recognized as failed.

3.7 The General Meeting of Members has the right to decide on the possibility of making contributions to the authorized capital of the Company by the members of the Company by offsetting monetary claims against the Company.

Decrease in authorized capital

3.8 The Company has the right, and in the cases provided for by the Legislation, is obliged to reduce its authorized capital.

3.9 The reduction of the authorized capital of the Company may be carried out by reducing the nominal value of the stakes of the members of the Company in the authorized capital of the Company or by redeeming the stakes owned by the Company.

Investments in property

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3.10 Contributions to the property of the Company shall be made by all members of the Company in proportion to their stakes in the authorized capital of the Company, unless otherwise provided by a resolution of the General Meeting of Members of the Company, while:

3.10.1 contributions to the property of the Company do not change the size and nominal value of the stakes of the members of the Company in the authorized capital.

3.10.2 contributions to the property of the Company are to be made in funds or, if specifically provided by a resolution of General Meeting of Members: by things, equity stakes or shares in authorized capital of partnerships, legal entities, by state of municipal obligations or by exclusive or other intellectual property rights that are subject to evaluation and by the rights of license agreements.

4. DISPOSAL OF STAKES IN THE AUTHORIZED CAPITAL

Transfer of an equity stake of a member of the Company in the authorized capital of the Company in favor of a member of the Company on the basis of a transaction

4.1 Sale or alienation in any other way by a member of the Company of his equity stake (part of the equity stake) in the authorized capital of the Company to another member of the Company is carried out without a consent of other members of the Company and without a consent of the Company.

Transfer of an equity stake of a member of the Company in the authorized capital of the Company in favor of a third party by contract

4.2 The sale by a member of the Company of his equity stake (part of the equity stake) in the authorized capital of the Company is allowed subject to the requirements of the Legislation and this clause:

4.2.1 A member of the Company who intends to sell his equity stake (part of the equity stake) in the authorized capital of the Company to a third party is obliged to notify in writing the other members of the Company and the Company itself by sending, at his own expense, through the Company a notarized offer addressed to these persons which contains indication of the price and other conditions of the sale;

4.2.2 an offer for the sale of the equity stake (part of the equity stake) in the authorized capital of the Company is considered received by all members of the Company at the time of its receipt by the Company;

4.2.3 an offer for the sale the equity stake (part of the equity stake) in the authorized capital of the Company may be accepted by a person who is a member of the Company at the time of acceptance, as well as by the Company in cases provided for by the Law;

4.2.4 Members of the Company have the right to exercise the preemptive right to purchase the equity stake (part of the equity stake) of a member of the Company at the offer price to a third party in proportion to the size of their stakes within 30 (thirty) days from the date of receipt by the Company of a notarized offer;

4.2.5 The Company does not have a pre-emptive right to purchase the equity stake (part of the equity stake) in the authorized capital of the Company. The pre-emptive right does not apply in the event of the sale of the equity stake (part of the equity stake) by a member of the Company to other members of the Company.

4.3 Alienation by a member of the Company of his equity stake (part of the equity stake) in the authorized capital of the Company in any other way, except for sale, is not allowed.

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Transfer of the equity stake of a member of the Company in the authorized capital of the Company to other persons by way of succession

4.4 The transfer of an equity stake in the authorized capital of the Company to heirs and successors of legal entities that were members of the Company, the transfer of an equity stake owned by a liquidated legal entity to its members that have property rights to its property or liability rights in relation to this legal entity, are allowed only with the written consent of the other members. If the consent of the members of the Company to transfer the equity stake to the heirs and successors of legal entities that were members of the Company, as well as to the members of a liquidated legal entity, is not received, such equity stake passes to the Company on the day following the date of expiration of the period established for obtaining such consent of members of the Company.

4.5 The Company within 3 (three) months is obliged to pay to the heirs of the deceased member of the Company, the successors of the reorganized legal entity - the member of the Company or the members of the liquidated legal entity - the member of the Company the actual value of the equity stake (a part of the equity stake), determined on the basis of the Company's financial statements for the last reporting period preceding the day of death of a member of the Company, the day of completion of the reorganization or liquidation of a legal entity, or, with their consent, to give them property in kind of the same value. The equity stake (part of the equity stake) passes to the Company on the day of death of a member of the Company, or on the day of completion of the reorganization or liquidation of the legal entity.

Transfer of the equity stake of a member of the Company in the authorized capital of the Company upon sale at a public auction

4.6 The transfer of an equity stake in the authorized capital of the Company to a person who has acquired the equity stake or a part of the equity stake in the authorized capital of the Company at a public auction is allowed only with the written consent of the other members of the Company in compliance with the requirements of the Legislation and this clause:

4.6.1 if the consent specified in clause 4.6 of the Charter is not received, the equity stake (part of the equity stake) passes to the Company on the day following the date of expiration of the period established by the Law for obtaining such consent from the members of the Company; and

4.6.2 The Company within 3 (three) months is obliged to pay to the person who acquired the equity stake (part of the equity stake) in the authorized capital of the Company at a public auction, the actual value of the equity stake (part of the equity stake), determined on the basis of the Company's financial statements for the last reporting period preceding the day of the acquisition of the equity stake (part of the equity stake) at a public auction data, or with his consent to give him property in kind of the same value.

Pledge of an equity stake of a member of the Company

A member of the Company has the right to pledge his equity stake (a part of an equity stake) in the authorized capital of the Company to another member of the Company or, with the consent of the General Meeting of Members, adopted by a simple majority, to a third party.

Withdrawal of a member from the Company

4.7 A member has the right to withdraw from the Company, regardless of the consent of its other members and the Company, by sending an application to this effect to the Company. The application of withdrawal from the

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Company must be notarized. The withdrawing member is paid the actual value of his equity stake, the procedure and terms of its payment are determined in accordance with the Law.

5. DISTRIBUTION OF PROFIT

The Company has the right to quarterly, once every six months or once a year take a resolution on the distribution of its net profit among the members of the Company in proportion to the equity stakes of the members of the Company in the authorized capital of the Company.

6. GOVERNING AND CONTROL BODIES

6.1 The management bodies of the Company are:

6.1.1 General meeting of Members; And

6.1.2 General Director of the Company (hereinafter referred to as the "General Director").

6.2 The Audit Commission is not created in the Company.

7. GENERAL MEETING OF MEMBERS

7.1 The supreme management body of the Company is the General Meeting of Members.

Competence of the General Meeting of Members

7.2 The competence of the General Meeting of Members includes the following issues:

7.2.1 the main directions of the Company's activities determination;

7.2.2 adopting resolutions on participation in associations and other associations of commercial organizations;

7.2.3 approval of annual reports and annual accounting (financial) statements of the Company;

7.2.4 adopting resolutions on the placement of bonds and other emission securities by the Company;

7.2.5 adopting resolutions on reorganization or liquidation of the Company;

7.2.6 appointment of a liquidation commission and approval of liquidation balance sheets;

7.2.7 resolving the following issues related to the Charter, the rights of the Company's members and the authorized capital of the Company:

(a) approval of the Charter of the Company, amendments to it or approval of the Charter of the Company in a new edition, adopting resolutions that the Company will continue to operate on the basis of a model charter, or that the Company will no longer act on the basis of a model charter, change in the amount of the authorized capital of the Company, the name of the Company, the location of the Company;

(b) increase in the authorized capital of the Company at the expense of the property of the Company,

(c) increase in the authorized capital of the Company at the expense of additional contributions from the members of the Company;

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- (d) increase in the authorized capital of the Company at the expense of additional contributions of the members of the Company by offsetting monetary claims against the Company;
- (e) an increase in the authorized capital on the basis of an application of a member of the Company for making an additional contribution, as well as a resolution to increase the nominal value of the share of the member of the Company who submitted an application for making an additional contribution, and, if necessary, a resolution to change the shares of the members of the Company;
- (f) adopting a resolution on the admission of a third party to the Company, on determining the nominal value and the size of the third party's equity stake, as well as on changing the size of equity stakes of the Company's members;
- (g) adopting a resolution on approving the results of making additional contributions by the members of the Company;
- (h) reduction of the authorized capital of the Company, acquisition or redemption of equity stakes by the Company;
- (i) adopting resolutions on the distribution of the Company's net profit among the members of the Company;
- (j) adopting resolutions on making contributions to the property of the Company by the members;
- (k) granting additional rights to a member of the Company, as well as adopting a resolution to limit or terminate additional rights granted to all members of the Company;
- (l) the imposition of additional obligations on all members of the Company, as well as their termination;
- (m) resolving the issue of allowing a member of the Company to pledge its share to a third party;
- (n) resolving the issue of payment to creditors of the actual value of the equity stake of the Company's member, whose property is foreclosed, by the other members of the Company;

7.2.8 adopting a resolution of the following issues related to the management and management and control bodies of the Company:

- (a) appointment of the General Director and early termination of his powers, approval of the terms of appointment and termination of his powers, approval of the terms of the contract with the General Director, determination of the amount of remuneration and monetary compensation of the General Director;
- (b) adopting a resolution on transferring the powers of the General Director to a manager (managing organization), approving such a manager (managing organization), as well as terminating his powers, approving the terms of the contract with the manager (managing organization), establishing the amount of his remuneration and monetary compensation;
- (c) the appointment of an audit, the approval of the auditor and the determination of the amount of payment for his services;

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7.2.9 resolution of the following issues related to entering into transactions by the Company (several interrelated transactions): consent to the conclusion of major transactions in the amount of 25% of the book value of the Company's assets;

7.2.10 establishment of subsidiaries;

7.2.11 resolution of other issues provided for by the Law and the Charter.

7.3 The provisions of the Law on making transactions of interest, including Article 45 of the Law, do not apply to the Company.

The procedure of adopting resolution of the General Meeting of Members

7.4 Resolutions on issues within the competence of the General Meeting of Members are made in the following order:

7.4.1 Resolutions on the issue specified in sub-clause 7.2.5 are taken by all members of the Company unanimously.

7.4.2 Resolutions on a matter referred to in sub-clause 7.2.7(a) shall be taken by a majority of at least two-thirds.

7.4.3 Resolutions on other issues are made by a majority vote of the total number of votes of the Company's members.

the General Meeting of Members types

7.5 An ordinary General Meeting of Members is called by the General Director and is held once a year. The ordinary General Meeting of Members must be held no earlier than two months and no later than four months after the end of the financial year.

7.6 An Extraordinary General Meeting of Members is held in cases where the holding of such a General Meeting of Members is required by the interests of the Company and its members in the following order:

7.6.1 the request to call an extraordinary General Meeting of Members may be submitted by one of the following persons:

(a) the Company's auditor; or

(b) a member of the Company (members of the Company) holding at least one tenth of the total number of votes of the members of the Company,

(c) and the General Meeting of Members is called by the General Director on his own initiative;

7.6.2 The General Director is obliged to make a decision to hold an extraordinary General Meeting of Members within 5 (five) days from the date of receipt of a request to hold an extraordinary General Meeting of Members from the persons specified in clause 7.6.1 of the Charter;

7.6.3 The General Director has the right to refuse to call an extraordinary General Meeting of Members only in cases provided for by the Law;

7.6.4 if, within the period specified in paragraph 7.6.2 of the Charter, the General Director has not made a decision to hold an extraordinary General Meeting of Members, an extraordinary General Meeting of Members may be called by persons requiring it;

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7.6.5 The General Director is not entitled to make changes to the wording of issues proposed for inclusion into the agenda of the Extraordinary General Meeting of Members, as well as change the proposed form of conducting the Extraordinary General Meeting of Members. Along with the issues proposed for inclusion into the agenda of the Extraordinary General Meeting of Members, the General Director has the right to include additional issues on his own initiative;

7.6.6. An extraordinary General Meeting of Members must be held no later than 45 (forty-five) days from the date the Company receives a request to hold it.

Procedure of the General Meeting of Members call

7.7 Each member of the Company is notified of the proposed agenda, time and place of the General Meeting of Members in the following order:

7.7.1 notice of the General Meeting of Members shall be sent by registered mail to the address specified in the list of the Company's Members, or handed over against signature no later than 10 (ten) days prior to the date of the General Meeting of Members;

7.7.2 the notice specified in clause 7.7.1 shall be sent by the General Director or, if the General Meeting of Members is called by another person, by such person;

7.7.3 information and materials to be provided to the Company's members in the preparation of the General Meeting of Members are provided for familiarization at the premises of the Company's executive body within 10 (ten) days prior to its conducting or sent along with the notice of the General Meeting of Members;

7.7.4 if the General Meeting of Members is held by absentee voting, the notice shall additionally specify:

- (a) the form and text of the absentee ballots;
- (b) the date on which absentee ballots were provided to members;
- (c) the closing date for the acceptance by the Company of ballots for absentee voting.

7.8 The agenda of the General Meeting of Members is formed by the person calling the General Meeting of Members:

7.8.1 any member of the Company has the right to make proposals for the inclusion of additional issues in the agenda of the General Meeting of Members no later than 5 (five) days prior to its holding;

7.8.2 additional issues, with the exception of those not subject to consideration by the General Meeting of Members, are included in the agenda of the General Meeting of Members;

7.8.3 persons calling the General Meeting of Members are not entitled to make changes to the wording of additional issues proposed for inclusion in the agenda of the General Meeting of Members;

7.8.4 in the event that changes are made to the initial agenda of the General Meeting of Members at the suggestion of the Company's Members, the persons convening the General Meeting of Members are obliged to notify all Members of the Company of the changes by registered mail no later than 5 (five) days prior to its holding at the address indicated in the list of members of the Company, or by delivery of a signed notice.

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7.9 In case of violation of the procedure for calling the General Meeting of Members, such General Meeting of Members is recognized as competent if all the members of the Company or their authorized representatives participate in it.

7.10 The General Meeting of Members has the right to adopt resolutions only on agenda items, except for the cases when all members of the Company participate in the General Meeting of Members.

Procedure for holding the General Meeting of Members

7.11 The resolution of the General Meeting of Members may be taken by holding a meeting or by absentee voting (by poll). Members during the meeting may participate in the meeting remotely using electronic or other technical means, if any means are used to reliably identify the person taking part in the meeting, allowing him to participate in the discussion of agenda items and vote.

7.12 The General meeting of members in the form of joint presence is held in the following order:

7.12.1 The General Meeting of Members shall be considered eligible (has a quorum) if at least fifty percent of the total number of the Company's Members has registered to participate in it, except when a greater number of votes of members is required to adopt a resolution on the agenda, taking into account the provisions of subparagraph 7.4 Charter. If more votes of members are required to adopt a resolution on the agenda points, taking into account the provisions of subparagraph 7.4 of the Charter, then the General Meeting of Members is considered eligible (has a quorum) if the number of members registered for participation in it has a sufficient number of votes to adopt a resolution;

7.12.2 Members of the Company have the right to participate in the General Meeting of Members in person or through their authorized representatives. A member of the Company who has not registered before the opening of the General Meeting of Members is not entitled to take part in voting;

7.12.3 The General Meeting of Members is opened by the General Director or the person who called the General Meeting of Members at the time specified in the notice of the General Meeting of Members or, if all members of the Company are already registered, earlier;

7.12.4 the person opening the General Meeting of Members elects a chairman from among the members of the Company. When voting on this issue, each member has the number of votes in proportion to his share in the authorized capital of the Company, and resolution is made by a majority vote of the total number of votes of the Company's members who have the right to vote at the General Meeting of the Company's Members;

7.12.5 The adoption of a resolution by the General Meeting of Members and the composition of the Company's Members who were present at its adoption is certified by signing the minutes of the General Meeting of Members by the chairman and a secretary of the General Meeting of Members. Notarial certification of the protocol and/or authenticity of signatures on the protocol is not required.

7.13 The general meeting of Members in the form of absentee voting is held in the following order:

7.13.1 The General Meeting of Members in the form of absentee voting is considered eligible (has a quorum) if, as of the closing date for the acceptance of ballots, ballots are received from the Company's members with the number of votes specified in subparagraph 7.12.1;

7.13.2 absentee voting may be carried out by exchanging documents by postal, facsimile, electronic or other communication, which ensures the authenticity of transmitted and received messages and their documentary evidence;

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7.13.3 The minutes of the General Meeting of Members held by absentee voting shall be drawn up based on the results of summing up the voting results on the basis of duly completed and signed personal ballots received by the Company from the Members and signed by the Chairman of the General Meeting of Members and the Secretary of the General Meeting of Members. Notarization of the minutes of the General Meeting of Members is not required.

7.14 If the Company consists of a single member, resolutions on issues falling within the competence of the General Meeting of Members are taken by the sole Member individually, drawn up in writing and do not require notarization.

8. GENERAL DIRECTOR

8.1 The General Director is the sole executive body of the Company and manages the current activities of the Company.

8.2 The General Director is elected by the General Meeting of Members for a period of 3 years or for a period specified in the decision of the General Meeting of Members, and can be re-elected an unlimited number of times.

8.3 The agreement between the Company and the General Director is signed on behalf of the Company by the person who chaired the General Meeting of Members at which the General Director was elected, or by a member of the Company authorized by the decision of the General Meeting of Members.

8.4 Within his competence and within the limits established by the Law and the Charter, the General Director:

8.4.1 acts on behalf of the Company without a power of attorney, including representing its interests and making transactions on behalf of the Company;

8.4.2 disposes of the Company's property to ensure its current activities;

8.4.3 issues powers of attorney for the right to represent on behalf of the Company, including powers of attorney with the right of substitution;

8.4.4 approves the staff list, issues orders for the appointment of employees of the Company, their transfer and dismissal, applies incentive measures and imposes disciplinary sanctions, exercises other powers of the employer in accordance with the labor legislation of the Russian Federation;

8.4.5 organizes the implementation of the decisions of the General Meeting of Members;

8.4.6 approves the documents regulating the internal activities of the Company, with the exception of documents, the approval of which is within the competence of the General Meeting of Members;

8.4.7 approves regulations on branches and representative offices of the Company, and also appoints heads of branches and representative offices;

8.4.8 exercises other powers and makes decisions on other issues related to the activities of the Company that are not within the competence of the General Meeting of Members.

8.5 The General Director is obliged:

8.5.1 when exercising their rights and fulfilling their obligations, act in the interests of the Company, exercise their rights and fulfill their obligations towards the Company in good faith and reasonably;

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8.5.2 to comply with the resolutions adopted by the General Meeting of Members within the terms specified in such resolutions or within a reasonable time, if the deadline for execution is not established by the resolution;

8.5.3 at the request of the General Meeting of Members, provide all necessary information and explanations about the activities of the Company and documents related to the activities of the Company within the time periods specified in such requirements;

8.5.4 fulfill other requirements and obligations established by the Charter, employment contract, internal documents of the Company and the Legislation.

8.6 The General Director has the right to hold positions in the management bodies of other organizations without the prior consent of the General Meeting of Members.

8.7 If the General Meeting of Members adopts a resolution to transfer the powers of the General Director to a manager (managing organization):

8.7.1 the agreement with the manager (managing organization) is signed on behalf of the Company by the person who chaired the General Meeting of Members, who approved the terms of the agreement with the manager (managing organization), or by a member of the Company authorized by the resolution of the General Meeting of Members;

8.7.2 the term of office of the manager (managing organization) is determined by the agreement with the manager (managing organization);

8.7.3 all rights, obligations and restrictions established by the Charter for the General Director shall also apply to the manager (managing organization) to which the powers of the General Director have been transferred.a

9. DOCUMENTS OF THE COMPANY AND PROVISION OF INFORMATION

The Company is obliged to keep the documents stipulated by the Legislation, the Charter and internal documents of the Company, resolutions of the General Meeting of Members and the General Director of the Company.