

Part 4

Information **Disclosure and Transparency**



Annex 25

A MODEL BY-LAW ON INFORMATION DISCLOSURE

APPROVED

By decision of the Supervisory Board
of the Open Joint Stock Company «_____»

Supervisory Board Minutes

No. _____
of _____ 200_

Signature of the Chairman of the Supervisory Board

dated this __day of _____, 200_
[The Company's Seal]

BY-LAW ON INFORMATION DISCLOSURE

of the Open Joint Stock Company
«_____»

The city of _____,
_____, 200_



Table of Contents

ARTICLE 1.	GENERAL PROVISIONS	248
ARTICLE 2.	PERSONS AUTHORIZED TO MAKE DISCLOSURES ON BEHALF OF THE COMPANY.....	248
ARTICLE 3.	OBJECTIVES AND PRINCIPLES OF DISCLOSURE.....	249
ARTICLE 4.	RULES FOR THE DISCLOSURE OF INFORMATION.....	250
ARTICLE 5.	PUBLIC INFORMATION	252
ARTICLE 6.	INFORMATION PROVIDED TO SHAREHOLDERS	256
ARTICLE 7.	CONFIDENTIAL INFORMATION	257
ARTICLE 8.	INSIDER INFORMATION.....	259
ARTICLE 9.	INFORMATION PROVIDED TO THE COMPANY.....	261

Article 1. General Provisions

- 1.1. This By-law on Information Disclosure (hereinafter the By-law) of the Open Joint Stock Company «_____» (hereinafter the Company) has been developed in accordance with applicable provisions of the laws of the Russian Federation (hereinafter the Law), the Company charter, other internal documents, and the relevant recommendations of the Federal Commission for the Securities Market's Code of Corporate Conduct (hereinafter the FCSM Code).
- 1.2. The By-law shall regulate information disclosure by the Company about the Company and its business activities.
- 1.3. For purposes of the By-law, the Company's disclosure policy shall be understood to mean the set of principles and procedures established by the Company for the proper information disclosure.
- 1.4. The General Director shall be responsible for ensuring the adherence to and compliance with the By-law.

Article 2. Objectives and Principles of Disclosure

- 2.1. The goal of disclosure is to provide information for shareholders and interested parties to assist such persons in making informed decisions or taking actions.

Annex 25. A Model By-Law on Information Disclosure

- 2.2. When disclosing information, the Company shall be guided by the principles of accuracy, accessibility, timeliness, completeness, and regularity, and additionally, will seek to maintain a reasonable balance between the transparency of the Company and the protection of its commercial interests while complying with relevant provisions of the Law, the charter, the By-law, and other internal documents of the Company.
- 2.3. The Company shall not avoid the disclosure of negative information about the Company if such information might be considered material or essential for shareholders or potential investors.
- 2.4. The preferential treatment of any one group of recipients of such information (selective disclosure) shall be prohibited unless otherwise provided for by the Law.

Article 3. Persons Authorized to Make Disclosures on Behalf of the Company

- 3.1. The following officers of the Company (hereinafter authorized persons) shall be authorized to disclose information to interested parties such as investors, the public, the mass media, and/or governmental authorities:
 - 3.1.1. The General Director;
 - 3.1.2. The Deputy General Director [or another person, e.g. the Head of the Investor Relations Department] responsible for information disclosure (hereinafter the Deputy General Director);
 - 3.1.3. The Chief Financial Officer;
 - 3.1.4. The Operations Manager;
 - 3.1.5. _____; and
 - 3.1.6. _____.
- 3.2. To ensure a uniform and consistent disclosure policy, authorized persons may also designate other persons to act on their behalf and respond to any inquiries, under extraordinary circumstances. However, no person other than the Company's authorized persons may comment upon or answer any questions, or respond to any inquiries regarding the Company's business activities, without special authorization or order of an authorized person.
- 3.3. Public statements that may have a significant impact on the Company's business activities and/or the value of its securities shall be coordinated with

_____ [e.g. the Deputy General Director or other person determined by the General Director].

- 3.4. If any employee of the Company participates in any public event, as part of his official or other duties, such employee shall ensure that any information disclosure regarding the Company is made in strict compliance with the Company's disclosure policy and with the prior approval of an authorized person.
- 3.5. Authorized persons shall be fully informed regarding the Company's business activities that might also be of interest to the business community. The communications of authorized persons shall be directed, coordinated, and controlled by the General Director.

Article 4. Parties and Rules for the Disclosure of Information

- 4.1. The Supervisory Board [or such other person or committee responsible for the Company's disclosure policy], in coordination with the General Director and any other authorized persons, shall develop, regularly review, and improve the Company's disclosure policy.
- 4.2. The General Director shall be responsible for the organization, accuracy, and timeliness of information disclosure, and for filing reports with the relevant governmental authorities. The General Director shall also be responsible for providing information about the Company to shareholders, creditors, and other interested parties.
- 4.3. The Corporate Secretary, in coordination with the General Director, shall ensure the:
 - 4.3.1. Timely disclosure of information contained in the securities prospectuses and quarterly reports of the Company, and information regarding material events affecting the Company's business and financial operations; and
 - 4.3.2. Safekeeping of the Company's documents that are subject to mandatory storage, control access thereto, and provide copies thereof. The Secretary shall certify copies.
- 4.4. The Company's disclosure policy shall be implemented in accordance with the Law, and in the best interests of the Company and its shareholders.

Annex 25. A Model By-Law on Information Disclosure

- 4.5. The General Director and other authorized persons shall always have complete information on all aspects of the Company's business activities for one or more of the following purposes:
- 4.5.1. Determining whether such information meets the disclosure requirements, whether it is material, and whether it may be disclosed at that particular time or should be treated as confidential;
 - 4.5.2. Ensuring the proper understanding of the current operations of the Company that may be of interest to investors; and
 - 4.5.3. Preventing situations where the Company might inadvertently deny the occurrence of any significant events, despite the fact that they actually occurred.
- 4.6. In addition to mandatory disclosure requirements, the Company shall prepare and disclose information regarding:
- 4.6.1. The Company's corporate governance policy;
 - 4.6.2. The Company's social and environmental policy;
 - 4.6.3. The activities of the Company's various governing bodies, and the corporate documents;
 - 4.6.4. Those shareholders who own 5% or more of the Company's shares, including information on indirect (beneficial) ownership;¹⁷³
 - 4.6.5. The following persons:¹⁷⁴
 - 4.6.5.1. Those persons specified in Clause 3.1 hereof;
 - 4.6.5.2. The Chief Accountant;
 - 4.6.5.3. Supervisory Board members;
 - 4.6.5.4. The Corporate Secretary;
 - 4.6.5.5. _____; and
 - 4.6.5.6. _____;
 - 4.6.6. _____; and
 - 4.6.7. _____.

¹⁷³ The Federal Commission for the Securities Market's Code of Corporate Conduct (FCSM Code), Chapter 7, Section 2.1.4.

¹⁷⁴ FCSM Code, Chapter 7, Section 2.1.2.

The Russia Corporate Governance Manual

- 4.7. Those persons and channels responsible for information dissemination shall ensure unrestricted access thereto by interested parties. In addition to the means of disclosure required by the Law, the Company shall:
 - 4.7.1. Publish information about the Company, on planned presentations by the Company's officers and interviews with them in the mass media;
 - 4.7.2. Conduct regular meetings (information briefings¹⁷⁵ and/or press conferences) with shareholders, potential investors, and other market participants;
 - 4.7.3. In addition to the disclosures required by the Law, disclose additional information on the Company's website;
 - 4.7.4. Issue press-releases; and
 - 4.7.5. Conduct any other means of disclosure as established by the General Director and the Supervisory Board.
- 4.8. The Company shall publish on its website all significant announcements and materials, and may also publish brochures and booklets. The Company's website shall, at a minimum, include the following information:¹⁷⁶
 - 4.8.1. The charter and all amendments thereto;
 - 4.8.2. Annual reports, annual and quarterly financial statements (Russian Accounting Standards (RAS) and International Financial Reporting Standards (IFRS) when available);
 - 4.8.3. Securities prospectuses;
 - 4.8.4. Audit reports or opinions;
 - 4.8.5. Information on material facts; and
 - 4.8.6. Information on the General Meetings of Shareholders (hereinafter the GMS), material decisions of the Supervisory Board, and the development strategy of the Company.

Article 5. Public Information

- 5.1. Public information in the securities market shall mean information, access to which is not restricted in any way, and the disclosure of which is required by the Law on the Securities Market.

¹⁷⁵ FCSM Code, Chapter 7, Sections 1.1.1 and 1.1.2.

¹⁷⁶ Companies with 10,000 or more shareholders shall publish their financial statements in at least two printed media (with a circulation of not less than 50,000 copies) to which most shareholders have unrestricted access. FCSM Code, Charter 7, Section 1.1.2.

Annex 25. A Model By-Law on Information Disclosure

- 5.2. Public information shall include:
- 5.2.1. The charter, as amended;
 - 5.2.2. By-laws of the Company including, but not limited to, the by-laws for the governing bodies, audit and control bodies, disclosure policy, Supervisory Board's committees, etc.;
 - 5.2.3. The External Auditor's reports and opinions;
 - 5.2.4. Annual financial statements prepared in accordance with RAS;
 - 5.2.5. Annual financial statements prepared in accordance with IFRS;¹⁷⁷
 - 5.2.6. The annual report of the Company;
 - 5.2.7. An approved development strategy of the Company;¹⁷⁸
 - 5.2.8. Information about the securities, and the financial and business operations of the Company;
 - 5.2.9. _____; and
 - 5.2.10. _____.
- 5.3. The Company shall disclose information about its securities, and its financial and business operations in the form of:
- 5.3.1. Quarterly reports;
 - 5.3.2. Reports on material events affecting the financial and business operations of the Company;
 - 5.3.3. Decisions regarding the issuance of the Company's securities;
 - 5.3.4. Securities prospectuses; and
 - 5.3.5. Reports on results of securities issue.
- 5.4. The Company shall disclose information regarding material facts affecting its financial and business operations in accordance with the requirements of law.
- 5.5. The Company shall also disclose information on the following events and activities:¹⁷⁹
- 5.5.1. Changes in the name of the Company;
 - 5.5.2. Decisions regarding the increase or decrease of the charter capital;

¹⁷⁷ If the Company files accounting statements in accordance with international standards, e.g. US GAAP, IFRS.

¹⁷⁸ FCSM Code, Chapter 7, Section 3.3.1. recommends disclosure of the development strategy in the annual report to shareholders including the company's prospects regarding sales, efficiency, market share, income growth, profitability, and debt-equity ratio.

¹⁷⁹ If the company discloses information regarding said events and activities consistent with the recommendations of the FCSM Code in addition to that list required by statutory provisions.

- 5.5.3. A buyback by the Company of its own shares provided that such buyback is not related to a decrease in the charter capital, and a statement disclosing the source of funding for the acquisition, the purchase price, as well as the goals and reasons for such purchase;
 - 5.5.4. Price fluctuations of 5% or more of the Company's shares over a relatively short period of time;
 - 5.5.5. Transactions that may affect shareholder interests or the use of the Company's assets, including information regarding the use of shares and the other parties involved in such deals;
 - 5.5.6. Cessation of the production of goods or the provision of services, the sales of which accounted for at least 10% of the Company's total output based on the results of the previous fiscal year;
 - 5.5.7. Changes in the business priorities of the Company;
 - 5.5.8. Amendments to the charter relating to the issuance of preferred shares of classes other than those previously issued; and
 - 5.5.9. Changes of the External Auditor, External Registrar, or Depository of the Company;
 - 5.5.10. _____; and
 - 5.5.11. _____.
- 5.6. The Company shall disclose all material events affecting the financial and business operations of the Company even if not listed herein, but are nevertheless deemed material, and may affect the price of the Company's shares.
- 5.7. If securities are issued which require the registration of the securities prospectus, the Company shall provide access to information contained in the prospectus and shall publish a notice of the procedure of disclosure in _____¹⁸⁰.
- 5.8. The prospectus shall disclose all material information about:¹⁸¹
- 5.8.1. The motives for the issuance of such shares;
 - 5.8.2. The Company's dividend policy;
 - 5.8.3. The intention of any Supervisory Board member, the General Director, any Executive Board member, the General Director's depu-

¹⁸⁰ Name of the print media with a circulation of not less than 50,000 copies.

¹⁸¹ FCSM Code, Chapter 7, Section 2.1.

Annex 25. A Model By-Law on Information Disclosure

- ties, the Chief Accountant, and/or the Corporate Secretary to purchase and/or sell shares; and
- 5.8.4. Supervisory Board members, the General Director, Executive Board members, the General Director's deputies, the Corporate Secretary, and the Chief Accountant of the Company.
- 5.9. The Supervisory Board shall prepare the annual report of the Company for presentation at the Annual General Meeting of Shareholders (hereinafter AGM).
- 5.10. In addition to statutory information, the annual report of the Company shall contain the following:
- 5.10.1. An analysis of the competitive position of the Company;
- 5.10.2. An analysis of the Company's profitability;
- 5.10.3. A comparison of the planned and actual results of the Company for the year;
- 5.10.4. Net profit information, including total net profit, net profit from the Company's principal activities, and net earnings per share;
- 5.10.5. An assessment of changes in the asset structure over the past three years;
- 5.10.6. The percentage of export revenue over the year;
- 5.10.7. The Company's human resources and training policy;
- 5.10.8. The Company's corporate governance system and main corporate governance event during the reporting period;
- 5.10.9. _____; and
- 5.10.10. _____.
- 5.11. The annual report shall be signed by the General Director and the Chief Accountant, and be subject to prior approval by the Supervisory Board based on a review by the Revision Commission and External Auditor. The annual report shall be approved at least 30 days before the date of the AGM.
- 5.12. The Company shall publish its annual financial statements in _____¹⁸².
- 5.13. The Company shall publish annual financial statements not later than June 1 of the year following the reporting year.
- 5.14. The Company shall keep a record of its affiliated persons, and file reports on affiliated persons as required under law.

¹⁸² Name of the print media in which the annual accounting statements are published.

The Russia Corporate Governance Manual

- 5.15. The Company shall hold quarterly informational briefings.¹⁸³
- 5.16. Notice of informational briefings shall be published in _____¹⁸⁴ at least 10 days before the date of the briefing.
- 5.17. At the informational briefings, the shareholders and any other interested parties may receive information on the Company's business activities, and pose questions to representatives of the executive bodies and the Supervisory Board of the Company.
- 5.18. The Company shall disclose public information on its internet website located under: www._____.ru.

Article 6. Information Provided to Shareholders

- 6.1. The Company shall ensure that shareholders have access to the documents and information as set forth in the Law.
- 6.2. All shareholders shall have the right to review the documents listed in Clause 5.2 hereof, at the address of the executive body of the Company which is located at: _____.¹⁸⁵ The Company shall provide copies of any such documents upon request of any shareholder.
- 6.3. Requests to review or receive copies of documents shall be made in writing to the attention of _____,¹⁸⁶ and be sent to the following address: _____.¹⁸⁷ The request shall state the full name of the shareholder (for legal entities, their names and location), the number and type (class) of shares owned by the shareholder and the title of the document requested. The request is to be accompanied by an extract from the shareholder register.

¹⁸³ FCSM Code, Chapter 7, Section 3.1.1.

¹⁸⁴ Provide the name of the print media accessible to the majority of shareholders of the company. In accordance with the recommendations of the FCSM Code, Chapter 7, Section 1.1.2, it is possible to name an alternative print media.

¹⁸⁵ Name the location (physical address) of the executive body of the company. Name the contact telephone number of the Corporate Secretary, the Shareholder Relations Department, or others as applicable. It is also advisable to provide an alternative location, if available, where the shareholders may review the company's documents.

¹⁸⁶ Name the position of the relevant person: General Director, Corporate Secretary, or other person performing the functions of the Corporate Secretary.

¹⁸⁷ Name the location of the executive body.

Annex 25. A Model By-Law on Information Disclosure

- 6.4. The Corporate Secretary shall be required to verify the share ownership of the person requesting information.
- 6.5. The documents shall be made available for inspection free of charge within seven¹⁸⁸ calendar days after the date of the request.
- 6.6. Copies of the documents shall be made available within five business days after the relevant request and after receipt of payment from the shareholder for the copy and postage costs incurred by the Company. If copies of the documents are sent to the requesting party by mail, the date of dispatch shall be considered the date of providing the documents.
- 6.7. Payment for providing copies shall be made in the following manner: _____¹⁸⁹.
- 6.8. At the request of any shareholder, the Company or the External Registrar shall, within _____ days¹⁹⁰ after the receipt of such request, make available to the shareholder an extract from the list of persons entitled to participate in the GMS containing information about such persons, or a certificate that the person is not included in the list of persons entitled to participate in the GMS.

Article 7. Confidential Information

- 7.1. Trade secrets or confidential information shall mean any non-public information about the Company having actual or potential commercial value because of the fact that it is unknown to third parties. There is no legal right to free access to such information, and the possessor of such information shall be responsible for taking steps to protect its confidentiality.
- 7.2. The Company shall take all necessary steps and actions to protect its trade secrets and confidential information.
- 7.3. The following persons shall have access to confidential information:¹⁹¹
 - 7.3.1. Supervisory Board members;
 - 7.3.2. The General Director;

¹⁸⁸ FCSM Code, Chapter 7, Section 1.1.1. recommends a period of five business days.

¹⁸⁹ Specify how the payment for copies shall be made.

¹⁹⁰ Best practice suggests a period of 3–5 days.

¹⁹¹ List any other officers and employees of the company that shall have access to proprietary information, or make reference to any other company by-laws containing a list of employees having access to such information.

The Russia Corporate Governance Manual

- 7.3.3. Executive Board members;
 - 7.3.4. Deputy General Directors;
 - 7.3.5. The Chief Accountant;
 - 7.3.6. The Corporate Secretary; and
 - 7.3.7. _____.
- 7.4. These persons shall sign confidentiality agreements with the Company.
 - 7.5. The General Director shall have the right to make changes and amendments to the list of persons having access to confidential information.
 - 7.6. Any person having access to confidential information shall not use such information for entering into any business transactions, nor shall they disclose such information to third parties for commercial use.
 - 7.7. Persons who have illegally acquired the Company's trade secrets or confidential information shall reimburse the Company for any losses incurred. The same shall apply to the employees of the Company who have disclosed confidential information in violation of their employment contracts, and to any other contracting parties disclosing such information in violation of their contractual agreement.
 - 7.8. Confidential information shall include, but not be exclusively limited to, the following information:¹⁹²
 - 7.8.1. _____;
 - 7.8.2. _____; and
 - 7.8.3. _____.
 - 7.9. The following documents shall not constitute confidential information of the Company:
 - 7.9.1. The Company's founding documents;
 - 7.9.2. Documents providing evidence of certain legal rights, such as patents, or documents evincing the Company's legal right to engage in business operations, e.g. registration certificates, licenses, etc.;
 - 7.9.3. Mandatory reports on financial and business operations;
 - 7.9.4. Documents confirming the solvency of the Company;

¹⁹² FCSM Code, Chapter 7, Section 4.1.1. recommends including any information that shall be deemed confidential.

Annex 25. A Model By-Law on Information Disclosure

- 7.9.5. Documents containing information on the number and composition of the Company's employees, their salaries and labor conditions, as well as available vacancies;
 - 7.9.6. Documents regarding the payment of taxes and other mandatory payments;
 - 7.9.7. Documents containing information on environmental pollution;
 - 7.9.8. Documents concerning compliance with antitrust laws;
 - 7.9.9. Documents with information on noncompliance with labor safety regulations, the sale of products that may have a harmful effect on people's health, as well as any other violations of the Law, and the amount of damages caused by such noncompliance;
 - 7.9.10. Documents containing information about the participation in other organizations of any of the members of the Supervisory Board or Executive Board, the General Director or the General Director's deputies, or the Chief Accountant of the Company;
 - 7.9.11. Any documents containing confidential information which have been released by the Company and have become public information;
 - 7.9.12. _____; and
 - 7.9.13. _____.
- 7.10. The Company shall provide access to the documents and information listed in Clause 7.8 hereof when requested by those governmental and law enforcement authorities entitled to have access to such information pursuant to law, as well as when requested by employees of the Company.

Article 8. Insider Information

- 8.1. Insider information shall include any material non-public information about the business activities of the Company, its shares and any other securities, as well as any transactions with these securities, which, if disclosed, might materially affect the market value of these shares or other securities of the Company.¹⁹³

¹⁹³ It should be noted that the only document currently containing a definition of "insider information" is the FCSM Code, Chapter 7, Section 4.2. Russian legislation does not define those persons considered "insiders," nor does it establish liability for the improper or unauthorized use of insider information, nor does it regulate other issues related to control over the use of insider information. At present, a new law "On Insider Information" is under consideration by the State Duma, and it is advisable to incorporate appropriate changes and amendments to the by-law subsequent to the promulgation of such law.

The Russia Corporate Governance Manual

- 8.2. Information that meets the following criteria shall be considered insider information:
 - 8.2.1. Information that directly relates to the Company, its subsidiaries and their securities, as well as the business prospects of the Company and its subsidiaries;
 - 8.2.2. Information of a specific nature;
 - 8.2.3. Any non-public information; and
 - 8.2.4. Information that, if published, might significantly affect the price of any of the Company's securities.
- 8.3. Any individual or legal entity that has access to insider information pursuant to the Law, job description, or other internal regulation of the Company, shall be deemed an insider.
- 8.4. The following persons shall be considered insiders:
 - 8.4.1. Supervisory Board members, any corporate executive and members of control bodies of the Company, as well as its subsidiaries and affiliated companies;
 - 8.4.2. Persons employed by the Company or its subsidiaries and affiliated companies in any official or professional capacity pursuant to an employment contract, and having access to insider information pursuant to the terms of such contract; and
 - 8.4.3. The spouses and close relatives of the persons listed herein;
 - 8.4.4. Persons that own a _____% of voting shares or a _____% of votes of the issuer, its subsidiaries, or related companies;
 - 8.4.5. Officials of governmental authorities and agencies, or local authorities;
 - 8.4.6. Legal entities affiliated with any of the aforementioned persons or legal entities;
 - 8.4.7. _____; and
 - 8.4.8. _____.
- 8.5. Insiders shall be prohibited from disclosing insider information or from engaging in any transactions using insider information.
- 8.6. The procedures for the appropriate handling and use of insider information shall be established by the Supervisory Board.
- 8.7. The General Director shall be responsible for ensuring compliance with the Law and any special requirements provided for in the Company's charter,

Annex 25. A Model By-Law on Information Disclosure

by-laws, and other internal documents to prevent conflicts of interest and to prevent the improper use of insider information by the employees and business units of the Company.

Article 9. Information Provided to the Company

- 9.1. If the Company is required to disclose information that is provided to it by other persons or legal entities, the Company shall use its best efforts to ensure the timely receipt and continuous update of such information.
- 9.2. The Company shall be entitled to receive information that is material to the business activities of the Company in accordance with the Law.
- 9.3. The Company's internal regulations shall set forth the appropriate procedure and deadlines for filing, and define the personal information required to be filed by candidates for the Company's elective bodies.
- 9.4. Supervisory Board members, the General Director, Executive Board members, and shareholders owning more than 20% of voting shares of the Company who have been deemed interested parties in any transaction shall provide the Supervisory Board, the Revision Commission, and the External Auditor with information regarding:
 - 9.4.1. Legal entities in which such person owns 20% or more of the voting shares (interest), regardless of whether individually or jointly owned with affiliated persons;
 - 9.4.2. Legal entities in which they hold positions in the governing bodies; and
 - 9.4.3. All executed, negotiated, or proposed deals known to them in which they might be considered an interested party.
- 9.5. When requested by the General Director or other persons duly authorized by the General Director, the External Registrar shall make available that information included in the shareholder register in accordance with the procedures set forth by the Law.
- 9.6. The Company shall keep a record of its affiliates and file reports on such affiliates in accordance with the Law.
- 9.7. Affiliates of the Company shall notify the Company in writing within ten days of the purchase by such affiliate of any of the Company's shares, and

The Russia Corporate Governance Manual

such notification shall state the number and type (class) of the shares so purchased.

- 9.8. If any damage is caused to the Company because of the failure by any affiliate to disclose such information, or by the untimely disclosure of such information by the affiliate, then that affiliate shall be held liable for any damages caused thereby to the Company.
- 9.9. The External Auditor shall provide the Company with the results of any audit of the Company's financial and business operations in accordance with the Law and the contract with the External Auditor.



Annex 26

A MODEL BY-LAW FOR THE REVISION COMMISSION

Approved
by the General Meeting of Shareholders
of the Open Joint Stock Company «_____»

Minutes of the [Annual or Extraordinary]
General Meeting of Shareholders

No. _____
of _____ 200_.

dated this __day of _____, 200_
[The Company's SEAL]

BY-LAW FOR THE REVISION COMMISSION

of the Open Joint Stock Company
«_____»

The city of _____
_____, 200_



Table of Contents

ARTICLE 1.	GENERAL PROVISIONS	264
ARTICLE 2.	AUTHORITY	265
ARTICLE 3.	RIGHTS AND DUTIES	266
ARTICLE 4.	COMPOSITION, STATUS, AND TERM OF OFFICE	267
ARTICLE 5.	PROCEDURE FOR NOMINATING CANDIDATES TO THE REVISION COMMISSION.....	268
ARTICLE 6.	ORGANIZING THE WORK	270
ARTICLE 7.	REMUNERATION AND COMPENSATION OF REVISION COMMISSION MEMBERS.....	272

Article 1. General Provisions

- 1.1. This By-law for the Revision Commission (hereinafter the By-law) of the Open Joint Stock Company «_____» (hereinafter the Company) has been developed in accordance with relevant provisions of laws of the Russian Federation (hereinafter the Law), the Company charter, other internal corporate documents, and the recommendations of the Federal Commission for the Securities Market's Code of Corporate Conduct (hereinafter the FCSM Code).
- 1.2. The By-law determines the authority, composition, rights and duties, nomination and working procedures, and remuneration of the Revision Commission.
- 1.3. The Revision Commission shall act in accordance with the law, the charter, and other internal documents of the Company.
- 1.4. The Revision Commission shall report to the General Meeting of Shareholders (hereinafter the GMS).
- 1.5. The relations of the Revision Commission's members with the Company shall be regulated by contracts signed on behalf of the Company by the person duly authorized by the GMS.

Annex 26. A Model By-Law for the Revision Commission

Article 2. Authority

- 2.1. The Revision Commission shall be responsible for the control of the financial and business activities of the Company and its bodies. The Revision Commission shall further be responsible for compliance by the executive bodies and the Supervisory Board, as well as Company's officers, business units, branches, and representative offices with provisions of the Law, the Charter and by-laws of the Company regarding the Company's business activities.
- 2.2. The Revision Commission shall:
 - 2.2.1. Perform regular and extraordinary inspections of the financial and business operations of the Company, and present its findings to the GMS;
 - 2.2.2. Perform inspections of specific aspects of the financial and business operations of the Company at the request of a shareholder (or a group of shareholders) owning not less than 10% of voting shares, or at the request of the Supervisory Board;
 - 2.2.3. Ensure that the Supervisory Board and the executive bodies of the Company act in compliance with the Law, the charter, by-laws, and relevant internal documents of the Company;
 - 2.2.4. Investigate cases of the use of insider information;
 - 2.2.5. Check the timeliness of payments to contractors, mandatory budget payments, accrual and payment of dividends, as well as the meeting of other financial obligations of the Company;
 - 2.2.6. Check the appropriateness of the use of reserve and other funds of the Company;
 - 2.2.7. Check the timeliness of payment for the issued shares of the Company;
 - 2.2.8. Review the financial condition of the Company, its solvency, liquidity of its assets, and creditworthiness;
 - 2.2.9. Confirm the accuracy of information contained in the annual report and financial documents of the Company;
 - 2.2.10. Oversee the timeliness of valuation of the Company's net assets;
 - 2.2.11. _____; and
 - 2.2.12. _____.

Article 3. Rights and Duties of the Revision Commission

- 3.1. The Revision Commission shall have the right to:
 - 3.1.1. Perform checks and inspections of the financial and business operations of the Company at any time and at its own initiative;
 - 3.1.2. Request from the Company's officers and governing bodies the necessary documents on the financial and business operations of the Company;
 - 3.1.3. Request from the Company's officers and employees written and oral explanations on any issues that may arise in the course of inspections;
 - 3.1.4. Issue instructions to remedy the identified violations;
 - 3.1.5. Request the calling of an Extraordinary General Meeting of Shareholders (hereinafter EGM), as well as a Supervisory Board meeting;
 - 3.1.6. Familiarize itself with the External Auditor's opinion;
 - 3.1.7. Use the services of outside experts, specialists, and/or auditors who are not the Company's employees as required;
 - 3.1.8. _____; and
 - 3.1.9. _____.
- 3.2. Revision Commission members shall have the right to attend meetings of the Executive Board and Supervisory Board as observers.
- 3.3. The Revision Commission shall:
 - 3.3.1. Make reports based on the results of inspections and submit them to the GMS and the initiator of the inspection within ____ days of the completion of the inspection;¹⁹⁴
 - 3.3.2. Register all instances of noncompliance with the Law, the charter, by-laws, and rules and instructions by the officers and employees of the Company during business operations of the Company;
 - 3.3.3. Inform the shareholders of the violations identified;
 - 3.3.4. Monitor compliance with its instructions by the Company's officers;
 - 3.3.5. Not later than 40 days prior to the date of the Annual General Meeting of Shareholders (hereinafter AGM), submit to the Supervisory Board its opinion on the accuracy of data contained in the annual report and annual financial statements of the Company;

¹⁹⁴ Best practice suggests two weeks.

Annex 26. A Model By-Law for the Revision Commission

- 3.3.6. Maintain records of violations it identifies and furnish information on such violations to the Supervisory Board and its Audit Committee;¹⁹⁵
- 3.3.7. _____; and
- 3.3.8. _____.
- 3.4. Revision Commission members must participate in the Revision Commission meetings and its inspections, as well as attend the GMS and answer questions of the attendees.

Article 4. Composition, Status, and Term of Office of the Revision Commission

- 4.1. The Charter determines the number of Revision Commission members. Members shall be elected to serve until the next AGM.
- 4.2. Only individuals may be Revision Commission members.
- 4.3. Revision Commission members may not at the same time be members of the Supervisory Board, the Executive Board, the Counting Commission, or the General Director of the Company, or of a legal entity competing with the Company.¹⁹⁶
- 4.4. The same person may be re-elected as a Revision Commission member an unlimited number of times.
- 4.5. The Revision Commission members must have the necessary business, financial, and accounting experience, as well as knowledge of accounting and financial reporting.
- 4.6. The GMS may at any time terminate the powers of any Revision Commission member before expiration of his term.
- 4.7. Revision Commission members shall elect from among themselves the Chairman at their first meeting.
- 4.8. The Chairman of the Revision Commission shall:
- 4.8.1. Organize the work of the Revision Commission;
- 4.8.2. Call Revision Commission meetings;

¹⁹⁵ As recommended by the FCSM Code in Chapter 8, Section 2.1.2. The internal regulations of the company should provide for the establishment of the Audit Committee.

¹⁹⁶ It is recommended that the Revision Commission does not include family members of directors or managers. The GMS may establish additional categories of persons who may not be Revision Commission members.

The Russia Corporate Governance Manual

- 4.8.3. Preside over Revision Commission meetings;
 - 4.8.4. _____; and
 - 4.8.5. _____.
- 4.9. The Deputy Chairman of the Revision Commission shall perform the functions of the Chairman during the absence of the latter.

Article 5. Procedure for Nominating Candidates to the Revision Commission

- 5.1. Candidates to the Revision Commission may be nominated by a shareholder (or a group of shareholders) owning at least 2% of voting shares of the Company as of the date of such nomination.
- 5.2. Shareholder proposals must be received by the Company within _____ calendar days of the end of the financial year.¹⁹⁷
- 5.3. The Supervisory Board may nominate candidates to the Revision Commission if shareholders have nominated an insufficient number of candidates.
- 5.4. The number of candidates nominated to the Revision Commission by each proposing shareholder or shareholder group may not exceed the number of the members to be elected to the Revision Commission pursuant to the Company's charter.
- 5.5. Proposals on the nomination of candidates may be made by:
 - 5.5.1. Registered mail to the following address: _____, to the attention of _____ [*specify title and name of the person responsible for receipt of proposals*]; or
 - 5.5.2. Personal delivery against confirmation of receipt to _____ [*the Secretary of the Supervisory Board or the Corporate Secretary, if such position has been established, or another person authorized to receive written correspondence addressed to the Company*].
- 5.6. The deadline for proposing candidates shall be established in accordance with the requirements for preparing, calling, and conducting the GMS established by the Law.¹⁹⁸

¹⁹⁷ LJSC, Article 53, Clause 1. The company must receive such proposals within 30 days from the end of the financial year, unless the company's charter provides for a longer period.

¹⁹⁸ See FCSM Regulation No. 17/ps on the Approval of the Regulation on Additional Requirements to the Procedure for Preparing, Calling, and Conducting the General Meeting of Shareholders.

Annex 26. A Model By-Law for the Revision Commission

- 5.7. Proposals on the nomination of candidates shall be made in writing and shall state:
 - 5.7.1. The name of the shareholder(s) submitting the proposal; and
 - 5.7.2. The number and category (class) of shares owned by them.
- 5.8. The proposal on the nomination of a candidate shall contain the following information:
 - 5.8.1. The first name, patronymic, and surname of each of the nominated candidates, and date of birth;
 - 5.8.2. Educational background, including continuous professional education (name of educational institution, date of graduation, degree or diploma, honorary mention, etc.);
 - 5.8.3. Place of work and positions held over the past ___ years, and positions held by the candidate in the governing bodies of other legal entities over the past ___ years;¹⁹⁹
 - 5.8.4. List of legal entities of which the candidate is a shareholder, stating the number of shares (interest) in the charter capital of such legal entities;
 - 5.8.5. List of persons with which the candidate is affiliated, stating the nature of the affiliation;
 - 5.8.6. Relations of the candidate with affiliated persons and major partners of the Company, as well as candidate's affiliation with the Company;
 - 5.8.7. Outstanding criminal convictions and administrative disqualifications, if any;
 - 5.8.8. Name of the body to which the candidate is nominated (the Revision Commission in this case);
 - 5.8.9. _____;
 - 5.8.10. _____; and
 - 5.8.11. Other information material to the election of the candidate as a Revision Commission member.
- 5.9. Such proposals may also contain the candidate's consent to stand for election.
- 5.10. The proposal shall be signed by the shareholders or their representatives. If a representative signs the proposal, a power of attorney shall be attached.

¹⁹⁹ FCSM Code, Chapter 3, Section 2.3.1 recommends five years.

The Russia Corporate Governance Manual

- 5.11. The Supervisory Board shall review the proposals and make a decision on accepting or rejecting the candidates to be included into the list of candidates for the position of the Revision Commission within five days after the end of the period set forth in Clause 5.2 hereof.
- 5.12. A motivated decision of the Supervisory Board to reject the inclusion of a candidate into the list of candidates shall be sent to the proposing shareholder(s) within three days of when the decision was made.
- 5.13. The nominated candidates shall be included into the list of candidates, unless:
 - 5.13.1. The shareholder(s) failed to submit the proposal within the time-frame set by Clause 5.2 hereof;
 - 5.13.2. The shareholder(s) do not own a sufficient number of voting shares of the Company as set forth in Clause 5.1 hereof; and
 - 5.13.3. The proposal does not meet the requirements set forth in Clauses 5.7 and 5.8 hereof.
- 5.14. Candidates nominated to the Revision Commission may stand down until the moment the Supervisory Board includes the candidate into the list of candidates.

Article 6. Organizing the Work

- 6.1. The Revision Commission shall organize its work in the form of regular and extraordinary inspections, as well as meetings to discuss issues related to conducting inspections and organizing its work.
- 6.2. Scheduled inspections shall be conducted based on a fixed schedule that is based on target dates for approving the results of the financial and business operations for the year.
- 6.3. Extraordinary inspections shall be conducted:
 - 6.3.1. On the basis of a decision of the GMS;
 - 6.3.2. On the basis of a decision of the Supervisory Board;
 - 6.3.3. Upon the request of shareholders owning not less than 10% of voting shares of the Company; or
 - 6.3.4. At the initiative of the Revision Commission.
- 6.4. Extraordinary inspections of financial and business operations of the Company shall start not later than ___ days after the shareholder's request to

Annex 26. A Model By-Law for the Revision Commission

perform such an inspection is received by the Company, or after the date of the relevant minutes of the GMS, or the Supervisory Board meeting. The inspection must be completed within ___ days.²⁰⁰

- 6.5. Upon the results of scheduled and extraordinary inspections, the Revision Commission shall prepare a report. All Revision Commission members who participated in the inspection shall sign the report. Any Revision Commission member who disagrees with the Revision Commission's report may prepare a dissenting opinion that shall be appended to and shall be deemed an integral part of the Revision Commission's report. If a Revision Commission member does not sign the report and does not provide a dissenting opinion, the report must contain an explanation.²⁰¹
- 6.6. In accordance with its report, the Revision Commission may issue instructions to the officers of the Company requiring them to remedy the identified violations. The instructions shall be approved by the Revision Commission and signed by the Chairman of the Revision Commission.
- 6.7. The Revision Commission shall meet as required but at least once a quarter, as well as before and after the completion of each inspection.
- 6.8. Revision Commission meetings may be called by the Chairman of the Revision Commission or by written request of any of its members. The request must contain the list of issues to be discussed at the meeting. The meeting must be called within ___ days after the date of the request.
- 6.9. The Revision Commission meetings shall be held in the form of joint attendance. Meetings on organizational issues may be held in the form of video- or teleconferences.
- 6.10. Revision Commission members shall receive advance written notice of ___ days before the date of the meeting. The notice shall contain information about the date, time, and location of the meeting, as well as the agenda of the meeting.
- 6.11. Any Revision Commission member may make proposals and amendments to the meeting agenda subject to the terms of notification of the meeting.
- 6.12. The Revision Commission meeting shall be valid if at least half of its members participate in the meeting.

²⁰⁰ The FCSM Code recommends that the inspection of financial and business activities start within 30 days. The inspection must be completed within 90 days.

²⁰¹ FCSM Code, Chapter 8, Section 3.1.4.

The Russia Corporate Governance Manual

- 6.13. Decisions on all issues shall be made by a majority vote of Revision Commission members attending the meeting.
- 6.14. In case a member withdraws from the Revision Commission and if the number of Revision Commission members becomes less than the quorum as set forth in Clause 6.12 hereof, the Revision Commission shall request the Supervisory Board to call an EGM.
- 6.15. Revision Commission members may not delegate their powers to other persons, including by power of attorney.²⁰²
- 6.16. Minutes of Revision Commission meetings shall be signed by its Chairman and filed in the book of minutes kept by the Chairman of the Revision Commission or in the Company's files.

Article 7. Remuneration and Compensation of Revision Commission Members

- 7.1. Subject to the decision of the GMS, Revision Commission members shall receive compensation (receipts) of expenses incurred by them in connection with the performance of their duties and receive remuneration for their work.
- 7.2. Revision Commission members shall receive remuneration in the amount of _____ Rubles.
- 7.3. Remuneration shall be payable once every _____ months.

²⁰² FCSM Code, Chapter 8, Section 3.1.2.



Annex 27

A MODEL BY-LAW ON RISK MANAGEMENT

APPROVED
by decision of the Supervisory Board
of the Open Joint Stock Company «_____»

Supervisory Board Minutes

No. _____
of _____ 200_

Signature of the Chairman of the Supervisory Board

dated this __ day of _____, 200_
[The Company's Seal]

BY-LAW ON RISK MANAGEMENT

of the Open Joint Stock Company
«_____»

The city of _____
_____, 200_



Table of Contents

ARTICLE 1.	GENERAL PROVISIONS	274
ARTICLE 2.	DEFINITIONS, PRINCIPLES, AND OBJECTIVES OF RISK MANAGEMENT	275
ARTICLE 3.	RISK IDENTIFICATION.....	276
ARTICLE 4.	ANALYSIS, EVALUATION, AND CLASSIFICATION OF RISKS	276
ARTICLE 5.	RISK MANAGEMENT METHODS.....	277
ARTICLE 6.	MONITORING AND CONTROL OF THE RISK MANAGEMENT SYSTEM...	277
ARTICLE 7.	BODIES RESPONSIBLE FOR THE RISK MANAGEMENT SYSTEM	277
ARTICLE 8.	INFORMATION DISCLOSURE ON RISK MANAGEMENT	279
EXHIBIT 1.	RISK MANAGEMENT CHART.....	280
EXHIBIT 2.	RISK MANAGEMENT MATRIX.....	281

Article 1. General Provisions

- 1.1. This By-law on Risk Management (hereinafter the By-law) of the Open Joint Stock Company «_____» (hereinafter the Company) has been developed and drafted in accordance with the laws of the Russian Federation (hereinafter the Law), the charter of the Company, by-laws, and other internal corporate documents, and recommendations of the Federal Commission for the Securities Market's Code of Corporate Conduct (hereinafter the FCSM Code).²⁰³
- 1.2. The By-law defines the principles and elements of the risk management system, risk management methods, monitoring and control over the efficiency of the risk management system, the bodies responsible for the risk management system, and information disclosure.

²⁰³ This By-law has been developed to help companies implement the requirements of the FCSM Code and is consistent with recommendations of specialized institutions. For more information see:

- Internal Control, Guidance for Directors on the Combined Code, The Institute of Chartered Accountants in England & Wales, 1999.
- Implementing Turnbull — A Boardroom Briefing, The Institute of Chartered Accountants in England & Wales, 1999.
- A Risk Management Standard, The Institute of Risk Management (IRM), The Association of Insurance and Risk Managers (AIRMIC), The National Forum for Risk Management in the Public Sector, 2002.
- Internal Control — Integrated Framework, Committee of Sponsoring Organizations of the Treadway Commission (COSO), U.K.
- Act on Corporate Control and Transparency (KonTraG), Germany.

Article 2. Definitions, Principles, and Objectives of Risk Management

- 2.1. For the purposes of the By-law, risk shall be defined as the probability of an event occurring, and its expected effect upon the Company's activities. The Company's approach to risk management takes into account the potential of unfavorable events or threats, and the potential of favorable events or opportunities.
- 2.2. The Company views risk management as one of the most important elements of strategic management and internal control. Risk management is a process utilized by the Company which regularly identifies, evaluates, and controls threats and opportunities; modifies its operations for the purpose of decreasing the level of threats and in order to take advantage of any opportunities; and informs shareholders and other stakeholders thereof.
- 2.3. The Company's system of risk management is not designed to eliminate risks, but to increase the probability that the Company's strategic goals will be attained and in addition, take appropriate actions to decrease the probability and amount of potential losses. To this end, the Company clearly defines the levels of risk acceptable for each category of corporate activity.
- 2.4. An integrated risk management system takes into account the interrelation of various risks for the purpose of evaluating their aggregate effect on the Company's operations, and uniformly evaluating the potential of financial, operational, and other risks.
- 2.5. The By-law is not limited to the protection of shareholder interests; it also takes into account the potential consequences of the Company's operations for other stakeholders.
- 2.6. Implementing and maintaining the risk management system has the following objectives:
 - 2.6.1. Compliance with corporate governance standards which focus on identifying, monitoring, and managing the risks, and properly disclosing information regarding such risks;
 - 2.6.2. Preventing situations that threaten the strategic goals and objectives of the Company, and providing protection against them;
 - 2.6.3. Coordinating and integrating risk management affecting various aspects of the Company's financial and business activities to generally increase the efficiency of management;
 - 2.6.4. Taking advantage of opportunities for increasing the value of the Company's assets and the Company's long-term profitability; and
 - 2.6.5. _____.

Article 3. Risk Identification

- 3.1. The Company uses its best efforts to identify all material risks. To achieve this objective, the Company uses standardized questionnaires, joint meetings of those persons responsible for risk identification, surveys conducted by external consultants, benchmarking, results of internal and external audits, and other methods of risk identification.
- 3.2. The Company identifies the risks related to all aspects of its operations, and maintains a register of risks. The register is limited to the description of the nature of the risk, and an experts' opinion regarding the materiality of such risks for the Company's operations. The register shall be updated periodically to reflect any changes in the external and internal conditions of the Company's operations.

Article 4. Analysis, Evaluation, and Classification of Risks

- 4.1. For each of the material risks, the Company assesses the probability of all possible outcomes, and the expected effects of each risk on shareholder value.
- 4.2. Based on this assessment and the allocation of certain risks to a certain management function (e.g. strategic, operating, financial), risks are classified in the form of a "risk chart" and "risk matrix."²⁰⁴
- 4.3. The Company uses simple, measurable, and well-defined indicators that allow it to assess the current probability of an expected event that correspond to each material risk. When an indicator approaches a certain critical threshold, it signals the necessity for management's and/or the Supervisory Board's intervention and decision-making.
- 4.4. For each risk indicator, the Company determines critical thresholds based on the level of acceptable risk and the relevant objectives of the Company.
- 4.5. After a preliminary assessment of the risks identified, the Company reviews registered risks in light of the Company's priorities and needs. As a result, risks that have been rated as high or low may receive a different rating.²⁰⁵

²⁰⁴ Methods of assessment and the risk chart/matrix format depend upon the objectives and specific features of a company's operations. The main goal of the chart is to illustrate relative priorities of material risks and allocate them by certain areas of functional responsibility. An example has been included at the end of this By-law in Exhibits 1 and 2.

²⁰⁵ If the risks are re-evaluated, minutes reflecting the relevant discussions on this matter should be kept. Many of the risks may be insignificant, but sometimes they may be numerous. This, in turn, may impede focusing on major and material risks.

Annex 27. A Model By-Law on Risk Management

Article 5. Risk Management Methods

- 5.1. For each material risk, the Company develops methods and solutions for dealing with such risks, for minimizing possible losses, but also to take advantage of opportunities presented. Such methods include, but are not limited to, detailed response programs when risk indicators reach critical thresholds.
- 5.2. The type and structure of the method is based on a reasonable balance between the expected economic effect of its application and the costs of its implementation.
- 5.3. Main risk management methods applied by the Company are:
 - 5.3.1. Acceptance and recording of risk;
 - 5.3.2. Sharing the risk with other parties;
 - 5.3.3. Termination of risk (e.g. canceling the project);
 - 5.3.4. Financing the risk (insurance, additional investments, or financing for the project, reducing the risk to an acceptable level);
 - 5.3.5. Diversification of risks; and
 - 5.3.6. _____.
- 5.4. Key considerations for choosing risk management methods are:
 - 5.4.1. The Company's willingness to accept a certain amount of risk;
 - 5.4.2. Balance between preventive versus detective controls;
 - 5.4.3. Weighing the costs versus the benefits of control; and
 - 5.4.4. _____.

Article 6. Monitoring and Control of the Risk Management System

- 6.1. The Company shall ensure ongoing monitoring and review of the risk management system.

Article 7. Bodies Responsible for the Risk Management System

- 7.1. The Heads of the Company's structural units are responsible for identifying risks in their respective areas of the Company's operations and within the scope of their authority as vested in them by the General Director.
- 7.2. The General Director is responsible for the implementation of the Company's overall risk management policy.
- 7.3. The General Director establishes a standing body _____ [a council, committee, commission, risk management department] that reports

directly to the General Director. This body consists of the following persons:

- 7.3.1. Deputy General Director;
 - 7.3.2. Heads of structural units;
 - 7.3.3. _____;
 - 7.3.4. _____; and
 - 7.3.5. _____.
- 7.4. The body shall meet regularly, once every ___ weeks to address the following issues:
- 7.4.1. The Company's operational, financial, and strategic risks, and any other risks identified by the structural units of the Company;
 - 7.4.2. The appraisal and analysis of identified risks;
 - 7.4.3. The development and review of the risk chart;
 - 7.4.4. The development of risk management methods for each separate risk; and
 - 7.4.5. _____.
- 7.5. Results of the risk management body meetings are reported directly to the General Director.
- 7.6. The General Director is responsible for submitting regular reports to the Supervisory Board that include information on the overall condition of the risk management system, any deficiencies in the system which have been identified, and specific proposals for its improvement.
- 7.7. If the Supervisory Board receives information on any material deficiencies in the risk management system, it commences an audit of the executive bodies and, if necessary, an assessment of the effectiveness of the risk management system.
- 7.8. The Supervisory Board approves the Company's risk management policy, reviews its efficiency, and takes measures to improve it on regular basis.
- 7.9. The control over the Company's risk management system is the responsibility of the Supervisory Board [the Audit Committee and/or the Strategic Planning and Finance Committee, if established].
- 7.10. The Supervisory Board reviews the following issues on a regular basis:
- 7.10.1. The nature and relative weight (significance) to be assigned to various risks faced by the Company;
 - 7.10.2. Identification of acceptable and unacceptable risks for the Company;
 - 7.10.3. The Company's ability to compensate for losses associated with risks or manage those risks deemed acceptable;

Annex 27. A Model By-Law on Risk Management

- 7.10.4. The cost of maintaining a comprehensive risk management system relative to its potential economic effect;
 - 7.10.5. Structure and arrangements of the Company's risk management system; and
 - 7.10.6. _____.
- 7.11. After receiving the annual appraisal of the risk management system, the Supervisory Board shall discuss and take a position on:
- 7.11.1. Changes in the nature and priorities of material risks since the most recent annual review, and the Company's ability to react to such changes;
 - 7.11.2. Quality and volume of activities of the executive bodies, Internal Auditor, and other bodies of internal control in the area of risk management;
 - 7.11.3. Whether the reports on the status of risk management are provided by the executive bodies to the Supervisory Board and its committees in a timely and complete fashion;
 - 7.11.4. Material errors in the risk management system during the reporting period, and the consequences of such errors for the Company's financial and business activities;
 - 7.11.5. The efficiency of the Company's accountability to outside stakeholders; and
 - 7.11.6. _____.

Article 8. Disclosure of Information on Risk Management

- 8.1. The risk management policy is viewed as an important element of the internal organizational culture, and shall be communicated to all employees. The company maintains communication channels between the Supervisory Board, the executive bodies, and all functional units for appropriate management of operational and strategic risks.
- 8.2. The Company discloses in its annual report the following information for outside stakeholders:
- 8.2.1. The structure of responsibility for various risk management functions;
 - 8.2.2. An analysis of material risks to the Company;
 - 8.2.3. Control processes for material risks, and risk management methods;
 - 8.2.4. Changes made to the company's risk management system and the grounds for such changes; and
 - 8.2.5. _____.

EXHIBIT 1. RISK MANAGEMENT CHART

Company/Project Name: _____

Project Status: _____

1. PARTIES INVOLVED:

Name	Title	Department/Company

2. POTENTIAL RISKS:

Potential Risks	Reasons/Explanations

3. RISK MANAGEMENT PLAN:

Potential Risks	Actions taken/planned (include staff name, date/timeline of action)

Prepared by: _____ Date: _____ Signature: _____

Reviewed by: _____ Date: _____ Signature: _____

Received by: _____ Date: _____ Signature: _____

Annex 27. A Model By-Law on Risk Management

EXHIBIT 2. RISK MANAGEMENT MATRIX

[Company Name] Risk Register			As of: [Enter Date]			Next Review: [Enter Date]			
Risk Serial No.	Risk Category	Description of Risk		Risk Assessment		Risk Priority	Adequacy of Existing Controls	Action (Treat, Tolerate, Transfer, Terminate)	Close Date
	Risk Sponsor	Risk Owner	Likelihood	Impact					
1	[Enter Risk Category]								[Enter Date]
	[Enter Risk Sponsor]								
	[Enter Risk Owner]								
2	[Enter Risk Category]								[Enter Date]
	[Enter Risk Sponsor]								
	[Enter Risk Owner]								
3	[Enter Risk Category]								[Enter Date]
	[Enter Risk Sponsor]								
	[Enter Risk Owner]								

Risk Assessment: High (H), Medium (M), or Low (L)

Adequacy of Controls: Uncertain, Inadequate, Adequate

Assessment Order: Highest Likelihood first, then by Impact

Risk Categories: External, Operational, Technology, Resource



Annex 28

A MODEL BY-LAW ON INTERNAL CONTROL

APPROVED

By decision of the Supervisory Board
of the Open Joint Stock Company «_____»

Supervisory Board Minutes

No. _____
of _____ 200_

Signature of the Chairman of the Supervisory Board

dated this __ day of _____, 200_
[The Company's Seal]

BY-LAW ON INTERNAL CONTROL

of the Open Joint Stock Company
«_____»

The city of _____
_____, 200_



Table of Contents

ARTICLE 1.	GENERAL PROVISIONS	284
ARTICLE 2.	DEFINITIONS	285
ARTICLE 3.	PRINCIPLES.....	285
ARTICLE 4.	CONTROL ENVIRONMENT	286
ARTICLE 5.	RISK ASSESSMENT	287
ARTICLE 6.	CONTROL ACTIVITIES.....	287
ARTICLE 7.	INFORMATION AND COMMUNICATION	288
ARTICLE 8.	CONTROL AND MONITORING.....	288
ARTICLE 9.	BODIES AND PERSONS RESPONSIBLE FOR INTERNAL CONTROL.....	289
EXHIBIT 1.	GENERAL OVERVIEW OF THE INTERNAL CONTROL SYSTEM AND PRELIMINARY EVALUATION OF ITS RELIABILITY.....	291
EXHIBIT 2.	CONFIRMING THE EVALUATION OF MATERIAL ELEMENTS OF THE INTERNAL CONTROL SYSTEM	293

Article 1. General Provisions

- 1.1. This By-law on Internal Control (hereinafter the By-law) of the Open Joint Stock Company «_____» (hereinafter the Company) has been drafted in accordance with the laws of the Russian Federation (hereinafter the Law), the charter and other internal corporate documents of the Company, and relevant recommendations of the Federal Commission for the Securities Market's Code of Corporate Conduct (hereinafter the FCSM Code).
- 1.2. The By-Law defines the goals and objectives, principles, and processes, as well as the Company's bodies and persons responsible for internal controls.

Article 2. Definitions

- 2.1. Internal control is a process conducted jointly by the Supervisory Board, management, and the company's employees, the aim of which is to provide reasonable guarantees that the following Company objectives are attained:
 - 2.1.1. Financial reporting is reliable and accurate;
 - 2.1.2. Operations are efficient and effective; and
 - 2.1.3. Activities and processes comply with the Law, the Company's internal rules and guidelines.
- 2.2. The internal control system includes the following interrelated elements:
 - 2.2.1. Control environment;
 - 2.2.2. Risk assessment;
 - 2.2.3. Control procedures;
 - 2.2.4. Information and communication; and
 - 2.2.5. Control and monitoring of the internal control system's efficiency.

Article 3. Principles

- 3.1. The Company's internal system control is based on the following principles:
 - 3.1.1. The internal control system functions at all times, without interruption. A system of internal control that functions on an ongoing basis allows the Company to identify deviations on a timely basis, and helps to predict such deviations in the future.
 - 3.1.2. Each person involved in the internal control process is held accountable. The performance of each person carrying out internal control functions is, therefore, managed by yet another person within the internal control system.
 - 3.1.3. The system of internal control segregates duties. The company prohibits any duplication of control functions, and distributes functions among the employees so that one and the same person does not combine functions relating to the authorization of operations with certain assets, recording of such operations, ensuring and safe-keeping of assets, and inventory of these same assets.

- 3.1.4. Proper authorization and approval of operations is established. The Company establishes procedures for the approval of all financial and business operations only by authorized persons acting within the scope of their authority;
- 3.1.5. The Company ensures the organizational separation of its subdivision responsible for internal control and, moreover, ensures that this subdivision is accountable directly to the Supervisory Board (specifically its Audit Committee);
- 3.1.6. All persons involved in the Company's internal control process are responsible for the proper performance of control processes;
- 3.1.7. All units and departments integrate and cooperate with one another to ensure proper implementation of the internal control system;
- 3.1.8. A culture of continuous development and improvement has been put in place. The Company's internal control system is structured in such a way to ensure that it can be flexibly "tuned" to address new issues, and be receptive to expansions and upgrades in the system;
- 3.1.9. A system for timely reporting any deviations has been put in place. Ensuring the timeliness of reporting on deviations with the shortest possible deadlines allows authorized persons to receive such information in a timely manner and act in an expeditious manner to correct them;
- 3.1.10. The level of complexity of the internal control system corresponds to the level of importance of the object under control;
- 3.1.11. The Company prioritizes its activities. The Company's areas of strategic importance are covered by the internal control system, even if the efficiency of monitoring such areas, and the ratio between the costs and the economic benefits are difficult to measure; and
- 3.1.12. The Company's internal control system is comprehensive, that is, it covers all operational areas.

Article 4. Control Environment

- 4.1. The control environment within the Company can best be described as the general attitude of directors, senior managers, and shareholders towards the internal control system, and their awareness and practical actions aimed at establishing and maintaining the internal control system in the Company.

Annex 28. A Model By-Law on Internal Control

- 4.2. Control environment factors include:
- 4.2.1. The integrity, ethical values, and competence of the Company's employees;
 - 4.2.2. Management's philosophy and operating style;
 - 4.2.3. The way management assigns authorities and responsibilities, and organizes and develops its own employees; and
 - 4.2.4. The attention and direction provided by the Supervisory Board.

Article 5. Risk Assessment

- 5.1. The identification and assessment of the Company's risks is performed in accordance with _____.²⁰⁶

Article 6. Control Activities

- 6.1. Control activities are the policies and procedures that help ensure that management directives are carried out, and that necessary steps to address risks are taken.
- 6.2. Specific internal control procedures include:
- 6.2.1. Controlling the implementation of the financial and business plans of the Company;
 - 6.2.2. Comparing current operational data with the budget;
 - 6.2.3. Comparing data provided by various operating units of the Company;
 - 6.2.4. Examining the accuracy of accounting entries;
 - 6.2.5. Checking the accuracy and timeliness of document flows;
 - 6.2.6. Evaluating the efficiency of certain specific transactions;
 - 6.2.7. Checking for the management approvals of the underlying primary documents;
 - 6.2.8. Conducting periodic and unscheduled inspections, inventories of assets and liabilities;
 - 6.2.9. Reconciling and confirming settlement accounts;
 - 6.2.10. Using information from external sources for the purposes of control;

²⁰⁶ Insert the name of the by-law or other document regulating the company's risk management procedures. See also Annex 27 for a model by-law on risk management.

The Russia Corporate Governance Manual

- 6.2.11. Controlling the use of tangible assets;
- 6.2.12. Physically limiting access to the Company's assets, the underlying primary documents, accounting registers, and electronic accounting files;
- 6.2.13. _____; and
- 6.2.14. _____.

Article 7. Information and Communication

- 7.1. Information and communication refer to the identification, capture, and exchange of information in a timely and useful manner.
- 7.2. The Company ensures the availability of full and accurate information on events and conditions that may affect the Company's decision-making.
- 7.3. The Company is committed to creating a comprehensive system of information dissemination to cover all areas of the Company's activities. Information system software is authorized and protected in accordance with procedures adopted by the Company.
- 7.4. The Company seeks to create efficient communication channels to ensure that all governing bodies and persons involved in the internal control process understand and adhere to approved policies and procedures.
- 7.5. The Company ensures the protection of information by prohibiting and preventing unauthorized access.

Article 8. Control and Monitoring of the Internal Control System

- 8.1. An ongoing evaluation of the internal control system is conducted to determine the probability and materiality of errors, the occurrence of which could influence the accuracy of financial statements, and in order to determine whether the internal control system is meeting its stated objectives.
- 8.2. The review of the Company's internal control system is conducted in two stages:
 - 8.2.1. A general overview of the internal control system and preliminary evaluation of its reliability (Annex 1); and
 - 8.2.2. The confirmation of evaluations of material elements of the internal control system (Annex 2).

Article 9. Bodies and Persons Responsible for Internal Control

- 9.1. The Supervisory Board and the executive bodies of the Company are responsible for establishing the proper internal control environment and maintaining high ethical standards at all levels of the Company's operations.
- 9.2. The Supervisory Board (through its Audit Committee, if established) shall be responsible for the approval of the internal control procedures that fall within the authority of the Supervisory Board.
- 9.3. The General Director is responsible for devising and implementing the internal control system throughout the Company. For this, the General Director delegates certain authority to managers who are responsible for internal control functions within specific areas of the Company's activities.
- 9.4. The control and audit body of the Company²⁰⁷ or _____ [*specify the name of another person/body in charge of the internal audit function*] implements control activities on a daily basis and reports to the Supervisory Board (or its Audit Committee, if established) and the Company's executive bodies on the results of the internal audit of the internal control system. The control and audit body reports to and is functionally accountable to the Supervisory Board, and is administratively accountable to the General Director.
- 9.5. The control and audit body is comprised of ____ staff members that have the following qualifications:²⁰⁸
 - 9.5.1. _____;
 - 9.5.2. _____; and
 - 9.5.3. _____.
- 9.6. The control and audit body holds regular meetings whenever necessary, but not less than one meeting every ____ weeks.
- 9.7. The results of the meetings of the control and audit body are presented to the General Director [Finance Director] and the Chairman of the Supervisory Board [Chairman of the Audit Committee].

²⁰⁷ The control audit body may be the Control and Revision Service, or the Internal Auditor, or any other company department.

²⁰⁸ For example, a higher educational degree, __ years of professional experience in the __ industry or sector, etc.

The Russia Corporate Governance Manual

- 9.8. The Company's executive bodies shall annually prepare a report on the internal control regarding the preparation of financial statements for the Supervisory Board __ days before the Supervisory Board shall approve the annual report and the annual financial statements.²⁰⁹
- 9.9. The report on the internal control over the preparation of financial statements shall contain:
 - 9.9.1. A confirmation of the top managers' responsibility for implementing proper internal control over the preparation of the financial statements;
 - 9.9.2. A description of the internal control system and methods used to evaluate the efficiency of the system;
 - 9.9.3. Evaluation of the efficiency of the internal control over the preparation of the financial statements as of the end of the latest fiscal year as carried out by top managers;
 - 9.9.4. Confirmation that the Company's External Auditor prepared an opinion on management's evaluation;
 - 9.9.5. _____; and
 - 9.9.6. _____.
- 9.10. The Company develops a schedule of audits of its internal control system, and its subsidiary companies.
- 9.11. The following functions shall not be allocated to one and the same person:
 - 9.11.1. Immediate and unrestrained access to the assets of a business entity;
 - 9.11.2. Approval of operations with such assets;
 - 9.11.3. Conducting business operations; and
 - 9.11.4. Accounting of business operations.
- 9.12. The proper functioning of the internal control system depends upon the professionalism of its employees. The Company employs systems of selection, engagement, promotion, and professional training of personnel that ensure the highest qualifications and integrity of such personnel.
- 9.13. Executive bodies shall disclose information on material deficiencies in the internal control system.

²⁰⁹ Article 404 of the U.S. Sarbanes-Oxley Act (2002) requires use of this particular report. Accordingly, Russian companies are strongly advised to consider using this report.

Annex 28. A Model By-Law on Internal Control

Exhibit 1. General Overview of the Internal Control System and Preliminary Evaluation of Its Reliability²¹⁰

	Control Environment	Yes	No	N/A
Organizational Structure				
1.	The organizational structure has been developed and approved. It illustrates all departments, clearly indicating relations among management and the subordination of departments (employees).			
2.	The organizational structure of the department responsible for maintaining accounting records has been developed and approved indicating the relations within management and subordination of departments (employees).			
3.	Approved procedures on document flow exist, which list all of activities involving the production, review, and processing of documents performed by the departments and individual employees, and specifies relevant deadlines.			
Allocation of Duties, Powers, and Liability				
4.	The duties of those employees responsible for conducting commercial, financial, and business operations are clearly separated from the duties of those employees in charge of reflecting such operations in the operating system and/or accounting records.			
5.	The separation of functions and duties exists among the employees involved in the operations in a particular segment from their ability to exercise control over the accounting in such segment.			
6.	There are job descriptions for accounting unit employees which specify the allocation of duties, define liability, and establish the scope of authority for each position.			
7.	Those officers having the right to sign underlying documents are clearly identified.			
8.	The persons responsible for safekeeping assets have been officially appointed, and there is a clear system of accountability for such persons.			
9.	If the Company owns expensive assets, the number of persons authorized to dispose of them is limited in number.			
Human Resources Policy				
10.	Training sessions, and continuing professional education seminars are conducted for: <ul style="list-style-type: none"> • The members of the inventory commission in connection with the procedure for conducting and summarizing the results of the inventory of assets; • The cashier regarding rules for conducting cash operations; • Those persons accountable for assets regarding matters of control over the assets; and • The accounting employees to offer additional training and advanced training, etc. 			

²¹⁰ The list of questions in the exhibit is not exhaustive.

Notes:

- 1) The Company uses three levels — high, medium, and low — for the purpose of assessing the efficiency and reliability of the internal control system in general, the control culture, and the specific control procedures employed by the Company.
- 2) The grading at this stage is done by analyzing the data in the table. The ratio of positive answers, i.e. those checked “yes”, in relation to the total number of questions in the questionnaire will be the basis for the assessment. If the ratio is 40–60%, the preliminary assessment of the internal control system shall be assessed as medium. If the ratio is less than 40%, the level of the internal control system will be defined as low, and if it is more than 60%, as high.
- 3) The results of any preliminary review of the accounting and internal control systems are generally insufficient to draw a final conclusion as to the overall efficiency of the internal control system, since a low assessment of reliability of the internal control system and/or separate controls does not preclude a medium or high assessment of the level of other individual controls. However, the results of the first stage should be taken into account during the process of further review (see Exhibit 2).
- 4) The completed table is used as the basis for assessing each section and the entire stage, in general. Subsequently, a review is planned based on the given results. One should not rely on the existing internal control system in the areas affected by the sections graded as “low,” and items for which the answer was “no.” Attention should be paid to those specific areas assessed negatively, although the section as a whole may have been graded as “medium” or “high.” Based on the initial result received upon assessment of the entire stage, a decision is made whether one can rely on the internal control system or not.

Annex 28. A Model By-Law on Internal Control

Exhibit 2. Confirming the Evaluation of Material Elements of the Internal Control System²¹¹

No.	System of Control	Notes
General Matters		
1.	Does management create the appropriate atmosphere and culture in the Company regarding matters of internal control?	
2.	Does any control and audit body implement internal control?	
3.	Does any regular program regarding the review and assessment of the internal control system exist as the Company's operations change?	
4.	Does the reporting system provide sufficient information to identify any material financial and operational problems in a timely manner?	
5.	Does the Audit Committee receive the same comments from the External Auditor regarding the internal control system as management does?	
6.	How does the External Auditor evaluate the Company's internal control system? What suggestions have been made? Does the External Auditor prepare a report regarding internal control measures for preparing financial statements? Do the Company and its External Auditor provide a report on the internal control system to the Company's shareholders?	
7.	Has the External Auditor identified any material defects in the internal control system's structure or functioning? Were any of them serious enough to be considered "material defects"? What was done to cure such defects?	
8.	Do both management and the Supervisory Board consider the Company's internal control system to be effective? What mechanisms exist within the Company to prevent accounting fraud or other violations of accounting principles?	
9.	How often do the control and audit bodies of the Company (the Revision Commission, the Control and Audit Service, or the Internal Auditor) examine the Company's internal control policies and procedures? Have any serious defects been identified? And, if so, what was done to cure such defects?	
Fraudulent and Illegal Practices		
10.	Does the Company have any program in place to detect and prevent fraud? Who is responsible for corporate security? Does the Company have a good control system to protect the Company's technology, commercial secrets, and other confidential information?	
11.	Are the internal control policies and procedures efficient enough to reveal any potential defects, fraud, or illegal practices? Is the the control system sufficient enough to uncover any unauthorized transactions, for example, unauthorized securities operations?	

²¹¹ The list of questions in the exhibit is not exhaustive.

The Russia Corporate Governance Manual

No.	System of Control	Notes
Fraudulent and Illegal Practices (continued)		
12.	Is there any system in place which protects against the misappropriation of the Company's assets?	
13.	Does the control and audit body of the Company have any processes specifically intended to prevent fraud? Do they include discussions with management regarding implementing of measures to prevent fraud? Does the Audit Committee discuss with the External Auditor its review of the risk of fraud during the course of audits?	
14.	Did the Audit Committee receive any information regarding fraudulent or illegal practices occurring during the previous year? If such practices occurred, what arrangements did management and the auditing authorities make for dealing with such events?	
15.	Were any employees involved in committing fraud? If so, what sanctions were imposed against such employees? Were these cases disclosed to the public?	
16.	What policies and procedures does the Company have in order to uncover and prevent any insider transactions? Were any such violations revealed during the previous year? If so, what measures did management and the control and audit body take to rectify the situation?	
17.	Does the Company have any policies or procedures concerning voluntarily disclosing information as to material terms (the price, periods, payment procedures) of supply agreements with counterparts representing the interests of state agencies or departments?	
18.	Who is responsible for the enforcement of the Company's internal control policies and procedures? Does this person have a sufficiently high level of experience and expertise to ensure efficient performance of its duties and responsibilities?	
19.	Are the Company's lawyers required by the Company to report any possible violations of laws and regulations to executives at the relevant level? Has such information ever been reported? If so, what measures were taken as a result?	
External Audit		
20.	How often does the External Auditor meet with the control and audit body and the Audit Committee? Does management take part in such meetings? Does the Audit Committee meet with the External Auditor separately, i.e. without management being present?	
21.	Does the Audit Committee analyze the breadth and degree of the External Auditor' intended audit prior to such audit? Does it hold any meetings with the External Auditor when the audit is completed? What mechanism ensures that the Audit Committee follows the Auditor's recommendations?	
22.	Who appoints the External Auditor? What is the decision-making process for the Audit Committee to decide on appointment of the existing Auditor or election of a new one? If shareholders do not approve this decision, what are the reasons?	
23.	Does the External Auditor have any relationship with management or the Supervisory Board that may be viewed as a conflict of interest?	

Annex 28. A Model By-Law on Internal Control

No.	System of Control	Notes
External Audit (continued)		
24.	What kind of non-audit services does the External Auditor provide? Do the fees for such non-audit services significantly exceed typical audit fees and if so, why? How do the fees for non-audit services compare with the fees paid by other companies in the same industry in terms of their form and amount?	
25.	Has any competitive selection process been carried out, or any other method used to guarantee that the External Auditor's services are offered at market prices and pursuant to accepted standards? What fees do other consulting firms charge, and what is the percentage of the total fees for such consulting services that the External Auditor receives?	
26.	Does the External Auditor provide the Company with any internal audit services? Does the Company plan on having the External Auditor provide such services?	
27.	Does the External Auditor advise the Company on matters of structuring transactions? If so, what kind of advice is provided? Does the External Auditor analyze any material and complex transactions from the point of view of accounting and tax matters? Is the control and audit body informed about such transactions? What methods are applied to supply the External Auditor with all the necessary information in order to ensure accurate taxation? Does the Company consult with the technical staff of the External Auditor? Has the Company ever had any disagreements with the External Auditor concerning the accounting for such complicated transactions?	
28.	Has the Company ever considered periodic rotation of the External Auditor's lead partner, or even the entire audit firm?	
29.	How many years has the External Auditor audited the Company?	
30.	If the External Auditor was dismissed/replaced, what were the reasons? If the External Auditor refused to conduct further audits of the Company, what were the reasons?	
31.	Did the company have any disagreements with the previous External Auditor concerning the Company's accounting practices? If so, what were the reasons of such disagreements?	
32.	What are the nature and scope of errors in the financial statements which were revealed by the External Auditor and which were not corrected by management?	
33.	Did the Audit Committee have any consultations with its advisers or any other audit firm? What necessitated such consultations? Does the Audit Committee believe that such consultations will become a standard practice in the future?	
34.	Does the Company use the services of any other audit firms in order to audit its subsidiaries? Are all the Company's divisions audited? Is any Auditor's report on financial statements of Company's subsidiaries qualified? If yes, why did the Auditor's report on the parent company not disclose such information?	
35.	Does the External Auditor visit the main operating units of the Company on a regular basis?	

The Russia Corporate Governance Manual

No.	System of Control	Notes
Internal Audit		
36.	Does the Company have an Internal Auditor or internal audit unit? If not, does the Company plan on establishing one? When will it start operating? What costs are involved in its creation?	
37.	How many Internal Auditors are there in the Company, and how does this figure compare to similar companies? What is the amount of annual expenses for maintaining the Internal Auditor? What have been the trends for changing the personnel of the Company's Internal Auditor over the last five years?	
38.	How often do the internal audit representatives meet the Audit Committee? Does management take part in such meetings? Are any meetings held without management's participation? Does the Audit Committee meet the Internal Auditors separately?	
39.	Does the Audit Committee conduct a preliminary evaluation of the scope of work of the Internal Auditors? What mechanism, if any, ensures the Committee's compliance with the Internal Auditors' recommendations?	
40.	Does the Internal Auditor participate in the audit of financial statements?	
41.	Does the Company have any Internal Auditors specializing in the audit of information systems and control systems? Do their responsibilities include examination of computer security and business continuity planning?	
42.	Does the Internal Auditor include specialists in the area of operations with financial instruments? How often does the Internal Auditor inspect operations with derivative instruments and risk management procedures?	
43.	Is the Internal Auditor encouraged to receive additional professional training (for example, to qualify as a certified accountant)? How is the appropriate professional level of the Company's Internal Auditor maintained?	
44.	What governing body does the Internal Auditor report to? Does the head of the Internal Auditor function have permanent access to Audit Committee members? Does the Supervisory Board approve the By-law on Internal Control and the scope of work of the Internal Auditor? Can management dismiss the head of the Internal Auditor without the consent of the Audit Committee?	
45.	Are there any limitations on the scope of work of the Internal Auditor? Do the Internal Auditors have unrestricted access to all units, documents and personnel of the Company?	
46.	How often do the representatives of the Internal Auditor visit each of the operating units? Do they audit foreign units? Are there any offices or units of the Company that the Internal Auditors have never visited?	
47.	Does the Internal Auditor conduct operational (managerial) audits intending to identify opportunities to increase production efficiency and eliminate instances of inefficient operation? How much time does the operational audit take in comparison with the financial audit?	
48.	Do the Internal Auditors prepare written reports for each audit? Who receives such reports? Who is responsible for implementing the recommendations?	
49.	Does the Company use the External Auditor's employees to conduct internal audits? If so, does this procedure violate the requirements regarding the External Auditor's independence?	

Annex 28. A Model By-Law on Internal Control

No.	System of Control	Notes
Internal Audit (continued)		
50.	Does the Company engage any other audit firm to conduct the internal audit? What is the relationship between the External Auditor and the firm that provides internal audit services?	
51.	Has an external audit of the standards and efficiency of the Internal Auditor ever been conducted?	
General Financial Accounting Matters		
52.	How does the Company gauge the quality of its accounting practices? Can the Company's accounting policy generally be described as aggressive or conservative?	
53.	Have the press or analysts expressed any concerns regarding the accounting policy of the Company?	
54.	How does the Company's accounting policy compare with those of its main competitors?	
55.	Is the Company's accounting policy consistent with the last year's policy? Were there any changes in the accounting policy? If so, how did such changes influence the financial results? Are there any plans to change the accounting policy next year? What is the expected effect?	
56.	What quantitative and qualitative factors does the Company consider important for purposes of making decisions regarding the materiality of violations during reviews of the financial statements?	
57.	Did the Company have to amend the profit and loss statement? If yes, what was the reason for the misstatement, and how was it discovered? Is there any possibility that these misstatements were deliberate?	
58.	Why has the information about _____ (a material event such as acquisition, write-off, or sale) not been made available earlier? How long did such information remain undisclosed? Is the Company considering any similar transactions in the near future?	
59.	Are the financial statements of the Company available on the internet? Does the Company plan to distribute hard copies of its annual report directly to shareholders?	
60.	Why did the Company change its accounting method of _____ [name transactions]? Why is the new method better than the old one?	
61.	What is the cause for the increase/reduction of _____ [name account] as compared to the last year?	
62.	What general items were included into _____ [name account]?	
63.	What is the Company's accounting policy regarding _____ [name transaction]?	
64.	What extraordinary accounting entries affected the comparability of results?	
65.	What items are included into "other" in _____ (name the balance sheet line)?	
66.	What kind of information does the Company provide regarding its trading activity, in particular, its over the counter transactions where fair or market value price must be determined separately?	

The Russia Corporate Governance Manual

No.	System of Control	Notes
Financial Accounting Matters: Information Disclosure in the Annual Report		
67.	Does the Company include in its annual report information on material aspects of its accounting policy, assumptions and uncertainties that affect the application of its policy, and the probability of the amounts being materially different based on other assumptions? What are the most material assumptions and qualifications that management uses in preparing the financial statements?	
68.	What does the Company do in order to make its financial statements transparent and easy to understand? Do the financial statements of the Company and its annual report reflect actual business risks and economic reality accurately, completely, and clearly?	
69.	Why does the Company not increase the scope of information in its annual report by including more analytical information and forecasts, and information about current issues and steps to resolve problems?	
70.	Does the Company's annual report clearly explain the external environment, industry dynamics, and the Company's position in the market?	
71.	Does the Company's annual report reflect its strategy in terms of its market capitalization?	
72.	Are the Company's financial objectives clearly stated, and to what extent have they been fulfilled by the Company? Is information included about the managerial and governance structures responsible for fulfilling the Company's strategies?	
73.	Is it clear from the annual report what the basis for the Company's financial performance is, how efficient the Company is in managing such resources as personnel, innovations, clients, trademarks, and suppliers, and what the Company's reputation is with stakeholders in terms of its environmental responsibility?	
Financial Accounting Matters: Accounting		
74.	Have accounting records been kept in accordance with the Company's approved accounting policy for the relevant period?	
75.	Does the Chief Accountant or any other authorized person check internal transactions to control whether all current business transactions are fully reflected in the accounts, and whether internal transactions comply with the rules in effect?	
76.	If the Company is conducting internal transactions which are not referenced or reflected in the chart of accounts (accounting records), do these internal transactions lead to a violation of accounting rules and, as a result, are misstatements of the taxable base and financial results material?	
77.	Are the business transactions authorized by management, both in their entirety and on each phase of the transaction (for example, all underlying petty cash vouchers and accounts payable are approved by the authorized manager)?	
78.	Do the accounting records reflect all business transactions based on the primary documents only?	
79.	Do the synthetic accounting balance data in the ledger correspond to the accounting balance data in the order record books or in any other backup accounting registers?	

Annex 28. A Model By-Law on Internal Control

No.	System of Control	Notes
Financial Accounting Matters: Accounting (continued)		
80.	Does analytical accounting data correspond to primary document data regarding the designation, terms and amount, and to the synthetic accounting data?	
81.	Do the closing balances in the accounting registers correspond to the opening balances of the next reporting period?	
82.	Are there any inconsistencies between the amounts of a particular internal transaction as reflected in different accounting registers (for example, in the order register and in the ledger)?	
83.	Are there any inconsistencies between the balances of any particular account as reflected in different accounting registers (for example, the balance of the cash account which is registered in the ledger may not correspond to the same account balance registered in the cashbook)?	
84.	Are primary documents and accounting registers free from any notes made in pencil or unspecified corrections?	
85.	Are accounting operations registered on the basis of the accrual method?	
86.	Has any particular person been appointed to be responsible for, and is there any control over the timing of payments under invoices to avoid penalties for the breach of contractual obligations?	
87.	Are earmarked funds used for their intended purpose (subject to approved estimates and plans)?	
88.	Are all funds created in accordance with the Company's charter spent in accordance with their purpose?	
Financial Accounting Matters: Financial Results		
89.	How do actual sales and revenues relate to the numbers in the forecasts and the budget, or the numbers for the previous year? If any differences exists, what are the reasons for such differences? To what extent did operating volumes influence these differences? Or the assortment of goods/services? Or the price?	
90.	If the financial results of the Company differ from the forecasted figures or from forecasts by analysts, what are the reasons?	
91.	What percentage of any increase in sales is accounted for by new acquisitions?	
92.	How much money did the Company save over the past year because of cost-saving measures?	
93.	What share of the Company's net profit accounts for one-time transactions? What kind of transactions were they?	
94.	How do revenues and the major financial indices of the Company compare with the data for other companies in this industry? How do cash flows and the Company's liquidity compare with those of its competitors? If operational cash flows fail to grow as fast as the net profit, what are the reasons for that?	
95.	How much money was spent on advertising and goods promotion this past year? Will these expenses increase or decrease next year?	
96.	If the Company's receivables increase faster than sales, what are the reasons for that? Does the Company provide major clients with additional financing in order to encourage sales? Has the Company had to write off any part of such debts?	

The Russia Corporate Governance Manual

No.	System of Control	Notes
Financial Accounting Matters: Financial Results (continued)		
97.	What was the total amount of debt written off last year? How can it be compared with other companies in this industry? What were the largest amounts of debt written off?	
98.	How much in receivables are owed by insolvent or bankrupt companies? Has any reserve been set aside, and if so, do such reserves cover the full amount of these debts?	
99.	Is there any risk of default from the Company's major suppliers or customers, or other major contracting parties, because of financial problems or bankruptcy?	
100.	Are there any direct or indirect operational risks, including risks connected with off-balance contracts, with a company that has initiated bankruptcy proceedings?	
101.	Does the Company have any joint investment projects, derivative, or other contracts with a company that has claimed bankruptcy? If yes, has the value of such joint investments decreased as a direct result thereof? What was the estimated value of those investments at the end of the year?	
102.	Why are ____ [a competitor's] operational results so much better than the Company's results?	
103.	How does the Company's return on investments compare with other companies in this industry?	
104.	How does the Company's profitability compare with changes in revenues? If the net profit has not grown in proportion to revenues, then what factors influenced the situation?	
105.	Were there any material revisions of profit data made in the fourth quarter?	
Control Over Computer Data Processing System		
106.	Is software appropriately licensed?	
107.	Is the program protected from access by third parties who may change or delete data?	
108.	Are electronic accounting data backed-up on a regular basis to prevent loss or deletion?	
109.	Do the original electronic forms (templates) of primary documents and accounting registers developed by the company (an order register, a cash register, the ledger) satisfy the requirements for unified and approved forms?	
110.	Does the business accounting data processing algorithms comply with current laws? When using the electronic business accounting method overall, or in certain areas, is it necessary to selectively check and confirm the validity of calculations under the main orders? For example, when using the computerized method of filling in tax returns, are the tax accounting formulas and the tax rates correct? When using the computerized method of filling in accounting forms, are the formula and synthetic accounts which are involved in the calculations correct?	

Annex 28. A Model By-Law on Internal Control

Notes:

- 1) The processing of the data is carried out in the same way as for the table in Exhibit 1. Thereafter, an evaluation of the functioning of the accounting and internal control system should be separately conducted for each Company unit and for the Company as a whole.
- 2) The report on the evaluation shall provide a description of any identified shortcomings with suggestions for remedying such deficiencies. In this way, those parts of the accounting and internal control systems that require special attention and focus from the Supervisory Board will be identified, and efforts made to minimize the risks of recurrence. The resulting data analysis should indicate the status of the internal control system in each Company unit, and will readily allow the identification of strengths and weaknesses in the accounting and internal control systems.²¹²
- 3) The results of the aggregated data analysis in each Company unit should indicate the level of the internal control system in the whole Company. A low estimate indicates that material deficiencies in the internal control system exist, and that the existing accounting and internal control systems in the Company are not capable of identifying and curing significant deficiencies and/or preventing such deficiencies from occurring.²¹³

²¹² Approximate results of the estimates:

- Financial operations reflected on the accounting with violations of legal requirements bring into question the correctness of recording these transactions;
- Misstatement of cost and financial results records in certain accounting periods;
- Lack of control functions leads to unjustified expenditures of the company's funds; and
- Contracts entered into which violate laws and regulations might be declared null and void under Article 168 of the Civil Code.

²¹³ Some examples of the most common deficiencies:

- Lack of proper delineation of duties, or multiple duplication of duties;
- Lack of proper control over, and approval of business transactions;
- Lack of proper control while preparing and entering into business agreements;
- Inefficiency of control procedures;
- Intentional or unintentional violations of control procedures by company officials; and
- Accounting system violations by employees who are in charge of preparing initial documents.



Annex 29

GUIDELINES ON THE ANNUAL REPORT

Table of Contents

PART I. DRAFTING, APPROVING, AND PUBLISHING THE ANNUAL REPORT.....	303
1. <i>The Importance of the Annual Report for the Company</i>	304
2. <i>Preparing Information for the Annual Report</i>	304
3. <i>Procedures for the Approval and Publication of Annual Reports</i>	305
4. <i>The Annual Report's Structure</i>	307
PART II. A MODEL STRUCTURE OF THE ANNUAL REPORT	307
1. <i>The Cover Page</i>	307
2. <i>Overview</i>	307
3. <i>The Address of the Company's Chairman of the Supervisory Board</i>	308
4. <i>Information about the Company</i>	308
5. <i>Management's Discussion and Analysis</i>	309
6. <i>Market Share, Sales, and Marketing</i>	310
7. <i>Securities and Equity</i>	311
8. <i>Corporate Governance Structures and Principles</i>	312
9. <i>Environmental, Social, and Economic Sustainability</i>	313
10. <i>The Revision Commission's Conclusions and Report</i>	313
11. <i>The External Auditor's Opinion</i>	314
12. <i>Financial Statements, Notes, and Comments</i>	314

Part I. Drafting, Approving, and Publishing the Annual Report

The purpose of these guidelines is both to summarize the standards and requirements of current Russian legislation, and to succinctly present good corporate governance practices relative to drafting annual reports for Open Joint Stock Companies. This document consists of two parts. The first part



contains general recommendations on procedures for drafting, approving, and publishing the annual report, while the second part contains specific guidelines and recommendations regarding the structure and content of annual reports.

1. The Importance of the Annual Report for the Company

The annual report is more than just a legal requirement — it should be seen first and foremost as an information tool for the company's shareholders. It may also serve to highlight the company's accomplishments and help attract potential investors. The annual report should, however, present a balanced view. Balance requires that the company not only focus on successes, but on setbacks as well. The manner in which information about the company is presented, how that information is grouped, and the key elements of the document's layout and structure can all have a significant impact on readers. The specific structure chosen by the company will of course depend upon the nature of its business activities, and the specific goals and objectives chosen for the annual report. Ultimately, it is the information contained in the annual report that will define its quality.

2. Preparing Information for the Annual Report

a) Defining the aims of the company's information disclosure policy

The principal aims and purposes of disclosing information in the annual report should be clearly defined at the outset of the preparation process, and might include any of the following:

- To demonstrate to shareholders the ability of management to respond successfully to changes in the external business environment;
- To convince potential investors of the benefits of investing in the company;
- To convince key stakeholders of the company's ability to withstand industry crises; and
- To inform the markets of the company's earnings, how earnings were generated, and future performance potential.

b) Defining the target audience

Defining the target audience and its expectations in terms of disclosure is important. The potential target audience may include one or more of the following groups: shareholders, potential investors, state and local authorities, customers,

Annex 29. Guidelines on the Annual Report

suppliers, creditors, and employees. At a minimum, the following questions about the target audience must be addressed:

- Who is the intended recipient?
- What level of knowledge and skills in the fields of management, finance, and marketing, and the company's industry and sector does the potential reader have?
- What effect should the report have on the reader?
- What information about the company is the most important to potential readers?

c) Defining responsibility

The Supervisory Board should ultimately be responsible for supervising the drafting of the report. Nevertheless, it is advisable to establish a separate committee or charge a specific person with the responsibility for preparing the information and drafting the report.

d) Defining the contents

In terms of preparing the information to be included in the report, it should be borne in mind that the report should do more than simply recite the company's recent financial achievements — it should reflect the dynamics of the company's current and future development. For example, today's market and potential investors not only require information about the company's recent profits, but also information about the company's investments in R&D, its market share, capital expenditures, technological innovations, and a description of its corporate governance, social, and environmental policies. The prevailing practice today is to divide the annual report into various sections for quick reference. If the company intends to attract foreign investment, the report should be drafted in a number of languages, ideally in English.

3. Procedures for the Approval and Publication of Annual Reports

In Russia, procedures for the preparation and publication of annual reports of Open Joint Stock Companies are regulated by:

- The Federal Law of December 26, 1995, No. 208 on Joint Stock Companies;
- The Federal Law of November 21, 1996, No. 129 on Accounting and Book-keeping;

The Russia Corporate Governance Manual

- The Order of the Ministry of Finance of the Russian Federation of November 28, 1996, No. 101 on Procedures for the Publication of Financial Statements by Open Joint Stock Companies;
- The Federal Commission for the Securities Market (FCSM) Resolution of May 31, 2002, No. 17/ps on Approving the Regulations on Additional Requirements for Preparing, Calling, and Conducting the General Meeting of Shareholders; and
- The FCSM Resolution of April 04, 2002, No. 421/r on Recommendations to the Application of the Code of Corporate Conduct (hereinafter the FCSM Code).

The principal requirements of Russian law regarding the approval and publication of annual reports can be summarized as follows:

- The executive body is responsible for the annual report;
- The data contained in the annual report must be verified by the company's Revision Commission, and certain companies are also required to have their annual financial statements verified by an independent External Auditor;²¹⁴
- The annual report has to be preliminarily approved by the company's Supervisory Board, but not later than 30 days before the date of the Annual General Meeting of Shareholders (AGM);
- The annual report must be signed by the General Director, as well as the chief accountant, and contain a specific statement regarding its preliminary approval;
- Companies are required to disclose their annual reports to shareholders;
- The publication of financial statements is subject to AGM approval, but good corporate governance practices dictate that they be publicly disclosed, ideally through the company website as well; and
- The annual financial statements must be published no later than June 1st of the year following the reporting year.²¹⁵ The publication of financial statements shall mean public disclosure through publication in the mass media, and they are deemed publicly disclosed in the event of actual publication in at least one

²¹⁴ Law on Auditing, Article 7, Clause 1, Paragraph 2 provides that companies must have an annual, external audit conducted by a certified independent External Auditor (or a licensed audit company), when the company is incorporated as an Open Joint Stock Company, or has revenues for the reporting year greater than 500,000 times the minimum wage, or has a book value of assets as of the year-end greater than 200,000 times the minimum wage.

²¹⁵ Order of the Ministry of Finance of the Russian Federation, No. 101 on Procedures for the Publication of Financial Statements by Open Joint Stock Companies, 28 November 1996, Section 1.1.

Annex 29. Guidelines on the Annual Report

printed media as may be set forth by the charter or decision of the General Meeting of Shareholders (GMS).

4. The Annual Report's Structure

Until recently, there was no legal regulation of the structure of annual reports in Russia. Lately, the trend has been to toughen regulations in this area. The FCSM Regulation No. 17/ps on Approving the Regulations on Additional Requirements for Preparing, Calling, and Conducting the General Meeting of Shareholder contain requirements for the contents of annual reports. The FCSM Code also includes certain recommendations with this regard.

In accordance with requirements of FCSM Regulation No. 17/ps and the FCSM Code recommendations, the annual report should contain a statement of the company's industry position and business; disclose the company's sales and financial performance; report on the payment of dividends; include detailed information about the company's securities; list extraordinary transactions and related party transactions; disclose information about the company's Supervisory Board and the executive bodies, as well as information regarding remuneration; and finally, disclose information regarding the company's corporate governance practices, and its employee, social, and environmental policies.

Part II. A Model Structure of the Annual Report

1. The Cover Page

The cover page should be attractive, professional, and designed to reflect the principal idea and the main focus of the company's business, and should include, if applicable, the following:

- The company's logo or trademark; and
- The company's slogan or motto.

2. Overview

This section should provide the reader with a brief overview of key events and issues that have had an impact on the company — both with respect to the past financial year and in the foreseeable future.

3. The Address of the Company's Chairman of the Supervisory Board

The address of the company's Chairman of the Supervisory Board (commonly referred to as the Chairman's report) must be balanced and targeted specifically at its intended audience. A principal theme or topic should be chosen, and typically, the following items should be included:

- A general discussion of the company's financial results and highlights;
- An overview of the company's share performance and the payment of dividends;
- The company's principal achievements during the year;
- A brief overview of the general business environment and the company's principal markets;
- The company's business strategy and plan, and product initiatives and innovations; and
- Principal changes in the company's management structure.

4. Information about the Company

This section is critical, especially for potential investors. It is necessary to bear in mind that much of the intended audience does not necessarily possess sufficient historical or up-to-date information about the company. Accordingly, this section should provide a sufficiently comprehensive description of the company, and might include the following main points:

- A brief history of the company, its products or services, and a description of its governance structure (consider presenting the company's structure in the form of a diagram);
- The company's organisational structure, including any subsidiaries and related companies;
- An overview of the main events of the year that affected the company's development and success;
- A brief review of the company's key markets and product groups;
- An overview of its production capacity and output, where applicable; and
- Any other information, including contact and reference information about the company, and information about its achievements and policies that might be deemed interesting or attractive for potential investors.

5. Management's Discussion and Analysis

Financial information about the company, including the utilization, sale, and purchase of assets, is essential for both current shareholders and potential investors alike. Therefore, in this section entitled Management's Discussion and Analysis (MD&A) it is advisable to provide a comprehensive picture of the company's assets and financial situation, and disclose this information to an even greater degree than that currently required by law. For example, certain business transactions between the company and its senior executives or major shareholders should be disclosed. As another example, it may be desirable to present net profit figures both as a total net profit, and net profit broken down by products or market segments. In addition, detailed information regarding changes in asset composition, an analysis of the company's liquidity, its profit margin and debt to equity ratio, and the percentage of export earnings relative to the total earnings of the company for the year should be included. The sections presenting the financial results and condition of the company should contain both current and historical data covering, for example, the preceding three-year period. Since the company's executives often have the most complete information about the company's financial situation, the annual report should include management's discussion and analysis of the results and the factors affecting its financial situation, and the current trends that are likely to affect the company's financial strength in the future. The following topics should be addressed in detail:

- A review of significant business transactions entered into or contemplated for the future;
- An analysis of the factors contributing to the discrepancy between planned and actual results;
- A thorough presentation of the company's accounting methods and policies, including the legal basis on which the annual report was prepared, which accounting standards were utilized in preparing financial statements beyond Russian Accounting Standards (RAS), e.g. International Financial Reporting Standards (IFRS) or U.S. GAAP, and any deviations from these standards, methods for asset reporting (for example, depreciation and amortization of assets), and methods for cost and tax accounting;
- Inflation figures and foreign currency calculations and accounting, if applicable;
- An analysis of any restructuring of the company and the effects of such restructuring;

- A detailed and comprehensive analysis of the company's financial results, including, but not limited to, presentation of data on sales, product costs, operational profits broken down by business units, products or market segments, a breakdown of operational and non-operational income and expenses, earnings before tax, depreciation, and amortisation, net profit, taxes on profit, and earnings per share;
- A detailed and comprehensive analysis of the company's financial condition, including, but not limited to, a presentation of data regarding the company's balance sheet, such as information on the composition of current assets including inventories, payables and receivables, equity structure, the debt to equity ratio, details as to current and long-term liabilities and debt repayment, and changes in the company's policy regarding asset and debt management;
- The company's liquidity and sources for additional funding for current and long-term operations; and
- A detailed description of the company's risk management system, including a description of the principal risks associated with the company's business operations, e.g. market price and interest rate fluctuations, and an overview of the procedures employed for managing and minimizing such risks, including the setting aside of additional reserves and the purchase of insurance policies.

6. Market Share, Sales, and Marketing

In general, this section should enable the reader to obtain a comprehensive understanding of the company's sales and marketing position in its principal markets. Further, this section should provide adequate information about management's activities and efforts aimed at strengthening the company's position. To facilitate the reader's understanding, it is especially appropriate and desirable in this section to utilize tables, graphs, and diagrams to present and illustrate the data, and additionally, it may prove useful to provide references to the financial statements and cash flows when explaining how certain events or decisions affected the financial results of the company. Consider providing a detailed analysis of the following:

- Key market trends, both macro- and micro-economic;
- Summarize the company's competitive environment and changes in its market share;
- Present sales data expressed in unit volumes and in monetary figures, and by market segments and products as applicable;

Annex 29. Guidelines on the Annual Report

- Present detailed product and price information, including new products, sales, and pricing policies;
- Provide a summary of the company's relationship with its principal suppliers; and
- Summarize management's efforts to counteract negative developments in the company's markets, and efforts aimed at maximizing the company's competitive advantages.

7. Securities and Equity

This section is primarily addressed to shareholders and potential investors. It should include information about the company's ownership structure, and a description of the main principles of the company's dividend policy and disclosure of dividends paid or reasons for non-payment. The aim of this section is to give shareholders and potential investors a thorough understanding of the current value of the company's shares, existing stock market trends, and associated risks. Characteristically, this section utilizes an abundance of charts and graphs to present the data. It is important as well to note that, in accordance with Russian law, the company must disclose information on shareholders who own 20% or more of the company's shares. However, this is insufficient information for understanding the true ownership structure of the company. Therefore, it is also recommended that information on shareholders who own as little as 5% or more of the company's shares be disclosed. While disclosing this information, the company should also disclose any information in its possession about indirect ownership of the company's shares. The following issues should be covered:

- Information regarding the issuance of company securities and its capital share structure, including information on the number of outstanding shares, a list of major shareholders, and any share buyback plans or other acquisitions and divestitures implemented by the company;
- Any steps undertaken by management to raise the market capitalization of the company;
- Current and historical trading data for the company's shares, including maximum and minimum prices and volume of shares traded over a specified period; and
- A description of the company's dividend policy and payments of dividends.

8. Corporate Governance Structures and Principles

In general, shareholder protection mechanisms, good board practices, disclosure and greater transparency, as well as the establishment of adequate risk management and internal control mechanisms, lead to more than just an increased flow and volume of investment capital — they should also lead to increasing operational and managerial efficiency, increasing growth and profits, and enhancing reputation. For these reasons, it is imperative that the annual report include a section on the company's corporate governance policies and procedures.

In addition to providing a diagram of the company's governance structure, the annual report should contain the company's statement of firm and continuing commitment to corporate governance principles and practices. Further, it is worthwhile to consider providing a list of corporate governance principles that the company has adopted and adheres to, and provide a detailed accounting of the company's efforts and successes in satisfying such principles during the reporting period. While no list can be considered completely exhaustive, the following items regarding the corporate governance policies and practices should be considered for inclusion in the annual report:

- The company's statement of firm commitment to the most progressive principles and practices of corporate governance;
- A statement of compliance with the principles of the FCSM Code and regulations;²¹⁶
- Details regarding the composition of the Supervisory Board, including background information for each member, and a statement as to which directors are independent;
- A statement regarding the company's remuneration policy, and the details of the individual remuneration of Supervisory Board members and senior executives during the reporting period;
- A statement regarding the existence and competencies of any Supervisory Board committees, and details of their relationship and interaction with the company's Supervisory Board;
- A disclosure of the company's risk management and internal control systems, and a statement of compliance therewith;
- A detailed disclosure of all material related or interested party transactions entered into or that were being considered during the reporting period;
- A disclosure regarding the existence and role of the Audit Committee or Revision Commission in ensuring transparency and full information disclosure;

²¹⁶ For an example of a detailed statement of compliance, see the IFC Russia Corporate Governance Project's website under www.ifc.org/rcgp.

Annex 29. Guidelines on the Annual Report

- A disclosure of the process for evaluating the performance of the company's Supervisory Board and executive bodies, including information regarding any performance evaluations conducted during the reporting period; and
- A statement regarding the adoption of a code of ethics and adherence thereto.

9. Environmental, Social, and Economic Sustainability

The establishment and implementation of an environmental policy is one area in which, regardless of the existence or absence of mandatory disclosures and practices, the companies themselves should be proactive, and voluntarily develop and disclose their policies, projects, and related expenses. As to personnel, labor, and social policies, the annual report should consider including a discussion of the following topics:

- The main areas in which the company has concentrated its efforts, especially in terms of its environmental policy, and its principal achievements;
- The social expenses incurred by the company and contributions to any charities;
- The number of employees and current changes being experienced or implemented;
- Its primary goals and important steps taken in terms of personnel development; and
- Wages and growth rate for wages.

10. The Revision Commission's Conclusions and Report

Pursuant to Russian law, the Revision Commission's report regarding the results of its inspection of the business and financial performance of the company must contain a verification regarding the accuracy of the data contained in the annual report and financial statements of the company. While the Revision Commission typically conducts an annual audit and inspection of the previous year's results, Russian law also provides certain circumstances and procedures for conducting extraordinary audits at different times during the year.

The scope of duties and responsibilities of the Revision Commission include the following:

- An inspection of the financial documents and reports, and an analysis of the accuracy and completeness of the company's accounting, tax and statistical reporting;

- An analysis of the company's financial condition, specifically, its solvency, asset liquidity, debt to equity ratio, net assets, and charter capital;
- Developing recommendations for management;
- Conducting an inspection of the timeliness and correctness of payments; and
- Verifying the reliability of data included in the annual reports of the company and the annual financial statements.

11. The External Auditor's Opinion

It is important to note that the company must under legally defined circumstances employ the services of an independent External Auditor whose opinion would be included as a separate section of the company's annual report. The focus of the External Auditor's opinion is on whether or not the financial statements of the company are prepared, in all material respects, in accordance with an identified financial reporting framework, and whether they can be relied upon. It gives shareholders, managers, employees, and market participants an independent opinion about the company's financial position and, if performed properly, should attest to the accuracy of the statements. An independent external audit conducted by a publicly recognized accounting firm normally enhances the company's credibility and prospects for attracting investment.

12. Financial Statements, Notes, and Comments

The financial statements are to present a true and fair view of the company's financial position to enable shareholders and other market participants to gauge the company's performance and assess the stewardship of the executive bodies. Any comments and presentation of financial statements should contain an explanation of the principles used in preparing those financial statements, and their effect on the key performance indicators of the company. The company should disclose and provide detailed comments regarding the following:

- The balance sheet;
- The profit and loss statement;
- The statement of changes in owners' equity
- Its cash flow statement
- The notes to the financial statements; and
- Explanations to financial statements.

Annex 30

GLOSSARY OF ENGLISH AND RUSSIAN CORPORATE GOVERNANCE TERMINOLOGY

No	English	Русский
1.	Accountability: The liability of management and the Supervisory Board to Shareholders and other stakeholders for corporate performance and the actions of the company.	Подотчетность: ответственность руководства и <i>совета директоров</i> перед <i>акционерами</i> и другими заинтересованными лицами за действия и результаты работы общества.
2.	Administrative Authorities: Governmental authorities. In the context of this Manual: Regulators.	Государственные органы: в контексте настоящего Пособия — органы государственного управления.
3.	ADR (American Depository Receipts): Certificates that are traded in the U.S. representing shares of corporations listed outside of the U.S. market.	АДР (американская депозитарная расписка): сертификаты акций компаний, зарегистрированных на иностранных биржах. Американские депозитарные расписки обращаются на фондовом рынке США.
4.	Affiliated Person: An individual or a legal entity that can influence the activity of legal entities, and/or individuals who are engaged in entrepreneurial activity. See more detailed definition in Chapter 12, Section B.	Аффилированное лицо: физическое или юридическое лицо, которое может повлиять на деятельность юридических лиц и (или) физических лиц, занимающихся предпринимательской деятельностью. См. более подробное определение в разделе В главы 12.
5.	Annual General Meeting of Shareholders (AGM): An AGM shall be held two not earlier two months and not later than six months after the end of each reporting year, at which shareholders, directors and managers discuss the company's results and future. Synonyms: General Meeting or Annual Meeting. See related: Extraordinary Meeting.	Годовое общее собрание акционеров: общее собрание акционеров, которое проводится не ранее чем через 2 месяца и не позднее чем через 6 месяцев после окончания каждого отчетного года и на котором <i>акционеры</i> и руководство обсуждают результаты и будущее общества. Синонимы: общее собрание и годовое собрание. См. также: <i>внеочередное собрание.</i>

No	English	Русский
6.	<p>Annual Report: A document that must be provided to a company’s shareholders and other interested parties for the AGM. It usually includes full set of financial statements, including notes, the report of the External Auditor and Revision Commission, management’s discussion of results, as well as commentary on corporate governance and the outlook of the company.</p>	<p>Годовой отчет: документ, который должен быть предоставлен <i>акционерам</i> общества и иным заинтересованным лицам при проведении годового общего собрания акционеров. Как правило, он включает баланс, отчет о прибылях и убытках, примечания к финансовой отчетности, заключение аудитора и ревизионной комиссии, изложение мнения руководства по поводу результатов деятельности общества, а также комментарий по вопросам корпоративного управления и перспективам развития общества.</p>
7.	<p>Anti-takeover Defense: A device designed to prevent a takeover of the company.</p>	<p>Защита от поглощений: механизм, призванный предотвратить поглощение компании.</p>
8.	<p>Arbitration: A dispute settlement process that occurs outside the court system. This should be distinguished from state arbitration (commercial) courts.</p>	<p>Третейское производство: процесс внесудебного урегулирования споров. Следует отличать от государственного арбитражного суда.</p>
9.	<p>Audit Committee: A committee of the Supervisory Board that oversees the company’s financial reporting, risk management, and internal control processes.</p>	<p>Комитет по аудиту: комитет <i>совета директоров</i>, отвечающий за контроль за финансовой отчетностью, управлением рисками и процессами внутреннего контроля в обществе.</p>
10.	<p>Audit: An examination and verification of a company’s financial and accounting records and supporting documents by a professional and independent External Auditor.</p>	<p>Аудиторская проверка: изучение и проверка документов финансового и бухгалтерского учета общества профессиональным и независимым <i>аудитором общества</i>.</p>
11.	<p>Audited Financial Statements: A company’s financial statements that have been prepared and certified by an independent External Auditor. See related: Auditor and Auditor’s Report.</p>	<p>Проверенная аудитором финансовая отчетность: финансовая отчетность общества, подтвержденная независимым <i>аудитором общества</i>. См. также: аудитор и заключение аудитора.</p>
12.	<p>Auditor: A person certified at the government level to conduct an audit. Synonym: External Auditor</p>	<p>Аудитор: лицо, обладающее государственной лицензией на право проведения аудита.</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
13.	Auditor's Report: An auditor's opinion on the accuracy of the company's financial statements commonly included in the annual report.	Заключение аудитора: отчет аудитора о достоверности финансовой отчетности общества, как правило, включаемое в годовой отчет.
14.	Authorized Shares: Maximum number of shares of any class a company may issue in addition to issued and outstanding shares	Объявленные акции: максимальное количество акций любой категории, которое общество может выпустить в дополнение к выпущенным акциям.
15.	Ballot: Any printed or written document used in voting during the GMS.	Бюллетень: документ, используемый для голосования во время общего собрания акционеров.
16.	Bankrupt: A person, firm, or company that has been declared insolvent through a court proceeding.	Банкрот: физическое и юридическое лицо, которое было признано банкротом по решению суда.
17.	Bankruptcy: A proceeding in a state court in which an insolvent debtor's assets are liquidated and the debtor is relieved of further liability. See related: Liquidation.	Банкротство: судебная процедура, в ходе которой активы неплатежеспособного должника ликвидируются, а должник освобождается от дальнейшей ответственности. См. также: ликвидация.
18.	Bearer Form: A security in bearer form is not registered on the books of the issuing company. Bearer securities are payable to the one who physically holds them. See related: Registered Security.	Ценная бумага на предъявителя: ценные бумаги на предъявителя не регистрируются в учетных документах эмитента. Доход по таким бумагам выплачивается их фактическому держателю. См. также: именная ценная бумага.
19.	Beneficial Owner: The individual who enjoys the benefits of owning a security or property, regardless of whose name the title of the security or property is.	Реальный собственник: лицо, получающее выгоду от владения ценной бумагой или имуществом, вне зависимости от того, на чье имя зарегистрированы такие ценная бумага или имущество.
20.	Beneficiary: An individual or legal entity that receives, or may become eligible to receive, benefits under a will, insurance policy, retirement plan, annuity, trust, or other contract.	Выгодоприобретатель (бенефициарий): физическое или юридическое лицо, которое получает либо может получить право на получение выгод по завещанию, страховому полису, пенсионному плану, договору ренты, договору доверительного управления имуществом (договору траста) или иному договору.

No	English	Русский
21.	<p>Benefits: A payment or entitlement, such as one made under an employment or service agreement, such as health insurance, vacation, a company car, a phone allowance, etc.</p>	<p>Пособия: выплаты или право на получение дополнительных благ по трудовому или гражданско-правовому договору, таких как медицинское страхование, оплаченный отпуск, служебный автомобиль, оплата телефонных разговоров и т.д.</p>
22.	<p>Best practice: The best procedures that can be observed in multinational and national companies for which other companies should aim.</p>	<p>Надлежащая практика: наилучшая практика, которая применяется международными и национальными компаниями и к следованию которой должны стремиться остальные компании.</p>
23.	<p>Board Member: An individual elected by shareholders to provide strategic guidance and oversee management on their behalf. Also called: Supervisory Board Member and Director.</p>	<p>Член совета директоров: лицо, избранное акционерами для осуществления стратегического руководства и контроля за деятельностью исполнительных органов от имени акционеров. Синонимы: член наблюдательного совета и директор.</p>
24.	<p>Board of Directors: A governance body of the company that is responsible for providing strategic guidance and overseeing the management on behalf of shareholders. The Board of Directors in a unitary board system corresponds to a Supervisory Board in a two-tiered board system. See related: Supervisory Board.</p>	<p>Совет директоров: орган управления общества, отвечающий за стратегическое руководство и контроль за деятельностью исполнительных органов от имени акционеров. Совет директоров в одноуровневой системе соответствует наблюдательному совету в двухуровневой системе управления обществом. См также: наблюдательный совет.</p>
25.	<p>Bond: A debt corporate security that obligates the issuer to pay the holder a specified sum of money, usually at specific intervals, and to repay the principal amount at maturity. Bondholders have no corporate ownership and governance rights as shareholders do. Synonym: Debenture.</p>	<p>Облигация: долговая корпоративная ценная бумага, по которой эмитент обязуется выплачивать ее держателю определенные суммы, как правило, с фиксированной периодичностью, и погасить основной долг по наступлении срока платежа. Держатели облигаций, в отличие от акционеров, не обладают правами собственности и правом на участие в управлении обществом.</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
26.	Book Value: Value of a company or an asset according to accounting records. The book value does not always bear a relation to the fair market value of an asset or a company.	Балансовая стоимость: стоимость компании или какого-либо актива, отраженная в документах бухгалтерского учета. Балансовая стоимость не всегда соответствует рыночной стоимости актива или компании.
27.	By-Laws: The internal rules and regulations that govern a company's structures, policies, and procedures. Synonym: Internal corporate documents.	Положение: внутренние правила и положения, регулирующие структуры, политику и процедуры общества. Синоним: внутренние документы общества.
28.	Capital Gains: An increase in the market price of an asset (e.g. shares).	Прирост капитала: увеличение рыночной цены актива (например, акций).
29.	Capital Surplus: 1. A part of the company's equity which typically results from funds accumulated from any re-valuation of non-current assets and the positive difference between the nominal value and the issuing value of the company's shares. 2. Common umbrella term for more specific classifications such as acquired surplus, additional paid-in capital, donated surplus, and re-valuation surplus (arising from appraisals). Synonyms: Paid-In Surplus; Surplus, Additional Paid-in Capital.	Добавочный капитал: 1) часть акционерного капитала общества, которая, как правило, образуется за счет средств, накопленных в результате переоценки внеоборотных активов, и положительной разницы между номинальной стоимостью и стоимостью размещения акций общества; 2) общий термин для обозначения таких понятий, как приобретенный дополнительный капитал, дополнительный оплаченный капитал, капитал, переданный на безвозмездной основе, и добавочный капитал, полученный в результате переоценки.
30.	Capacity: Legal qualification, generally in terms of age, residence, and character necessary for certain purposes, such as for holding office, for marrying, making contracts. Sometimes translated from the Russian as dispositive capacity. Synonym: Competency. See: Dispositive Capacity.	Деспособность: способность гражданина своими действиями приобретать и осуществлять гражданские права, создавать для себя гражданские обязанности и исполнять их.
31.	Charter: A document that establishes a company.	Устав: учредительный документ общества.

No	English	Русский
32.	<p>Closed Joint Stock Company: A joint stock company the shares of which have limited transferability. Synonym: Closely Held or Private Company.</p>	<p>Закрытое акционерное общество: общество, акции которого распределяются среди учредителей или иного заранее определенного круга лиц.</p>
33.	<p>Common Share: The type of shares that grants to their owners certain voting and property rights. Synonyms: Ordinary Share or Ordinary Stock.</p>	<p>Обыкновенная акция: акция, предоставляющая ее держателю определенные имущественные права и право голоса.</p>
34.	<p>Company (Joint Stock Company): A legal entity the charter capital of which is divided into a defined number of shares. Synonyms: Corporation, Joint Stock Company.</p>	<p>Общество (акционерное общество): юридическое лицо, уставный капитал которого разделен на определенное число акций. Синоним: компания, корпорация.</p>
35.	<p>Compensation: Reimbursement for expenses incurred while fulfilling official duties. In the context of this Manual, the term Compensation is used for the members of the Revision Commission. Different from remuneration, which includes wages, bonuses, perks, and other benefits.</p>	<p>Компенсация: возмещение расходов, понесенных в ходе выполнения служебных обязанностей. В контексте настоящего Пособия используется в отношении членов <i>ревизионной комиссии</i>. В отличие от вознаграждения не включает оплату труда, премии, поощрения и иные выплаты.</p>
36.	<p>Conflict of Interests: A situation that occurs when a person in a position of trust needs to exercise judgment on behalf of others but also has interests that might compromise the exercise his judgment. In such a situation, the person is generally required to abstain from making any judgments.</p>	<p>Конфликт интересов: ситуация, возникающая, когда лицу, наделенному доверием, необходимо вынести суждение от имени других лиц, но при этом он имеет заинтересованность, которая может препятствовать вынесению такого суждения. В принципе в подобной ситуации заинтересованное лицо должно воздерживаться от каких-либо суждений.</p>
37.	<p>Consolidation (in reorganization): The combination of separate companies into a single one whereby consolidating companies terminate and their assets and liabilities transfer to the new company.</p>	<p>Слияние: объединение нескольких обществ в одно. При этом объединяющиеся общества прекращают свою деятельность, а их активы и обязательства переходят к новому обществу.</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
38.	<p>Consolidation of Shares: The process of converting two or several shares of the same type and class into one share of the same type and class. Synonym: Reverse Split. Antonym: Split.</p>	<p>Консолидация акций: процесс конвертации 2 или нескольких акций одной категории (типа) в 1 акцию той же категории (типа). Антоним: <i>дробление акций</i>.</p>
39.	<p>Control and Revision Service: An internal company department that is responsible for carrying out internal control on a daily basis as recommended by the Code of Corporate Conduct of the Federal Commission for the Securities Market (the FCSM Code). See: Internal Audit.</p>	<p>Контрольно-ревизионная служба: внутреннее подразделение общества, отвечающее за осуществление текущего внутреннего контроля в соответствии с рекомендациями Кодекса ФКЦБ. См. внутренний аудит.</p>
40.	<p>Control Transaction: A transaction in which the control of the corporation is established or changes hands.</p>	<p>Сделка по приобретению контроля: сделка, в результате которой контроль над обществом устанавливается либо переходит к другому лицу.</p>
41.	<p>Controlling Shareholder: A shareholder who personally or with affiliated parties effectively controls decision-making in the company</p>	<p>Контролирующий акционер: <i>акционер</i>, который сам либо совместно с аффилированными лицами фактически контролирует процесс принятия решений в обществе.</p>
42.	<p>Convertible Security: A bond or preferred share that is exchangeable at the option of the holder for common share (or preferred share of another class) of the issuing company.</p>	<p>Конвертируемая ценная бумага: облигация или привилегированная акция, которая может быть обменена по усмотрению ее держателя на обыкновенную акцию (либо на привилегированную акцию другого типа) эмитента.</p>
43.	<p>Corporate Governance: The structures and processes for the direction and control of companies. See: Part I, Chapter 1 for other definitions.</p>	<p>Корпоративное управление: структуры и процедуры управления и контроля в обществе. См. также определения, приведенные в главе 1.</p>
44.	<p>Counting Commission: A body or a person that counts and verifies the votes cast at a GMS. Synonyms: Tabulation Commission.</p>	<p>Счетная комиссия: орган или лицо, осуществляющее подсчет и проверку голосов, поданных на общем собрании акционеров</p>

No	English	Русский
45.	<p>Cumulative Voting: A method of voting when each shareholder entitled to vote at an election of directors has the right to cast a number of votes equal to the number of voting shares held by the shareholder multiplied by the number of directors to be elected, and the shareholder may cast all such votes in favor of one candidate or distribute them among the candidates in any manner. See related: Standard Voting.</p>	<p>Кумулятивное голосование: метод голосования, при котором каждый <i>акционер</i>, имеющий право на участие в голосовании по вопросу об избрании <i>членов совета директоров</i>, имеет право отдать число голосов, равное количеству принадлежащих ему голосующих акций, умноженное на число избираемых членов совета директоров, при этом акционер может отдать все свои голоса в пользу одного кандидата либо любым образом распределить их между кандидатами. См. также: стандартное голосование.</p>
46.	<p>Damages: The expenses that a person, whose right is infringed, bear or shall bear in order to restore the infringed right, as well as a loss or harm to his property.</p>	<p>Ущерб: расходы, которые лицо, чье право нарушено, произвело или должно будет произвести для восстановления нарушенного права, утрата или повреждение имущества такого лица.</p>
47.	<p>Debtor: The entity that is liable for debts. Synonym: Borrower.</p>	<p>Должник: лицо, несущее обязательства по долгам. Синоним: заемщик.</p>
48.	<p>Dilution (of Ownership): A reduction in the existing Shareholder's ownership of the company (in terms of the percentage of the company shares owned) resulting from the issue of additional shares or the exercise of convertible securities and/or options.</p>	<p>Размывание собственности: уменьшение доли существующих акционеров в капитале общества (доли принадлежащих им акций) в результате дополнительного выпуска акций или осуществления права на конвертацию ценных бумаг и (или) реализация опционов.</p>
49.	<p>Director: See Board Member.</p>	<p>Директор: См.: член совета директоров.</p>
50.	<p>Disclosure: The release of relevant information to the public. Synonym: Information Disclosure.</p>	<p>Раскрытие информации: опубликование соответствующей информации.</p>
51.	<p>Divestiture: The disposition or sale of an asset by a company. A company will often divest an asset that is not performing well, is not part of the company's core business, or that may be worth more as a separate entity than as part of the company.</p>	<p>Отделение: общество нередко выделяет неэффективно работающие активы, активы, которые не связаны с его основной деятельностью, и активы, стоимость которых в рамках отдельного юридического лица может быть выше их стоимости в составе активов общества.</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
52.	Divided Balance Sheet: A document drawn up in case of a company divestiture and split-up, by which assets and liabilities of reorganizing company(ies) are transferred to the new entity(ies).	Разделительный баланс: документ, который составляется в случае выделения или разделения общества и по которому активы и обязательства реорганизуемого общества (обществ) передаются на вновь создаваемым обществам.
53.	Dividend: A portion of the net profits of the company distributed to the shareholders of a company.	Дивиденд: часть чистой прибыли общества, распределяемая между <i>акционерами</i> .
54.	Dividends Payable: The amount of dividends to be paid as reported in the financial statements.	Объявленный дивиденд: сумма дивидендов, объявленная к выплате по данным финансовой отчетности.
55.	Equity: An ownership interest in a company.	Акционерный капитал: собственный капитал общества.
56.	Ex-Dividend: The time period between the declaration of a dividend and the payment of the dividend. Shares bought during this period are not entitled to dividend payments.	«Без дивидендов»: период между объявлением и выплатой дивидендов. Акции, приобретенные в течение этого периода, не дают права на получение дивидендов.
57.	Executive Board: A collective executive body of the company responsible for the day-to-day management. The Executive Board reports and is accountable to the Supervisory Board. Synonyms: Directorate, Management Board, or Managerial Board.	Правление: коллегиальный исполнительный орган, отвечающий за текущее руководство деятельностью общества. Правление подотчетно <i>совету директоров</i> . Синоним: дирекция.
58.	Executive Body: For the purposes of this Manual, the governing bodies of a company are divided into oversight bodies and Executive Bodies. The Executive Bodies include the General Director and the Executive Board. See: Oversight Bodies.	Исполнительный орган: в контексте настоящего Пособия органы управления общества делятся на <i>наблюдательные органы</i> и исполнительные органы. К исполнительным органам относятся <i>генеральный директор</i> и <i>правление</i> . См.: наблюдательные органы.
59.	Executive Director: A member of a company's Supervisory Board who is also an employee of the company.	Исполнительный директор: член <i>совета директоров</i> общества, являющийся работником общества.

The Russia Corporate Governance Manual

No	English	Русский
60.	<p>External Auditor: The auditor responsible for conducting the audit of the financial statements of the company. Synonyms: Independent Auditor. See related: Annual Report.</p>	<p>Аудитор общества: аудитор, отвечающий за проведение аудиторской проверки финансовой отчетности общества. Синоним: независимый аудитор. См. также: годовой отчет.</p>
61.	<p>External Director: A director who is not an employee of the company. Synonyms: Non-Executive Director or Outside Director. Antonym: Internal Director.</p>	<p>Внешний директор: член совета директоров, не являющийся работником общества. Синоним: неисполнительный директор. Антоним: внутренний директор.</p>
62.	<p>External Manager: An individual or a management company called in from the outside to manage the company.</p>	<p>Управляющая организация, управляющий: физическое лицо или управляющая компания, приглашенные для управления обществом.</p>
63.	<p>Extraordinary General Meeting of Shareholders (EGM): Any General Meeting of Shareholders (GMS) other than an AGM.</p>	<p>Внеочередное собрание акционеров: любое, помимо годового, общее собрание акционеров.</p>
64.	<p>Extraordinary Transaction: A sale of assets or a substantial portion of the company that requires shareholder or Supervisory Board approval. The term is often translated from the Russian as major transaction, major deal, or large transaction and large deal. The term extraordinary transaction is used throughout the Manual.</p>	<p>Крупная сделка: продажа активов или значительной части общества, требующая одобрения акционеров или совета директоров.</p>
65.	<p>Fair Market Value: The price that a (an informed) buyer would be willing to pay and a (an informed) seller would be willing to accept on the open market assuming a reasonable time for a transaction to take place.</p>	<p>Рыночная стоимость: цена, которую информированный покупатель готов заплатить, а информированный продавец готов принять на свободном рынке, при условии, что сделка совершается в разумные сроки.</p>
66.	<p>Fiscal Year: In Russia, an accounting period of one year starting on January 1.</p>	<p>Финансовый год: в России — годовой отчетный период, начинающийся 1 января.</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
67.	<p>Fixing Date: The date set by the company on which an individual must own shares in order to be eligible to vote at GMS or receive a dividend. Synonym: Record Date.</p>	<p>Дата закрытия реестра: дата, которую устанавливает общество и по состоянию на которую лицо должно владеть акциями, чтобы получить право голосовать на общем собрании или право на получение дивидендов.</p>
68.	<p>General Director: An individual executive body of the company responsible for the day-to-day management of the company. Synonym: Chief Executive Officer (CEO).</p>	<p>Генеральный директор: единоличный исполнительный орган общества, отвечающий за текущее руководство деятельностью общества.</p>
69.	<p>General Meeting of Shareholder (GMS): The highest governing body of the company. Synonym: General Assembly. See related: Notice.</p>	<p>Общее собрание акционеров: высший орган управления обществом. См. также: уведомление.</p>
70.	<p>Generally Accepted Accounting Principles (GAAP): A widely accepted set of rules, conventions, standards, and procedures for reporting financial information, as established by accounting standard setters. Best known is US GAAP though other countries may also refer to their standards as GAAP. Russian Accounting Standards (RAS) are used in the Russian Federation though some companies also prepare statements in accordance with US GAAP or International Financial Reporting Standards (IFRS), most often when they seek foreign listings.</p>	<p>ГААП (общепринятые принципы бухгалтерского учета): принятый набор правил, положений, стандартов и процедур для представления финансовой информации, установленных органами регулирования. Наиболее широко известны ГААП США, хотя другие страны также могут называть свои стандарты ГААП. В Российской Федерации применяются российские стандарты учета и отчетности, хотя некоторые компании также подготавливают свою отчетность в соответствии с ГААП США или международными стандартами финансовой отчетности (МСФО), как правило, в случае, если они хотят включить свои ценные бумаги в листинг на иностранных фондовых биржах.</p>
71.	<p>Golden Share: A special right of the state to participate in the governance of the company.</p>	<p>Золотая акция: специальное право государства на участие в управлении обществом.</p>

No	English	Русский
72.	<p>Governing Bodies: Structures that are involved in the governance of the company. They include the GMS, the Supervisory Board, the General Director, and the Executive Board. For the purposes of this Manual, governing bodies are divided into two subsets: oversight bodies that exercise an oversight function and executive bodies that are responsible for the day-to-day management of the company.</p>	<p>Органы управления: органы общества, занимающиеся его управлением. К ним относятся <i>общее собрание акционеров, совет директоров, генеральный директор и правление</i>. Для целей настоящего Пособия органы управления подразделяются на две группы: <i>наблюдательные органы</i>, осуществляющие функции контроля, и <i>исполнительные органы</i>, отвечающие за текущее руководство деятельностью общества.</p>
73.	<p>Holding Company: A company whose assets include control shares of another company or a group of companies.</p>	<p>Холдинговая компания: компания, активы которой включают контрольные пакеты акций другой компании или группы компаний.</p>
74.	<p>Immovable property: Immovable property includes land, land interior, detached water objects, and everything else that is tightly attached to the earth, detachment of which without a material damage to their purpose is impossible, including forests, long-term plants, buildings, and constructions.</p>	<p>Недвижимое имущество: такое имущество включает земельные участки, участки недр, обособленные водные объекты и все, что прочно связано с землей, то есть объекты, перемещение которых без несоразмерного ущерба их назначению невозможно, в том числе леса, многолетние насаждения, здания, сооружения.</p>
75.	<p>Independence: The freedom from control or influence of others. The concept of independence is used in different contexts in this Manual: 1) with respect to Supervisory Board members; 2) with respect to the independent External Auditor; 3) with respect to the Internal Auditor, and 4) Independent Appraiser. See: Annex 18 for the definition of an independent director.</p>	<p>Независимость: свобода от контроля и влияния других лиц. Понятие независимости в настоящем Пособии используется в различном контексте: 1) по отношению к <i>членам совета директоров</i>; 2) по отношению к <i>независимому аудитору</i> или <i>аудитору общества</i>; 3) по отношению к <i>внутреннему аудитору</i>; и 4) к независимому оценщику. См. определение независимого директора в Приложении 18.</p>
76.	<p>Independent Auditor: See: External Auditor See related: Annual Report, Auditor, and Independence.</p>	<p>Независимый аудитор: См. аудитор общества. См. также: годовой отчет, аудитор и независимость.</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
77.	Inside Director: A director who is an employee of the company. Synonym: Executive Director. Antonyms: Outside Director, External Director or Non-executive Director.	Внутренний директор: член совета директоров, являющийся работником общества. Синоним: исполнительный директор. Антоним: внешний директор или неисполнительный директор.
78.	Insider: An individual with access to material information before it is announced to the public.	Инсайдер: лицо, имеющее доступ к существенной информации до ее публичного раскрытия.
79.	Insider Dealing: Trading by insiders based on Insider Information.	Инсайдерская торговля: совершение инсайдерами сделок на основе инсайдерской информации.
80.	Insider Information: Material information about a company known to insiders (generally, directors, management, and/or employees) but not to the public.	Инсайдерская информация: существенная информация об обществе, известная инсайдерам (как правило, членам совета директоров, руководству и (или) работникам общества), но не являющаяся общедоступной.
81.	Internal Audit: An appraisal of the financial health of a company's operations by its own employees. Employees who carry out this function are called Internal Auditors.	Внутренний аудит: оценка финансовой целесообразности операций общества его работниками. Работники, выполняющие эту функцию, называются внутренними аудиторами.
82.	International Financial Reporting Standards (IFRS): Accounting standards promulgated by the International Accounting Standards Board (IASB).	Международные стандарты финансовой отчетности: Стандарты учета и отчетности, принятые Международным советом по стандартам учета и отчетности
83.	Issue: The group of securities of the company which confer upon their holders identical rights.	Выпуск ценных бумаг: совокупность ценных бумаг общества, предоставляющая их держателям одинаковые права.
84.	Issue (verb). Legally specified steps necessary to place securities.	Эмиссия: предусмотренные законом действия по размещению ценных бумаг.

No	English	Русский
85.	<p>Issued and Outstanding: Shares of a company, which have been issued and are outstanding. These shares represent capital invested by the firm's shareholders. Shares that have been issued and subsequently repurchased by the company are called treasury share, because they are held in the corporate treasury pending reissue or retirement. Treasury shares are legally issued but are not considered outstanding for purposes of voting, dividends, or earnings per share calculations.</p>	<p>Выпущенный и находящийся в обращении: выпущенные и находящиеся в обращении акции общества. Эти акции представляют собой инвестированный капитал акционеров общества. Акции, которые были выпущены и впоследствии выкуплены обществом, называются казначейскими акциями, поскольку они находятся на балансе общества до их повторного выпуска или погашения. Казначейские акции являются выпущенными, но не считаются находящимися в обращении в целях голосования, начисления дивидендов или расчета прибыли на одну акцию.</p>
86.	<p>Joint and Several Liability: An obligation for which multiple individuals are equally liable.</p>	<p>Солидарная ответственность: обязательство, по которому несколько лиц несут равную ответственность.</p>
87.	<p>Liquidation: To sell all of a company's assets, pay outstanding debts, and distribute the remainder to shareholders, and then go out of business.</p>	<p>Ликвидация: продажа всех активов общества, выплата долгов и распределение оставшегося имущества между <i>акционерами</i> с последующим прекращением деятельности общества.</p>
88.	<p>Listed: Traded on a stock exchange.</p>	<p>Включенный в листинг (или котирующийся): обращающийся на фондовой бирже.</p>
89.	<p>Listing Requirements: The conditions set by a stock exchange to list the company's securities. Listing requirements may impose certain conditions on the governance of the company.</p>	<p>Правила листинга (включения в котировальные листы): условия, устанавливаемые фондовой биржей применительно к листингу ценных бумаг общества. Требования в отношении листинга включают определенные требования в отношении корпоративного управления в обществе.</p>
90.	<p>Loss: The expenses that a person, whose right is infringed, bear or shall bear in order to restore the infringed right, as well as a loss or harm to his property (real damages), as well as unrealized profit, which the person could have received in ordinary conditions of civil turnover if his right would have not been infringed (lost profit).</p>	<p>Убытки: расходы, которые лицо, чье право нарушено, произвело или должно будет произвести для восстановления нарушенного права, ущерб в результате утраты или повреждения имущества такого лица (реальный ущерб), а также неполученные доходы, которые такое лицо получило бы при обычных условиях гражданского оборота, если бы его право не было нарушено (упущенная выгода).</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
91.	<p>Majority Shareholder: A shareholder who alone or with a group of affiliated parties exercises significant control over the company.</p> <p>See related: Controlling Shareholder.</p>	<p>Крупный (мажоритарный) акционер: <i>акционер</i>, который сам либо совместно с аффилированными лицами осуществляет значительный контроль над обществом.</p> <p>См. также: контролирующий акционер.</p>
92.	<p>Management: The group of individuals who run the day-to-day operations of the company.</p>	<p>Менеджмент: группа лиц, осуществляющая текущее руководство обществом.</p>
93.	<p>Mandatory Bid: The offer to buy all the outstanding common shares and securities convertible into common shares made by the acquirer to all other shareholders in control transactions.</p> <p>Synonyms: Buyout, Mandatory Offer.</p>	<p>Предложение об обязательном выкупе: предложение выкупить все находящиеся в обращении обыкновенные акции общества и ценные бумаги, конвертируемые в обыкновенные акции, которое приобретает в рамках сделки по приобретению контроля обязан сделать всем остальным акционерам.</p> <p>Синоним: обязательное предложение.</p>
94.	<p>Material Events Report: A document that is used to report the occurrence of any material events that have not previously been reported by the issuer. Sometimes referred to in the Russian context as material facts report.</p>	<p>Сообщение о существенных фактах: документ, раскрывающий информацию о существенных событиях, которая ранее не раскрывалась эмитентом.</p>
95.	<p>Material Information: Information whose omission or misstatement could affect the economic decisions taken by users of information. Materiality is a characteristic of an event or information that is sufficiently important to have an impact on a company's stock price.</p>	<p>Существенная информация: информация, упущение или искажение которой может повлиять на принятие экономических решений ее пользователями. Существенность — это характеристика события или информации, означающая, что такие событие или информация достаточно важны, чтобы повлиять на цену акций общества.</p>
96.	<p>Merger: The termination of one or several companies while their assets and liabilities are transferred to another company. Mergers differ from Consolidations in that no new entity is created from a Merger. Some translations of the Company Law refer to merger as an «accession».</p>	<p>Присоединение: прекращение деятельности одного или нескольких обществ при одновременной передаче их активов и обязательств другому обществу. Присоединение отличается от слияния тем, что в этом случае не образуется нового общества.</p>

The Russia Corporate Governance Manual

No	English	Русский
97.	<p>Minority Shareholder: A shareholder with less than 50% ownership of a company's voting shares, or insufficient ownership to control company operations. See related: Majority Shareholder.</p>	<p>Миноритарный акционер: акционер, владеющий менее чем 50% голосующих акций общества либо числом акций, недостаточным для осуществления контроля за деятельностью общества. См. также: мажоритарный акционер.</p>
98.	<p>Natural Person: A single person as distinguished from legal entities and individual entrepreneurs. Synonyms: Individual, Private Person, or Physical Person.</p>	<p>Физическое лицо: лицо, не являющееся юридическим лицом или индивидуальным предпринимателем.</p>
99.	<p>Nominal Shareholder: A person or organization named to act on behalf of someone else. Synonym: Nominee Shareholder.</p>	<p>Номинальный владелец: физическое или юридическое лицо, действующее от имени другого лица.</p>
100.	<p>Nominal Value: Value of a bond or a share as given on "the face" of the certificate or instrument.</p>	<p>Номинальная стоимость: стоимость облигации или акции, указанная на лицевой стороне сертификата или инструмента.</p>
101.	<p>Nominee: The person, bank, or brokerage in whose name securities are transferred.</p>	<p>Номинальный держатель: лицо, банк или брокер, от чьего имени осуществляется передача ценных бумаг.</p>
102.	<p>Non-Executive Director: A member of a company's Supervisory Board who is not a manager (an employee) of the company. Synonyms: Outside Director or External Director.</p>	<p>Неисполнительный директор: член <i>совета директоров</i> общества, не являющийся менеджером (работником) общества. Синоним: внешний директор.</p>
103.	<p>Non-Standard Operations: Operations that go beyond the scope of the financial and economic plan of the company as defined by the FCSM's Code.</p>	<p>Нестандартная операция: операция, выходящая за рамки финансово-хозяйственного плана общества (в соответствии с определением, приведенным в Кодексе ФКЦБ).</p>
104.	<p>Notice: Official proclamation of a legal action or intent to take a legal action. Notice in this Manual is used in the context of giving notice of or calling a GMS.</p>	<p>Уведомление: официальное извещение о совершении юридического действия или намерении совершить такое действие. В контексте настоящего Пособия используется в значении «уведомление о созыве общего собрания акционеров».</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
105.	Oversight Bodies: The bodies of the company tasked with oversight functions including the Supervisory Board and the GMS.	Наблюдательные органы: органы управления общества, в задачи которых входит осуществление контроля. Включают <i>наблюдательный совет</i> и <i>общее собрание акционеров</i> .
106.	Participating Shareholder: A shareholder who participates in the GMS in person, through a representative, or by sending completed voting ballots.	Участвующий акционер: акционер, принимающий участие в общем собрании акционеров лично, через представителя или посредством направления заполненного бюллетеня для голосования.
107.	Place: To market new securities.	Разместить: продать новые ценные бумаги.
108.	Placement: The acquisition of the ownership of securities by the first owners through transactions.	Размещение: приобретение права собственности на ценные бумаги их первыми владельцами посредством совершения сделок.
109.	Pre-Emptive Right: The right of current shareholders to maintain their proportion of ownership in a company by buying shares in any future issue of shares and convertible securities. Synonym: Right of First Refusal.	Преимущественное право приобретения: право существующих <i>акционеров</i> на сохранение своей доли собственности в обществе, обеспечиваемое посредством приобретения акций и конвертируемых ценных бумаг последующих выпусков.
110.	Preferred shares: Non-voting shares, which provide a defined dividend and liquidation value, paid before any dividends paid to the owners of common shares.	Привилегированная акция: неголосующая акция, которая предоставляет их держателю право на получение определенного <i>дивиденда</i> и ликвидационной стоимости, выплачиваемых до выплаты дивидендов владельцам обыкновенных акций.
111.	Prospectus: A formal offer to sell securities. The Prospectus sets forth the business plan of the company and sufficient facts for the investor to make an informed decision regarding the purchase of such securities.	Проспект ценных бумаг: официальное предложение о продаже ценных бумаг. В проспекте содержится бизнес-план общества и информация, необходимая для принятия инвестором обоснованного решения о покупке предлагаемых ценных бумаг.
112.	Proxy Card: The instrument by which Shareholders cast their votes, or assign their proxy.	Доверенность: документ, посредством которого <i>акционер</i> назначает доверенное лицо (и осуществляет через него свое право на участие в голосовании).

No	English	Русский
113.	Proxy: An authorization by a shareholder giving another person the right to vote the shareholder's shares. Proxy also refers to the document granting this authority, as in proxy card.	Представительство: передача <i>акционером</i> другому лицу права голосовать по его акциям. Также употребляется в значении документа, удостоверяющего такое право.
114.	Quarterly Report: Unaudited document reporting the financial results for the quarter.	Ежеквартальный отчет эмитента эмиссионных ценных бумаг: не проверенный аудитором документ, содержащий финансовые результаты деятельности эмитента за квартал.
115.	Quorum: The minimum percentage of votes of shareholders or directors that must be present at a meeting in order for a vote to be legally effective.	Кворум: минимальное число голосов <i>акционеров</i> или <i>директоров</i> , присутствие которых необходимо на собрании с тем, чтобы результаты голосования были действительны по закону.
116.	Redemption Rights: Right of shareholders to require the company to repurchase their shares under certain circumstances.	Право выкупа: право акционеров потребовать от общества выкупа их акций при определенных обстоятельствах.
117.	Redemption: The return of an investor's principal in a security at or before maturity.	Погашение (облигации): возврат основной суммы долга инвестору не позднее срока погашения.
118.	Registered Security: A security whose owner's name is recorded on the face of the security certificate or books of the issuer (for non-documentary securities).	Именная ценная бумага: ценная бумага, имя держателя которой указывается на лицевой стороне сертификата (в случае документарных ценных бумаг) или в учетных документах эмитента (в случае бездокументарных ценных бумаг).
119.	Registrar: The organization, that maintains a shareholder register that includes information on the shareholders and the number of shares held. The term External Registrar is used in this manual	Регистратор: организация, которая ведет <i>реестр акционеров</i> . В реестре содержится информация об акционерах и числе принадлежащих им акций.
120.	Related Party Transaction: A transaction in which a related party is involved and which must be approved by the GMS or the Supervisory Board in accordance with requirements of the law.	Сделка с заинтересованностью: сделка, в совершении которой имеется заинтересованность и которая должна быть утверждена <i>общим собранием акционеров</i> или <i>советом директоров</i> в соответствии с требованиями закона.

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
121.	Reorganization: In Russia, the reorganization is the changing of a legal structure, such a consolidation, merger, divestiture, split-up, and transformation.	Реорганизация: реорганизация — это прекращение или изменение правового положения юридического лица, влекущее отношения правопреемства юридического лица.
122.	Reserve Fund: A part of owners' equity set aside in a separate fund to supplement the charter capital. It can be used to cover the company's losses, or to redeem bonds and shares if other funds are not available.	Резервный фонд: часть собственного капитала общества, выделенная в отдельный фонд. Может использоваться для покрытия убытков общества, выкупа акций и облигаций при отсутствии иных средств.
123.	Restructuring: The reorganization of a company's operations without changing the legal form.	Реструктуризация: реорганизация деятельности общества без изменения его организационно-правовой формы.
124.	Revision Commission: A special body of the company elected by shareholders to oversee the financial and business activities of the company and the compliance with relevant laws and regulations. It fulfills a different function than the Audit Committee, or the Internal Auditor.	Ревизионная комиссия: специальный орган общества, избираемый акционерами для осуществления контроля за финансово-хозяйственной деятельностью общества и выполнением требований законодательства. Его функции отличаются от функций <i>комитета по аудиту</i> и службы <i>внутреннего аудита</i> .
125.	Share Buyback: The repurchase of a company's own shares.	Приобретение акций обществом: выкуп обществом собственных акций.
126.	Shareholder of Record: The name of an individual or entity that an issuer carries in its records as the registered holder (not necessarily the beneficial owner) of the issuer's securities. Synonyms: Stockholder of Record, Holder of Record, or Owner of Record.	Акционер: физическое или юридическое лицо, указанное в учетных записях эмитента в качестве зарегистрированного держателя (не обязательно реального собственника) ценных бумаг эмитента.
127.	Shareholder Proposal: A proposal for an agenda of the GMS submitted by a shareholder (or a group of shareholders) that own at least 2% of voting shares.	Предложение акционера: предложение для включения в повестку общего собрания акционеров, представленное акционером (или группой акционеров), владеющим (владеющими) не менее чем 2% голосующих акций.

No	English	Русский
128.	<p>Shareholder Register: The register of shareholders used to record ownership of shares and determine shareholders of record on the record date. A shareholder register is generally maintained by an independent body to avoid conflicts of interest.</p>	<p>Реестр акционеров: реестр, который используется для учета прав собственности на акции и определения списка <i>акционеров на дату закрытия реестра</i>. Реестр акционеров, как правило, ведет независимая организация, так как это позволяет избежать конфликта интересов.</p>
129.	<p>Shareholder List: A list setting out the names and addresses of the shareholders of record used to determine who may participate at a GMS and receive dividend payments. Shareholder lists must be compiled on a fixing date or a date of record. See related: Shareholder of Record.</p>	<p>Список акционеров: список, содержащий имена (наименования) и адреса акционеров, имеющих право на участие в <i>общем собрании акционеров</i> и полученные <i>дивидендов</i>. Список должен быть составлен на <i>дату закрытия реестра</i>.</p>
130.	<p>Simple Majority: More than 50% of votes. See related: Supermajority.</p>	<p>Простое большинство голосов: более 50% голосов. См. также: квалифицированное большинство голосов.</p>
131.	<p>Spin-Off: An independent company created from an existing part of another company through a divestiture.</p>	<p>Выделение: создание независимого общества из части другого общества в процессе <i>выделения</i> активов.</p>
132.	<p>Split of Shares: The process of converting one share of a specific type and class into two or more shares of the same type and class. Antonym: Consolidation of Shares.</p>	<p>Дробление: процесс конвертации 1 акции определенной категории (типа) в 2 или более акций той же категории (типа). Антоним: консолидация акций.</p>
133.	<p>Split-Up: The splitting or division of a company into new entities followed by the cessation of activity of the original company.</p>	<p>Разделение: разделение общества путем его прекращения и создания новых обществ.</p>
134.	<p>Stakeholder: Any party that has an interest or stake in a company.</p>	<p>Заинтересованное лицо: лицо, имеющее ту или иную заинтересованность в обществе.</p>
135.	<p>Standard Voting: Method of shareholder voting in which shareholders cast all their votes either for or against an issue put for vote or refrain from voting. Synonym: Regular Voting. See related: Cumulative Voting.</p>	<p>Стандартное голосование: метод голосования акционеров, при котором акционеры отдают свои голоса «за» или «против» того или иного решения или воздерживаются от голосования по определенному вопросу повестки дня общего собрания акционеров. См. также: кумулятивное голосование.</p>

Annex 30. Glossary of English and Russian Corporate Governance Terminology

No	English	Русский
136.	Subscription: An agreement to buy newly issued securities.	Подписка: соглашение о покупке вновь выпущенных ценных бумаг.
137.	Subsidiary: A company that is owned outright or controlled by a parent company.	Дочернее общество: общество, находящееся в собственности или под контролем материнского (основного) общества.
138.	Supermajority: Any vote requiring more than simple majority of votes. Commonly two-thirds or three-fourths.	Квалифицированное большинство голосов: число голосов, необходимое для принятия какого-либо решения, для которого простого большинства голосов недостаточно. Обычно 2/3 или 3/4 голосов.
139.	Supervisory Board: Part of a two-tier board structure. The Supervisory Board provides strategic guidance and exercises oversight over the Executive Board. The Supervisory Board corresponds to the Board of Directors in a unitary board system. See related: Executive Board and Board of Directors.	Наблюдательный совет: часть двухуровневой структуры, при которой наблюдательный совет обеспечивает стратегическое руководство обществом и осуществляет контроль за деятельностью его исполнительных органов. В одноуровневой структуре наблюдательному совету соответствует совет директоров. См. также: правление и совет директоров
140.	Transfer Balance Sheet: An act drawn in case of consolidation, merger and transformation by which assets and liabilities of reorganizing company(ies) are transferred to newly created company(ies).	Передаточный баланс: документ, который составляется в случае слияния, присоединения, выделения, разделения или преобразования и по которому активы и обязательства реорганизуемого общества (обществ) передаются вновь создаваемому обществу (обществам).
141.	Transformation (in reorganization): Changing a legal form of a joint stock company into a limited liability company, production cooperative, or non-commercial partnership.	Преобразование: изменение организационно-правовой формы акционерного общества, в результате оно становится обществом с ограниченной ответственностью, производственным кооперативом или некоммерческим партнерством.
142.	Takeover: Acquisition of control of a company, called a target, by purchase or exchange of shares. A takeover may be either hostile or friendly.	Поглощение: приобретение контроля над обществом посредством покупки или обмена акций. Поглощение может быть враждебным или дружественным.

The Russia Corporate Governance Manual

No	English	Русский
143.	<p>Treasury Shares: Shares reacquired by the issuing company and available for retirement or resale. Treasury shares cannot be voted and receive dividends. It is not included in any of the ratios measuring values per common share.</p>	<p>Казначейские акции: акции, выкупленные эмитентом и предназначенные для погашения или перепродажи. Казначейские акции не голосуют, и по ним не начисляются дивиденды. Они также не включаются в расчет показателей на одну обыкновенную акцию.</p>
144.	<p>Voting Shares: Common shares, and preferred shares when providing such rights on all agenda items (if dividends were not fully paid) or certain items (e.g. reorganization).</p>	<p>Голосующие акции: обыкновенные акции, а также привилегированные акции в случае предоставления им права на участие в голосовании по всем вопросам повестки дня (в случае неполной выплаты дивидендов) или по ее отдельным пунктам (например, по вопросу о реорганизации).</p>
145.	<p>Written Consent: A way of participating in the GMS or a meeting of the governing body by sending a written document to the company with voting results.</p>	<p>Заочное голосование: возможность участия в общем собрании акционеров или заседании коллегиального органа управления посредством направления письменного документа с результатами голосования.</p>