

## A TABLE OF CHARTER PROVISIONS

No.	Provisions	Status/ Primary References	Other References/Comments	Model Charter (Clause)
<b>1. General Provisions</b>				
1.1.	The legal form of the company (open or closed). <sup>70</sup>	<b>Mandatory</b> Law on Joint Stock Companies (LJSC), Article 7, Clause 1; Article 11, Clause 3.	LJSC, Article 7, Clause 1 states that the legal form of the company shall be reflected in the company name.	1.1.
1.2.	The duration of the company's activities.	<b>Optional</b> LJSC, Article 2, Clause 5.	«The Company is established for the period of _____ years.»	
1.3.	In the event the company is a subsidiary of another legal entity, the charter of the subsidiary can provide for binding instructions from the parent company to the subsidiary.	<b>Optional</b> LJSC, Article 6, Clause 3.		
<b>2. The Name and Location of the Company</b>				
2.1.	The location of the company.	<b>Mandatory</b> LJSC, Article 4, Clause 2; Article 11, Clause 3.		2.3.
2.2.	The name and abbreviation of the name of the company.	<b>Mandatory</b> LJSC, Article 11, Clause 3.		2.1. and 2.2.
2.3.	Information on branches and representative offices of the company.	<b>Conditional</b> LJSC, Article 5, Clause 6; Article 11, Clause 3.	«1. The Company has the following branches: 1.1. _____ (name and location); 1.2. _____ (name and location). 2. The Company has the following representative offices: 2.1. _____ (name and location); 2.2. _____ (name and location).»	2.4.
2.4.	Information that a single shareholder owns all shares of the company.	<b>Conditional</b> CC, Article 98; Clause 6.	«A single shareholder owns all shares of the Company.»	
<b>3. Charter Capital, Securities and Funds of the Company</b>				
3.1.	The amount of the charter capital.	<b>Mandatory</b> LJSC, Article 11, Clause 3.		4.1.

<sup>70</sup> This overview does not include provisions stipulated by the Law on Joint Stock Companies for Closed Joint Stock Companies.

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3.2.	The amount of the reserve fund.	<b>Mandatory</b> LJSC, Article 35, Clause 1.	«The reserve fund may not be less than 5% of the charter capital of the Company.»	4.8.
3.3.	The amount of annual deductions to the reserve fund.	<b>Mandatory</b> LJSC, Article 35, Clause 1.	«The deductions may not be less than 5% of net profits until the attainment of the amount of the reserve fund as established by the charter of the Company.»	4.9.
3.4.	The number and nominal value of shares of each type and class issued by the company.	<b>Mandatory</b> LJSC, Article 11, Clause 3; Article 27, Clause 1.	The charter must provide information regarding preferred shares if it has issued them.	4.2.
3.5.	The opportunity to decrease the charter capital by purchasing and retiring a part of issued shares.	<b>Optional</b> LJSC, Article 29, Clause 1; Article 72, Clause 1.		4.5.
3.6.	The possibility for the company to buyback shares it has already issued.	<b>Optional</b> Article 72, Clause 2.	«The Company may buyback shares issued by the Company by the decision of the General Meeting of Shareholders [or, the Supervisory Board].»	
3.7.	The form of payment, other than cash, for the buyback by the company of shares issued by the company.	<b>Optional</b> LJSC, Article 72, Clause 4.		4.6.
3.8.	The formation of a special fund for employees from the net profits of the company.	<b>Optional</b> LJSC, Article 35, Clause 2.	This fund should be used to buy shares of the company and distribute them among employees free-of-charge.	
3.9.	The procedure for conversion, and the number of shares of each type and class into which the securities can be converted, as well as other terms of the conversion.	<b>Conditional</b> LJSC, Article 32, Clause 3.	The inclusion of this procedure is mandatory if the charter has a provision on the conversion of preferred shares of a specific class into common shares or preferred shares of another class.	
3.10.	The procedure for the conversion of securities other than shares into preferred shares.	<b>Conditional</b> LJSC, Article 37, Clause 1.	The inclusion of the procedure in the charter for the conversion of securities other than shares into preferred shares of the company is mandatory if the company has issued securities convertible into preferred shares.	
3.11.	The number and rights attached to authorized shares of each type and class.	<b>Optional</b> LJSC, Article 27, Clause 1.	The company cannot issue additional shares if the charter does not specify the number of authorized shares of each type and class.	4.3.
3.12.	The procedures and conditions for issuing authorized shares.	<b>Optional</b> LJSC, Article 27, Clause 1.		

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3.13.	The possibility to issue bonds upon the decision of a governing body other than the Supervisory Board.	<b>Optional</b> LJSC, Article 33, Clause 2.		
3.14.	The possibility to confer voting rights to shares owned by a company founder before these shares are paid in full.	<b>Optional</b> LJSC, Article 34, Clause 1.		
3.15.	The possibility to set restrictions on the types of property for the payment of shares.	<b>Optional</b> LJSC, Article 34, Clause 2.		
3.16.	Limitations regarding conducting closed subscriptions of shares in an Open Joint Stock Company.	<b>Optional</b> LJSC, Article 7, Clause 2. Article 39, Clause 2.		
<b>4. Rights and Obligations of Shareholders and Dividends</b>				
4.1.	The rights of shareholders attached to each type and class of company shares.	<b>Mandatory</b> LJSC, Article 11, Clause 3; Article 27, Clause 1.	The charter has to provide information regarding the rights attached to preferred shares only if it has issued them.	5.1, 5.2.
4.2.	The special right of the Russian Federation, a Russian region or a municipal entity to participate in the management of the company (Golden Share).	<b>Conditional</b> LJSC, Article 11, Clause 3; Article 12, Clause 4.	The charter has to provide information regarding the Golden Share if it exists.	
4.3.	The limitations on the total number and the total nominal value of shares that can be owned by one shareholder or limitations on the maximum number of votes that can be cast by one shareholder.	<b>Optional</b> LJSC, Article 11, Clause 3.	«No shareholder may possess more than _____ percent of the charter capital of the Company. No shareholder may exercise more than _____ votes on any issue on which the shareholder may vote.»	
4.4.	The amount of dividends to be paid on preferred shares of each class.	<b>Conditional</b> LJSC, Article 32, Clause 2.	The amount of dividends on preferred shares of each class must be specified in the charter if the company issues preferred shares.	5.2.
4.5.	The priority of payment of dividends and/or of the liquidation value to be paid on preferred shares of each class.	<b>Conditional</b> LJSC, Article 32, Clause 2.	The priority for the payment of dividends and/or of the liquidation value is mandatory if the company issues preferred shares of two or more classes with a dividend rate being specified for each of them.	5.2.1.
4.6.	The possibility to accumulate and subsequently pay unpaid or not fully paid dividends on preferred shares of a specific class until the specified date.	<b>Optional</b> LJSC, Article 32, Clause 2.	If the dates for accumulation and payment of dividends on preferred shares of a specific class are not specified by the charter, preferred shares of the said class are not cumulative.	5.2.3.

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4.7.	The definition of property or assets other than money in which dividends can be paid.	<b>Optional</b> LJSC, Article 42, Clause 2.	«The Company may pay declared dividends in kind. The following assets can be used to pay dividends: 1. _____; 2. _____; and 3. _____»	
4.8.	The period (date of disbursement) for the payment of annual dividends.	<b>Optional and Recommended by the FCSM Code</b> LJSC, Article 42, Clause 4, FCSM Code, Chapter 9, Section 2.1.3.	The company must pay declared dividends within 60 days of the approval of the decision to declare dividends.	5.4.
4.9.	The authority of the Supervisory Board to reduce the remuneration of the General Director and Executive Board members in case of incomplete or late payment of dividends.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 9, Section 3.		5.6.
<b>5. The General Meeting of Shareholders</b>				
5.1.	The competence of the General Meeting of Shareholders (GMS).	<b>Mandatory</b> LJSC, Article 11, Clause 3.		7.7, 7.8.
5.2.	The list of issues on which the GMS must vote by a qualified majority of votes.	<b>Mandatory</b> LJSC, Article 11, Clause 3.		7.8.
5.3.	The procedures that must be followed when the company prepares and conducts GMS.	<b>Mandatory</b> LJSC, Article 11, Clause 3.		7.5, 7.10–7.19
5.4.	The period when the company must hold the Annual General Meeting of Shareholders (AGM).	<b>Mandatory</b> LJSC, Article 47, Clause 1.	«The AGM must be held at least two months after, but not later than six months after the end of the fiscal year.»	7.2.
5.5.	Names of print media where the notification of the GMS must be published.	<b>Conditional</b> LJSC, Article 52, Clause 1.		7.13.
5.6.	The use of electronic means to notify shareholders of the GMS.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 1.1.3.		

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5.7.	The use of several print media to notify shareholders of the GMS.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 1.1.4.		7.1.3.
5.8.	The list of decisions of the GMS upon the proposal of parties other than the Supervisory Board.	<b>Optional</b> LJSC, Article 49, Clause 3.	LJSC, Article 48, Clause 1, Paragraphs 2, 6, 14–19.	
5.9.	The procedure for approving procedural decisions during the GMS.	<b>Optional</b> LJSC, Article 49, Clause 5.	These procedures can also be specified in by-laws.	
5.10.	The possibility to set a number of votes greater than three-fourths majority vote of preferred shareholders of a specific class who participate in the GMS in order to approve a specific decision that affects the rights of preferred shareholders.	<b>Optional</b> LJSC, Article 32, Clause 4.		
5.11.	The possibility to set a number of votes greater than three-fourths majority vote of voting shares who participate in the GMS in order to approve a decision on the issuance of additional shares or securities convertible into shares by closed subscription, issuance of common shares being more than 25% of previously issued common shares, issuance of securities convertible into common shares and being more than 25% of previously issued common shares.	<b>Optional</b> LJSC, Article 39, Clauses 3 and 4.		
5.12.	The method for notifying persons who are entitled to participate in the GMS, including the media to be used, and the circulation of ballots for voting by means other than by registered mail.	<b>Optional</b> LJSC, Article 52, Clause 1.	See also LJSC, Article 60, Clause 2 for methods of distribution of voting ballots by means other than by registered mail as determined by the charter.	7.1.3.
5.13.	The list of documents, other than those specified by the Company Law, that must be made available to shareholders during the preparation for the GMS.	<b>Optional and Recommended by the FCSM Code</b> LJSC, Article 52, Clause 3; FCSM Code, Chapter 2, Section 1.3.1.		7.14–7.17.

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No.	Provisions	Status/ Primary References	Other References/Comments	Model Charter (Clause)
5.14.	The list of information (materials) that must be made available to shareholders during the preparation for the GMS with respect to a specific agenda item.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 1.3.1.		7.14–7.17
5.15.	The requirement to distribute the report of the Supervisory Board on financial performance of the company to shareholders before the GMS.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 1.3.1.		7.4.11.
5.16.	The period within which the company must make the information (materials) available for shareholders during the preparation for the GMS.	<b>Optional</b> Regulation 17/ps of the Federal Commission for Securities Market, Section 3.8.	«The Company must provide the shareholders with information (materials) that the shareholders have the right to request during the preparation for the GMS within _____ [less than 5] days after the request has been received.»	
5.17.	The possibility for shareholders to have access to information (materials) related to the GMS through the internet or other means.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 1.3.5.		
5.18.	The definition of the location for holding GMS.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 1.6.1.		7.6.
5.19.	The period for submitting proposals for the AGM which is more than 30 days after the end of the financial year.	<b>Optional</b> LJSC, Article 53, Clause 1.	«A shareholder (or a group of shareholders) possessing at least 2% of voting shares of the Company may propose agenda items not later than _____ days after the end of the financial year.»	
5.20.	The period for proposing candidates to the Supervisory Board if the agenda of the Extraordinary General Meeting of Shareholders (EGM) includes elections with cumulative voting.	<b>Optional</b> LJSC, Article 53, Clause 2.	«A shareholder (or a group of shareholders) possessing at least 2% of voting shares may propose candidates for the Supervisory Board to be elected with cumulative voting during the EGM in _____ [less than 30] days before the EGM is held.»	

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5.21.	The period for holding an EGM to elect the Supervisory Board with cumulative voting which is less than 70 days after the request to conduct an EGM is made.	<b>Optional</b> LJSC, Article 55, Clause 2.	«A shareholder (or a group of shareholders) owning at least 10% of voting shares may request to hold an EGM to elect the Supervisory Board with cumulative voting within _____ [less than 70] days after the request to conduct the EGM.»	
5.22.	The period for holding a mandatory EGM which is less than 40 days after the request to conduct an EGM is made.	<b>Optional</b> LJSC, Article 55, Clause 3.	«The mandatory EGM must be convened by the Supervisory Board _____ [less than 40] days after the decision to conduct the mandatory EGM is approved by the Supervisory Board.»	
5.23.	The period for conducting a mandatory EGM to elect the Supervisory Board with cumulative voting which is less than 70 days after the request to conduct an EGM is made.	<b>Optional</b> LJSC, Article 55, Clause 3.	«The mandatory EGM to elect the Supervisory Board with cumulative voting must be convened by the Supervisory Board _____ [less than 70] days after the decision to conduct the mandatory EGM is approved by the Supervisory Board.»	
5.24.	The period for which the GMS can be postponed if the quorum does not exist on any of agenda items at the moment when the GMS must be opened.	<b>Optional</b> Federal Commission for the Securities Market (FCSM) Regulation 17/ps, Section 3.8.	«If a quorum of the GMS does not exist on any of the agenda items at the moment when the GMS must be opened, the Meeting can be postponed for _____ [less than 2] hours. The GMS can be postponed only once.»	
5.25.	The possibility to set the quorum at less than 30% of voting shares that participate in the reconvened GMS in companies with more than 500,000 shareholders.	<b>Optional</b> LJSC, Article 58, Clause 3.	«The quorum for the reconvened GMS exists if the shareholders possessing at least _____ [less than 30] percent of voting shares participate in the GMS when the Company has more than 500,000 shareholders.»	
5.26.	The requirement that the company distribute voting ballots in advance in companies with fewer than 1,000 shareholders with voting rights.	<b>Conditional</b> LJSC, Article 60, Clause 2.	The company must distribute voting ballots in advance of the GMS even if the company has fewer than 1,000 shareholders with voting rights.	
5.27.	The possibility to distribute voting ballots in advance to shareholders by using methods other than registered mail.	<b>Conditional</b> LJSC, Article 60, Clause 2.	«The Company distributes voting ballots to shareholders in advance of the GMS by _____ [e.g. faxing the ballots].»	
5.28.	The possibility to publish voting ballots in the print media accessible to all shareholders if the company has more than 500,000 shareholders.	<b>Conditional</b> LJSC, Article 60, Clause 2.	«The Company can publish voting ballots in _____ [name of the print media] for the GMS when the Company has more than 500,000 shareholders.»	
5.29.	The possibility to set the quorum not less than 20% of voting shares that participate in the reconvened GMS in companies with more than 500,000 shareholders.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 2.3.		

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5.30.	The requirement for candidates of the Supervisory Board, executive bodies, the Revision Commission, and the External Auditor to be present during the GMS when the agenda includes the election of these bodies.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 2.1.4.		7.19.
5.31.	The procedures for monitoring the counting process during the GMS and the authority of persons in charge of counting the votes during the GMS.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 2, Section 2.4.2.	These procedures can also be specified in by-laws.	
<b>6. The Supervisory Board</b>				
6.1.	The authority of the Supervisory Board.	<b>Mandatory and recommended by the FCSM Code</b> LJSC, Article 11, Clause 3; FCSM Code, Chapter 3, Section 1.5.		8.1, 8.3.
6.2.	The list of Supervisory Board decisions to be approved by a qualified majority of votes.	<b>Mandatory</b> LJSC, Article 11, Clause 3.		8.10, 8.11.
6.3.	The possibility to delegate the authority of the GMS to the Supervisory Board to increase the charter capital by issuing additional shares.	<b>Optional</b> LJSC, Article 28, Clause 2.	«The Supervisory Board has the authority to increase the charter capital by issuing and placing additional shares authorized by the Company.»	8.3.30.
6.4.	The possibility to delegate the authority of the GMS to the Supervisory Board to approve the issue of bonds convertible into shares and other types of securities convertible into shares.	<b>Optional</b> LJSC, Article 33, Clause 2.	«The Supervisory Board has the authority to approve the issue of convertible bonds and other securities convertible into shares.»	
6.5.	The possibility to delegate the authority of the Supervisory Board to issue bonds and other types of securities to others than the Supervisory Board.	<b>Optional</b> LJSC, Article 33, Clause 2.	«The GMS has the authority to issue non-convertible bonds and other securities.»	
6.6.	The list of additional information on candidates that can be elected during the GMS.	<b>Optional</b> LJSC, Article 53, Clause 4.	These procedures can also be specified in by-laws.	8.16.
6.7.	The possibility to delegate the authority to prepare and conduct the GMS if the company does not establish a Supervisory Board.	<b>Optional</b> LJSC, Article 64, Clause 1.	In companies with less than 50 share holders of voting shares, the charter may provide that no Supervisory Board will be established. In this case, the charter has to appoint a person or a body that is responsible for preparing and conducting the GMS.	



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6.8.	The number of Supervisory Board members.	<b>Optional</b> LJSC, Article 66, Clause 3.	The number of Supervisory Board members can also be determined by the decision of the GMS.	8.2.
6.9.	The approval of the special procedure for carrying out non-standard operations falling outside the scope of the financial and business plans.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 8, Section 2.2.2.		
6.10.	The number of votes required to elect the Chairman of the Supervisory Board.	<b>Optional</b> LJSC, Article 67, Clause 1.	«The Chairman of the Supervisory Board must be elected by the _____ majority of Supervisory Board members [e.g., the GMS].»	
6.11.	The number of votes required to re-elect the Chairman of the Supervisory Board.	<b>Optional</b> LJSC, Article 67, Clause 1.	«The Chairman of the Supervisory Board must be re-elected by the _____ majority of Supervisory Board members [e.g., the GMS].»	
6.12.	The provision that a person other than the Chairman of the Supervisory Board should preside over the GMS.	<b>Optional</b> LJSC, Article 67, Clause 2.	The Chairman of Supervisory Board usually presides over the GMS unless the charter provides otherwise.	
6.13.	Quorum and independent directors.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 4.14.	The quorum of the Supervisory Board meeting should be set at a level so that the presence of non-executive and independent directors is required for a quorum to exist.	
6.14.	The quorum greater than the minimum set by the Company Law for Supervisory Board meetings.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 4.15.		8.7.
6.15.	The right of persons other than the Chairman of Supervisory Board, other Supervisory Board members, the Revision Commission, to convene a Supervisory Board meeting.	<b>Optional</b> LJSC, Article 68, Clause 1.		8.6.
6.16.	The procedure for preparing and conducting Supervisory Board meetings.	<b>Optional</b> LJSC, Article 68, Clause 1.	These procedures can also be specified in by-laws.	
6.17.	The possibility to approve decisions by the Supervisory Board by written consent.	<b>Optional and Recommended by the FCSM Code</b> LJSC, Article 68, Clause 1; FCSM Code, Chapter 3, Section 4.3.2.	These procedures can also be specified in by-laws.	8.1.4.

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6.18.	The determination of the quorum for conducting valid Supervisory Board meetings, being not less than half the number of elected Supervisory Board members.	<b>Optional</b> LJSC, Article 68, Clause 2.	These procedures can also be specified in by-laws. See also LJSC, Article 83, Clause 2.	8.7.
6.19.	The right of a shareholder (or a group of shareholders) owning at least 2% of voting shares to request a Supervisory Board meeting.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 4.13.		8.6.
6.20.	The number of votes necessary to approve decisions of the Supervisory Board other than by a majority vote of participating directors.	<b>Optional</b> LJSC, Article 68, Clause 3.	These procedures can also be specified in by-laws.	8.10, 8.11.
6.21.	The right of the Chairman of the Supervisory Board to cast a decisive vote in case of tie vote.	<b>Optional</b> LJSC, Article 68, Clause 3.	«The Chairman of the Supervisory Board has a decisive vote in case of a tie vote.»	
6.22.	The possibility that written opinions of members not physically present during the Supervisory Board meeting be taken into consideration.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 4.3.1.		8.15.
6.23.	The possibility that written opinions of members not physically present during the Supervisory Board meeting be taken into consideration and considered for determining the quorum of the Board meeting.	<b>Optional</b> LJSC, Article 68, Clause 1.		
6.24.	The Supervisory Board's authority to approve procedures for internal control.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 1.2.1.		
6.25.	The Supervisory Board's authority to suspend the authority of the executive bodies.	<b>Optional and Recommended by the FCSM Code</b> LJSC, Article 69, Clause 4; FCSM Code, Chapter 3, Section 1.4.1.	The charter may provide that the authority of the Supervisory Board include the suspension of the General Director (external manager), as well as fixing the period of and reasons for such suspension.	

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6.26.	The Supervisory Board's authority to determine the terms and conditions of the contract with the General Director, Executive Board members, and an External Manager.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 1.4.3.		8.3.9.
6.27.	The definition of specific criteria for Supervisory Board candidates.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 2.1.3.		8.17.
6.28.	The provision that the Supervisory Board should consist of at least one-fourth or not less than three independent directors.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 2.2.3.	For the definition of independent directors, see FCSM Code, Chapter 3, Section 2.2.2.	
6.29.	The procedures and grounds for the election of new Supervisory Board members in case of early termination of the previous Supervisory Board.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 2.2.4.		
6.30.	A list of information on Supervisory Board candidates that must be disclosed to shareholders.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 2.3.1.		8.16.
6.31.	Fiduciary duties of directors.	<b>Optional and recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 3.1.1.		8.1.9.
6.32.	The possibility to establish Supervisory Board committees.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 4.7.1.		8.2.2.

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<b>7. The Executive Bodies</b>				
7.1.	The list of issues on which the Executive Board members must vote by a qualified majority.	<b>Mandatory</b> LJSC, Article 11, Clause 3.		9.14, 9.15
7.2.	The provision that specifies the division of authority between the single member and collective executive bodies.	<b>Conditional</b> LJSC, Article 69, Clause 1.	If the company has both single member and collective executive organs, the charter has to specify the authority of each of these bodies separately.	9.2.
7.3.	The authority of the Supervisory Board to suspend the powers of the General Director elected by the GMS and appoint an interim General Director.	<b>Conditional</b> LJSC, Article 69, Clause 4.		
7.4.	The Supervisory Board's authority to suspend the powers of the External Manager and appoint an interim General Director.	<b>Conditional</b> LJSC, Article 69, Clause 4.		8.3.4.
7.5.	The restriction of the scope of authority of the interim General Director.	<b>Optional</b> LJSC, Article 69, Clause 4.		
7.6.	The authority "as defined in the most comprehensive manner possible" of the General Director and Executive Board members.	<b>Recommended by the FCSM Code</b> FCSM Code, Chapter 4, Section 1.1.1.		
7.7.	The definition of the quorum for a Executive Board meeting as not less than half the number of elected Executive Board members.	<b>Optional</b> LJSC, Article 70, Clause 2.	These procedures can also be specified in by-laws.	
7.8.	The definition of additional requirements for candidates to the positions of General Director, Executive Board members, heads of major divisions, the External Manager, and the remuneration of these parties.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 3, Section 1.4.2; FCSM Code, Chapter 4, Section 2.1.1; FCSM Code, Chapter 4, Section 2.1.8.		
7.9.	The provision that individuals who are members, officers, or employees of legal entities competing with the company should not be appointed or elected to the positions of General Director or Executive Board member.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 4, Section 2.1.3.		9.1.2.

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7.10.	The provision that the General Director is not engaged in activities other than the discharge of his duties related to the management of the current affairs of the Company.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 4, Section 2.1.4.		
7.11.	The procedures for the appointment of new members of the Executive Board, in particular in the case of death or incapacity of existing members.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 4, Section 2.1.6.		
7.12.	Prior to approval of the delegation of the powers of the General Director to an external manager, the Supervisory Board should determine the procedures applicable for selection of the External Manager.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 4, Section 2.1.9.	These procedures can also be specified in by-laws.	
7.13.	Fiduciary duties of Executive Board members and the General Director.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 4, Section 3.1.1.		9.16–9.18.
<b>8. The Corporate Secretary</b>				
8.1.	The procedure for appointing the Corporate Secretary and the definition of his responsibilities.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 5, Section 2.1.1.		10.3, 10.6.
8.2.	The provision that all corporate bodies and officers must assist the Corporate Secretary in discharging his duties.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 5, Section 1.6.1.		10.5.
8.3.	The definition of requirements for candidates for the position of Corporate Secretary.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 4, Section 2.2.1.		10.4.

No.	Provisions	Status/ Primary References	Other References/Comments	Model Charter (Clause)
<b>9. Extraordinary, Control and Related Party Transactions</b>				
9.1.	The possibility to apply the procedures for extraordinary transactions to other transactions defined by the charter.	<b>Optional and Recommended by the FCSM Code</b> LJSC, Article 78, Clause 1; FCSM Code, Chapter 6, Section 1.1.		
9.2.	The possibility to develop criteria for the definition of related party transactions in addition to those established by the Company Law.	<b>Optional</b> LJSC, Article 81, Clause 1.		
9.3.	The notification of non-controlling shareholders about their right to sell their shares to a shareholder (or a group of shareholders) owning at least 30% of common shares.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 6, Section 2.4.		
9.4.	The waiver of the duty of a shareholder (or a group of shareholders) owning at least 30% of common shares to make a mandatory offer.	<b>Optional</b> LJSC, Article 80, Clause 2.		
<b>10. The Revision Commission and External Audits</b>				
10.1.	The procedure for electing the Revision Commission.	<b>Mandatory</b> LJSC, Article 85, Clause 1.		11.1.
10.2.	Additional authorities of the Revision Commission.	<b>Optional</b> LJSC, Article 85, Clause 2.		11.4.
10.3.	The procedures for appointing employees of the Control and Revision Service (Internal Auditor) as defined by the FCSM Code.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 8, Section 1.1.1.		
10.4.	The definition of requirements for employees of the Control and Revision Service (Internal Auditor), members of the Audit Committee and the Revision Commission.	<b>Optional and Recommended by the FCSM Code</b> FCSM Code, Chapter 8, Section 1.3.2.		