

The Articles of Association  
approved by  
by the decision of the Foundation Board  
dated August 24, 2022  
Minutes No. 24/08/2022

ARTICLES OF ASSOCIATION  
of the Vladimir Potanin Foundation

Moscow

2022

## Chapter 1. GENERAL PROVISIONS

- 1.1. The Vladimir Potanin Foundation (hereinafter, the Foundation) was established in accordance with the Constitution of the Russian Federation, the Civil Code of the Russian Federation, Federal Law No. 7-FZ On Non-Profit Organizations dated January 12, 1996, Federal Law No. 135-FZ On Charitable Activities and Volunteering dated August 11, 1995, and other legislative acts of the Russian Federation.
- 1.2. The full name of the Foundation in Russian: Благотворительный фонд Владимира Потанина.
- 1.3. The short name of the Foundation in Russian: Фонд Потанина.
- 1.4. The full name of the Foundation in English: The Vladimir Potanin Foundation.
- 1.5. The short name of the Foundation in English: Potanin Foundation.
- 1.6. The Foundation shall be located in Moscow.
- 1.7. The Foundation is a unitary non-profit organization which has no membership and which pursues the charitable goals set out in this Articles of Association and which was registered by the Moscow Registration Chamber on January 10, 1999 under No. 76100. An entry on the establishment of the Foundation under Primary State Registration Number 1027739445250 was made in the Unified State Register of Legal Entities on October 28, 2002. The legal capacity of the Foundation ceases as soon as the information about its termination is entered in the said register. The original version of the Articles of Association was approved by the decision of the General Meeting of Subscribers dated December 18, 1998 (Minutes No. 1/98). From the time of adoption of the initial version and until the adoption of this version of the Charter, the following changes were made to the Articles of Association of the Foundation: changes approved by the decision of the extraordinary General Meeting of Subscribers dated February 13, 2006 (Minutes w/o number); changes approved by the decision of the General Meeting of Subscribers dated December 26, 2008 (Minutes w/o number); changes approved by the decision of the Foundation Board dated September 21, 2018 (Minutes No. 21/09/2018); changes approved by the decision of the Foundation Board dated July 9, 2021 (Minutes No. 09/07/2021).
- 1.8. From the date of its state registration, the Foundation, in accordance with the procedure established by the federal laws, is a legal entity that does not have profit as the main goal of its activities and does not distribute (transfer) the profits received among the subscribers. If the Foundation receives income as a result of its activities aimed at generating income, the excess of such income over the expenses associated with such activities shall not be distributed among the subscribers of the Foundation, but shall be directed exclusively to the implementation of the goals of the Foundation as defined in this Charter.
- 1.9. The Foundation shall own independent assets and shall be liable to the full extent of its assets (in terms of assets that may be subject to enforcement under the federal laws), and it may, on its own behalf, acquire and exercise civil rights and incur civil obligations, and act as a plaintiff and a defendant in court.
- 1.10. The Foundation has an independent balance sheet, a seal with the full name of the Foundation in Russian. In accordance with the procedure established by the laws, the Foundation is authorized to open bank accounts in the Russian

Federation and abroad. The Foundation may also have stamps and letterheads bearing its name. To carry out settlements related to the receipt of funds for the formation and replenishment of endowments, their transfer to trust management of the management company, the use of revenue from the endowments, the Foundation opens separate bank accounts. In order to account for the rights to securities transferred to replenish the endowment before their transfer to trust management and to account for the rights to securities included in the endowment, when returning the assets by the management company, the Foundation opens separate personal accounts in the register of securities owners or separate securities accounts in the depository that records the rights to such securities, providing a distinguishing designation to identify the endowment(s). The Foundation has a brand mark or an emblem, the description of which is given in clause 1.11 of this Charter.

- 1.11. Description of the emblem (brand mark) of the Foundation:
  - 1.11.1. The emblem is a text in its original version, which can be reproduced in different color schemes, and consists of the following elements:
    - 1) a bicolor Latin letter “V” that embodies the Foundation’s commitment to achieving sustainable social change and a professional approach to activities; and
    - 2) the full name of the Foundation, located next to the letter “V”.
  - 1.11.2. The text layout also uses a contrasting color combination. Each Foundation program may have its own color developed (or developed and used) inside a common emblem. This solution reflects the diversity and multidisciplinary approach of the programs.
  - 1.11.3. The concept of the emblem includes the Foundation’s creation of reference points for the development of society and going beyond the usual framework of thinking. The center line of the logo is a vector directed upwards that symbolizes the Foundation’s forward-looking efforts to discover new leaders, breakthrough initiatives focused on the future. The graphic form infers a symbol of victory that is a kind of positive marker, a quality mark.
- 1.12. The Foundation shall use the assets for the goals specified in this Charter. Each year, the Foundation shall publish reports on the use of its assets.
- 1.13. The Foundation operates on the principles of full economic autonomy, strict compliance with the laws of the Russian Federation and the achievement of the goals for which the Foundation was established.
- 1.14. The Foundation independently determines the directions of its activities, its development strategy within the limits permitted by the applicable laws of the Russian Federation.
- 1.15. The duration of the Foundation is unlimited.
- 1.16. The Foundation has the right to create branches and open representative offices in the Russian Federation in compliance with the requirements of the laws of the Russian Federation.
- 1.17. The Foundation shall have the right to create branches and open representative offices in the territories of foreign states in accordance with the laws of these states, unless otherwise provided for by international treaties of the Russian Federation.

- 1.18. The Foundation's branches and representative offices shall not be legal entities and shall be vested with the assets of the Foundation and operate under the relevant regulations approved by the Foundation Board. The assets of branches and representative offices shall be recorded on their separate balance sheet and on the balance sheet of the Foundation.
- 1.19. Heads of branches and representative offices shall be appointed by the Foundation Board and act under respective powers of attorney.
- 1.20. Branches and representative offices shall act on behalf of the Foundation. The Foundation shall be liable for the activities of its branches and representative offices.
- 1.21. The decision to close branches and representative offices shall be taken by the Foundation Board. Simultaneously with the adoption of such a decision, the decision concerning the assets used in the activities of the closed branch or representative office must be taken.

## Chapter 2. GOALS AND CORE ACTIVITIES

- 2.1. The goals of the Foundation are:
  - 2.1.1. help in the field of education, science, culture, art, enlightenment, promotion of the personal spiritual development, including through the promotion of leisure activities for the formation and satisfaction of spiritual and cognitive needs of individuals, the development of motivation of the individual to learn and create, the development of technical and technological innovations, in the following areas:
    - 1) promoting the preservation and development of Russian, global, spiritual, moral and cultural values;
    - 2) help with the creation and development of social infrastructure in the fields of education, science, culture and arts;
    - 3) popularization of modern Russian education, including in the field of sports management in Russia and abroad;
    - 4) promoting the popularization of scientific and technological achievements and innovative technologies, and developing the scientific, technical and artistic creativity of children and youth;
    - 5) promoting activities in the field of preservation and protection of the identity, culture, languages, customs and traditions of the peoples of the Russian Federation, development of cross-national cooperation;
    - 6) assisting the preservation and development of Russian culture and art, promoting the Russian cultural heritage both within and outside the Russian Federation and the integration of Russian culture into the world economy;
    - 7) promoting the development of an educational environment that supports the values of knowledge, professionalism, creativity and volunteering, providing the target audience with conditions and resources for the development of skills, professional growth, the realization of creative and leadership potential; supporting the development and spreading of best educational practices and methods to improve the quality of teaching in the field of education;
    - 8) promoting the social role of non-profit organizations, including charitable organizations, museums, organizations engaged in museum activities,

organizations in the field of culture and arts, as independent public, socially useful and cultural institutions, centers of knowledge, education and innovation, centers of regional development;

- 9) promoting the building of an effective community of top experts in the fields of education, science, culture and art, as well as top experts in the field of activities of non-profit organizations, their interaction with each other, with the state and commercial organizations;
- 10) promoting cooperation between non-profit organizations working in various fields, including educational institutions and museums, with the state and commercial organizations, and promoting the inclusion of such organizations, as well as persons involved in their activities in various forms, in the Russian and international communities;
- 11) promoting the development of a range of relevant modern specialties in the field of culture, education, art, sports, including by supporting the activities of third parties to improve the professional level, vocational training, retraining specialists in various areas of knowledge;
- 12) creating conditions for the development of education in the management of organizations, events and social facilities (including cultural, sports, cultural and leisure facilities), and help with the training of highly qualified specialists in this area;
- 13) facilitating the exchange of experience and interaction between Russian and foreign foundations, sponsors, philanthropists, financial structures, non-profit and state organizations interested in the preservation and development of Russian education, science, culture, art, enlightenment, spiritual development of the individual, sports movement, global spiritual and moral values, including for the organization of projects, events, cultural events, exhibitions;
- 14) contributing to the successful long-term development and sustainability of Russian cultural, artistic, educational, scientific and technological organizations, including museums and organizations engaged in museum activities, contributing to the participation of third parties in the activities of such organizations by:
  - a) increasing the professional and social competence of employees, gaining practical experience through various internship programs;
  - b) development of independent or joint project activities with other persons;
  - c) development of professional contacts among specialists in the Russian Federation and abroad, among each other and with other persons, creation and development of a community of specialists, development of inter-organizational interaction;
  - d) promoting cultural values and art objects, scientific and technological achievements and educational programs both among specialists and among a wide range of persons in the Russian Federation and abroad;
  - e) popularization of organizations and their activities, best practices and methodologies, best practices of training specialists, including in the field of sports, cultural and leisure management, both in the Russian Federation and globally;
- 15) promoting social prestige and demand, including among applicants, trainees and students of educational institutions of any form and type, social professions,

including museum-related professions and professions of non-profit organization specialists;

- 16) creating conditions for supporting socially useful initiatives, projects for the development of the student, academic, scientific community in any field of knowledge, promoting the activities of third parties for:
    - a) improving the qualifications of teachers of educational institutions of any form and type, young scientists working in various fields of knowledge, helping to determine the specialization of trainees and students, including through the acquisition of practical experience in various internship and practical training programs;
    - b) development of professional and scientific contacts among young scientists, trainees, students, teachers of educational institutions of any form and type working in various fields of knowledge in the Russian Federation and abroad, among each other and with other persons;
    - c) assistance in the development and conduct of basic and applied scientific and social research, the implementation of other types of professional activities in the field of education, including those carried out by trainees, students, teachers of educational institutions of any form and type;
  - 17) promotion of the cultural, historical, patriotic, spiritual and moral education of the population;
- 2.1.2. promotion of volunteer activities and education aimed at the development of a charity culture through:
    - 1) assistance in organizing and supporting volunteering in Russia, popularizing relevant areas of non-profit, charitable activities, informing the public about best practices and modern methods, models, technologies (including those related to fund-raising and formation of long-term sources of funding for non-profit organizations) in the non-profit sphere, including in the field of philanthropy and volunteering;
    - 2) promoting public loyalty to the activities of non-profit organizations, educating the population in the field of beneficence, philanthropy, volunteering, raising commitment of individuals to charitable and volunteer activities and charity and volunteering culture;
    - 3) development of skills, professional and personal growth of volunteers and employees of non-profit organizations;
  - 2.1.3. assistance in the formation and/or replenishment of endowments of non-profit organizations by transferring assets to the ownership of the latter, and/or the formation, and/or replenishment of the endowment(s) of the Foundation and the use of revenue from the endowment(s) of the Foundation for purposes in the field of education, science, health, culture, physical culture and sports (except for professional sports), art, archivistics, social assistance (support), environmental protection, provision of free legal assistance to citizens and their legal education, for the purposes provided for by Federal Law No. 135-FZ On Charitable Activities and Volunteering dated August 11, 1995, and in other areas provided for by the current laws of the Russian Federation to form endowments and corresponding to the goals of the creation of the Foundation;
  - 2.1.4. promoting peace, friendship and harmony among nations and preventing social, national and religious conflicts;

- 2.1.5. promoting prestige and role of the family in society;
- 2.1.6. promoting protection of motherhood, childhood and fatherhood;
- 2.1.7. promoting environmental and animal protection, including for the purpose of reforestation and restoration of forests, lands (including agricultural land), water bodies and other facilities and territories;
- 2.1.8. promoting the protection and proper maintenance of buildings, facilities and territories (including their restoration, reconstruction, rehabilitation, preservation) of historical, religious, cultural or environmental significance, burial sites, as well as facilities of importance in the field of education, science and technology;
- 2.1.9. promoting production and/or spreading of social advertising;
- 2.1.10. promoting activities in the field of physical culture and sports (with the exception of professional sports), in order to participate in the organization and/or holding of physical culture and sports events in various forms;
- 2.1.11. social support and protection of citizens, including the improvement of the financial situation of the poor, the social rehabilitation of the unemployed, disabled, and other persons who, due to their physical, intellectual features and other circumstances, are not able to independently exercise their rights and legitimate interests;
- 2.1.12. promoting activities for the preventive care and protection of the health of citizens, improving the moral and psychological condition of citizens and promoting a healthy lifestyle;
- 2.1.13. preparing the population to overcome the consequences of natural disasters, environmental, industrial and other disasters, to prevent accidents;
- 2.1.14. assisting victims of natural disasters, environmental and industrial disasters, social, national and religious conflicts, victims of repression, refugees and internally displaced persons;
- 2.1.15. providing free legal aid and legal education for the population.
- 2.2. The purpose of the Foundation is to achieve the goals envisaged by this Articles of Association by carrying out charitable activities in the interests of the society as a whole or certain categories of persons.
- 2.3. In order to achieve the goals referred to in clause 2.1 of this Charter, the Foundation shall have the right to:
  - 2.3.1. carry out activities to attract resources (funds, tangible and intangible assets and other assets) by any means in accordance with the laws of the Russian Federation (including through campaigns to attract philanthropists and volunteers, to collect donations, organize recreation, as well as the holding and/or organization of entertainment, cultural, leisure, sports events, auctions, competitions, other events in accordance with the laws of the Russian Federation, folklore and other mass events aimed at attracting and collecting voluntary contributions and donations); carry out activities to conduct non-sale operations, and to use, sell assets belonging to the Foundation, including those received as donations from donors, in accordance with their purpose and the statutory goals of the Foundation, and assets received as a donation also in accordance with the conditions for obtaining such assets determined by donors;

- 2.3.2. to interact with all interested organizations, any legal entities and individuals at the regional, national and international levels;
- 2.3.3. to promote activities to meet the needs of individuals for social services, including health care, commercial and household services, employment and the improvement of material, housing and living conditions;
- 2.3.4. to develop and implement charity programs, including using the assets belonging to the Foundation, including the results of intellectual activity and other intellectual property, at the expense of various sources, both independently and jointly with other persons, as well as to facilitate their implementation in any form, including by financing any socially significant cultural, educational, scientific and charity programs;
- 2.3.5. to establish and pay scholarships, to organize, support the conduct of and hold various competitions, olympiads, internships and other events aimed at the identification and development of intellectual and creative abilities, abilities to engage in physical education and sports, interest in scientific (research) activities, creative activities, physical culture and sports, as well as to participate in their organization and conduct both independently and jointly with other persons, including in the form of financial and other support;
- 2.3.6. to participate (in various forms not prohibited by the laws) in the implementation of projects, programs implemented by third parties, including in the form of financial and other support, and carry out international cooperation in accordance with the established procedure, including participating in international programs, projects and agreements;
- 2.3.7. to provide support and/or render unconditionally or on preferential terms (at a price lower than the cost of rendering) publicly useful services in the form of lectures, internships, workshops and other types of educational, consulting and information activities, including those not accompanied by final certification and issuance of documents on education and/or qualifications, for the purpose of career guidance of citizens for the choice of a career (profession), vocational training or additional education, in order to improve the quality of services provided by socially oriented non-profit organizations and their employees;
- 2.3.8. to promote (including through funding) and conduct scientific, applied and other research contributing to the achievement of the Foundation's goals, and to study and summarize the experience and activities of Russian and foreign organizations (foreign and international), including those providing socially useful services in the field of social protection and support of citizens, education and culture;
- 2.3.9. to organize, hold conferences, forums, workshops, round tables, festivals, exhibitions (including off-site), expositions, symposia, training sessions, cultural and educational events and other similar events, including international ones, in and outside the territory of the Russian Federation, as well as to participate in the organization and holding of such events, including in the form of financial and other support;
- 2.3.10. to carry out information and analytical, methodological, educational activities, including in the electronic mass media, and support such activities in any form both in the Russian Federation and abroad;
- 2.3.11. to carry out publishing activities to achieve the statutory goals of the Foundation, to establish mass media;

- 2.3.12. to spread information related to the goals of the Foundation, including through the media and/or the use of the information and telecommunications network Internet (hereinafter, the Internet), to post information on its official website on the Internet, to support it, organize and hold press conferences and other similar events, as well as to participate in the organization and holding of such events, including in the form of financial and other support;
- 2.3.13. to form and/or replenish the Foundation's own endowment(s) and to use the revenue from the endowment(s) for the goals set out in this Charter, subject to the requirements and restrictions set out by the applicable laws;
- 2.3.14. in accordance with the statutory goals of the Foundation to provide gratuitous financial, property, consulting, organizational, informational assistance and/or support by means of donations (including in the form of donations to non-profit organizations for the formation and/or replenishment of endowment(s) for the use of revenue from endowments in the spheres provided for by this Charter); by providing material assistance, grants, scholarships, awards, donating money, property rights or assets; to pay for education and other services and goods, provide support in other ways not prohibited by the current laws of the Russian Federation to individuals and legal entities, including higher educational institutions, museums, as well as the Russian Federation, constituent entities of the Russian Federation and municipal entities, for the implementation of activities similar to the goals of the Foundation specified in clause 2.1 of this Charter;
- 2.3.15. to monitor the intended use of funds and other assets transferred by the Foundation to individuals and legal entities, including by checking accounts and documents confirming the use of assets in accordance with the goals stated for their receipt, to suspend and/or cancel the provision of appropriate support in cases of violations of the goals and/or conditions for the provision of such assets;
- 2.3.16. to enter into contracts and perform other legally significant actions with individuals and legal entities in accordance with the laws of the Russian Federation and this Charter;
- 2.3.17. to receive and utilize special-purpose funds and special-purpose proceeds in the manner and within the time frames established by the sources of the relevant special-purpose funds and special-purpose proceeds;
- 2.3.18. to acquire, own, manage and dispose of assets;
- 2.3.19. to receive assets for free use;
- 2.3.20. to establish and/or participate in business entities;
- 2.3.21. to establish other non-profit organizations (to be one of their subscribers, including as the sole subscriber), to join associations and unions.
- 2.4. Individuals and legal entities may support the Foundation and its activities both by making donations, providing assets for free use, transferring assets and property rights to the Foundation on other grounds, providing resources, performing work (services), and by providing organizational and other assistance to the Foundation in the implementation of its statutory activities. Individuals may take part in the work of the Foundation free of charge (as volunteers).

- 2.5. The Foundation may carry out its statutory activities both in Russia and abroad in accordance with the laws of the Russian Federation and other applicable laws.

### Chapter 3. INCOME-GENERATING ACTIVITIES OF THE FOUNDATION

- 3.1. The Foundation may carry out income-generating activities only to the extent it serves the statutory goals of the Foundation referred to in clause 2.1 of this Articles of Association for which the Foundation was established and if this is consistent with such goals. Such activities for the Foundation are income-generating production and sale of goods and services corresponding to the goals of the Foundation's creation, as well as the placement of funds on deposit accounts, the acquisition and sale of securities, property and non-property rights, participation in business companies.
- 3.2. In order to carry out income-generating activities, the Foundation is obliged to form assets of sufficient market value for this purpose not less than the minimum amount established by the laws of the Russian Federation.
- 3.3. If the Foundation forms the endowment, it may carry out income-generating (paid) activities only subject to the requirements established by the laws of the Russian Federation governing the activities of non-profit organizations in the formation/replenishment of the endowment and the use of the revenue from the endowment.
- 3.4. The excess of income received by the Foundation from income-generating activities over its expenses related to such activities, including the payment of all relevant taxes, is not distributed by the Foundation between the subscribers and employees of the Foundation, but is used by it only to achieve the goals for which it was created, in the manner and within the time limits provided for by the laws of the Russian Federation, relevant charity programs, the budget (financial plan) of the Foundation, decisions of the Foundation's bodies.
- 3.5. The Foundation is obliged to keep separate records of income and expenses incurred in connection with the conduct of income-generating activities and in connection with the conduct of statutory activities.
- 3.6. Unless otherwise established by the donor and it leads to a violation of the period during which the donation should be used for the purposes determined by the donor, in order to minimize the risk of loss (depreciation) of special-purpose funds, the Foundation has the right to place temporarily free balances of special-purpose funds received in the form of donations (their part) on bank accounts under bank deposit agreements (bank deposit accounts), as well as to conclude contracts (agreements) providing for the accrual of interest on the balances in the Foundation's accounts. The Foundation is also entitled to place on the specified accounts (deposits) and conclude the specified agreements in respect of temporarily free funds received by the Foundation as a result of its income-generating activities.  
  
Temporarily free funds are placed on bank accounts under bank deposit agreements (deposit bank accounts) by the decision of the General Director of the Foundation.
- 3.7. The ultimate spending of special-purpose funds placed in deposit bank accounts is carried out in accordance with the conditions established in the relevant donation agreement.

## Chapter 4. SUBSCRIBERS OF THE FOUNDATION

- 4.1. The subscribers of the Foundation are persons who share the mission and values of the Foundation, contribute to its sustainability, have received such status in accordance with the procedure established by the laws, including employees and beneficiaries of the Foundation. The subscribers do not participate in the management of the Foundation, but may be members of the Foundation's bodies if they are elected as members of the Foundation's bodies in accordance with the procedure established by this Charter. The subscribers of the Foundation have no property rights in respect of the Foundation and are not liable for its obligations, and the Foundation is not liable for the obligations of its subscribers.
- 4.2. The subscribers of the Foundation are entitled to:
  - 4.2.1. obtain information about the Foundation's activities and access to all documents of the Foundation adopted by the Foundation's bodies, if this does not violate the right to protection of personal data and other confidential information;
  - 4.2.2. use the Foundation's services on equal terms and conditions with other persons;
  - 4.2.3. withdraw from the Foundation's subscribers.
- 4.3. The subscribers of the Foundation shall:
  - 4.3.1. comply with the provisions of this Charter;
  - 4.3.2. contribute fully to the activities of the Foundation to achieve the goals defined in this Charter;
  - 4.3.3. refrain from disclosing confidential information related to the Foundation's activities;
  - 4.3.4. refrain from actions that could be detrimental to the Foundation's activities.
- 4.4. The subscribers of the Foundation have no other rights and have no other obligations in relation to the Foundation, except for the rights and obligations provided for by this Charter.
- 4.5. The admission of new subscribers of the Foundation to the subscribers of the Foundation is allowed subject to the consent of all the subscribers of the Foundation.
- 4.6. The status of the subscriber of the Foundation shall be terminated in the following cases:
  - 4.6.1. if the subscriber is recognized by a court decision as having limited legal capacity or incapacity;
  - 4.6.2. if the subscriber dies or is recognized as missing or dead in accordance with the established procedure;
  - 4.6.3. resignation of subscribers at their own request.

## Chapter 5. FOUNDER OF THE FOUNDATION

- 5.1. The founder of the Foundation is Vladimir Olegovich Potanin.

- 5.2. Having established the Foundation on the date of its registration as specified in clause 1.7 of this Charter, the founder of the Foundation became the initiator of emerging systemic philanthropy in Russia, for which reason the Foundation bears the name of Vladimir Potanin.
- 5.3. The provisions on the founder of the Foundation are enshrined in this Articles of Association in order to recognize the merits of the founder of the Foundation in the formation of charitable activities in the Russian Federation, as well as the contribution of the founder to the development of the Foundation and its large-scale charity programs. Other persons may not be recognized as the founders of the Foundation.
- 5.4. The founder of the Foundation is not the subscriber of the Foundation, has no property rights in respect of the Foundation, and does not have any obligations to the Foundation. The Foundation does not have any obligations to the founder.

## Chapter 6. BODIES OF THE FOUNDATION

- 6.1. The Foundation Board is the supreme collegial body of the Foundation.
- 6.2. The General Director is the sole executive body of the Foundation.
- 6.3. The Supervisory Board is a collegial body of the Foundation that oversees the activities of the Foundation, decisions made by other bodies of the Foundation and their implementation, the use of the Foundation's funds and compliance with the laws of the Russian Federation.
- 6.4. The Council for the Endowment Use is a collegial body created if the endowment is formed by the Foundation.
- 6.5. The members of the Foundation's collegial bodies perform their functions on a voluntary basis. Beneficiaries of the Foundation may be members of collegial bodies of the Foundation. The Foundation may not pay any remuneration to members of the Foundation Board or the Supervisory Board for the performance of their functions, except for the payment of expenses directly related to the work of the Foundation Board or the Supervisory Board.
- 6.6. The Foundation may establish standing and/or temporary committees/commissions, expert councils, other structures that are not the Foundation's bodies, the formation procedure, the composition and competence of which are determined by the internal documents of the Foundation. At the same time, the members (including the chairmen) of these Foundation bodies may include members of the Foundation Board and/or the General Director, unless otherwise provided for by the laws of the Russian Federation and/or this Charter. The members of such bodies may perform their functions both for a fee and on a pro bono basis.

## Chapter 7. FOUNDATION BOARD

- 7.1. The Foundation Board is the supreme collegial body of the Foundation, the main function of which is to ensure that the Foundation meets the goals for which it was established.
- 7.2. The Foundation Board consists of at least two (2) persons and is formed for a period of five (5) years. A person may be elected as a member of the Foundation Board (the powers of a member of the Foundation Board may be

extended) an unlimited number of times. Persons elected as members of the Foundation Board shall express their consent to such nomination in writing. The General Director may be a member of the Foundation Board.

- 7.3. The quantitative and personal composition of the Foundation Board shall be defined by the Foundation Board. The Foundation Board shall decide on the formation (election) of a new Foundation Board, on the election of one or more new members to the Foundation Board and/or on the expulsion of one or more current members of the Foundation Board from the Foundation Board without re-election of the remaining members of the Foundation Board at a meeting of the Foundation Board. Candidates for membership of the Foundation Board shall be nominated by at least two (2) members of the Foundation Board and by the General Director.
- 7.4. The new composition of the Foundation Board (new members of the Foundation Board) begins to perform its functions, and the members of the Foundation Board who have been expelled from its membership cease to perform their functions from the time the Foundation Board takes the relevant decision.
- 7.5. The powers of the Foundation Board member shall be terminated early in the following cases:
  - 7.5.1. at the request of such a person to be removed from the Foundation Board;
  - 7.5.2. if such a person is recognized by the court decision as having limited or no legal capacity;
  - 7.5.3. if such a person is found guilty of the offence;
  - 7.5.4. if the Foundation Board decides to expel such a person from the Foundation Board (early terminate his/her powers);
  - 7.5.5. if such a person dies or is recognized as missing or dead in accordance with the established procedure.
- 7.6. A member of the Foundation Board may resign from the Foundation Board at any time by a written notice to the General Director. The powers of such a member of the Foundation Board shall be deemed terminated fifteen (15) calendar days after the receipt of the notice by the General Director or from the date of the decision of the Foundation Board to change the composition of the Foundation Board in connection with the receipt of the notice of voluntary resignation from the Foundation Board by the member of the Foundation Board, whichever occurs first.
- 7.7. If:
  - a) the powers of all the members of the Foundation Board are terminated,
  - b) the Foundation Board fails to elect a new composition of the Foundation Board at two (2) consecutive meetings of the Foundation Board convened to form (elect) a new composition of the Foundation Board, and
  - b) the current composition of the Foundation Board is unable to carry out its activities due to the absence of a quorum or the lack of the number of votes necessary for the adoption of decisions, including due to the submission by a member of the Foundation Board of an application for resignation from the Foundation Board,new members of the Foundation Board are elected at the meeting of the Supervisory Board by a qualified majority of not less than 2/3 of the total number

of members of the Supervisory Board present at the meeting or participating in absentee voting, if any (by poll). In such case, from the date of the relevant decision made by the Supervisory Board, the new composition of the Foundation Board shall commence to perform its functions, and the powers of the members of the former Foundation Board (if their powers have not expired as of the date of the relevant decision) shall be deemed terminated. For the period until the new composition of the Foundation Board is formed, the powers of the Foundation Board are exercised by the Chairman of the Foundation Board of the previous composition of the Foundation Board, and if the Chairman of the Foundation Board of the previous composition of the Foundation Board is unable to exercise the powers of the Foundation Board, such powers are exercised by the General Director.

- 7.8. The members of the Foundation Board must act reasonably and in good faith in the interest of the Foundation. The members of the Foundation Board are liable to the Foundation for losses caused through their fault in accordance with the laws of the Russian Federation. The exception is made for those who voted against a decision that caused losses to the Foundation or, acting in good faith, did not participate in the vote. The members of the Foundation Board are obliged to compensate for the losses caused by their fault to the Foundation at the request of the Foundation in accordance with the laws of the Russian Federation.
- 7.9. The following issues shall fall within the competence of the Foundation Board:
  - 7.9.1. to determine priority areas of the Foundation's activities, including the definition of the Foundation's development strategy, the principles and main ways of forming and using its assets, including in order to minimize the risk of loss (depreciation) of funds to preserve them from inflation, approving the Regulations on the Principles of Forming the Foundation's Assets, which do not contradict the laws of the Russian Federation and this Charter;
  - 7.9.2. to resolve issues related to reputational risks for the Foundation, to approve the main directions for the development of local acts of the Foundation on corporate culture and corporate social policy of the Foundation, including addressing conflicts of interest, anti-corruption rules;
  - 7.9.3. to establish (form) the Foundation Board: to elect members of the Foundation Board and remove members of the Foundation Board from the Foundation Board;
  - 7.9.4. to form the sole executive body: to elect the General Director, to early terminate the powers of the General Director, to approve the terms of the employment contract concluded with the General Director, to appoint a person authorized to conclude an employment contract with the General Director;
  - 7.9.5. to form the Supervisory Board: to elect members of the Supervisory Board, to remove members of the Supervisory Board from the Supervisory Board;
  - 7.9.6. to approve the Foundation's annual reports and annual accounting (financial) statements;
  - 7.9.7. to amend the Foundation's Charter, to approve a new version of the Foundation's Charter;
  - 7.9.8. to make decisions on creation of business entities by the Foundation and/or participation of the Foundation in business entities;

- 7.9.9. to adopt decisions on the establishment of branches and/or the opening of representative offices of the Foundation, to approve regulations on representative offices and branches, to appoint heads of representative offices and branches, to close branches and/or representative offices;
- 7.9.10. to make decisions on creation of other non-profit organizations by the Foundation and/or participation of the Foundation in other non-profit organizations;
- 7.9.11. to approve an individual auditor (audit organization) for the mandatory annual audit out of the candidate(s) nominated by the General Director;
- 7.9.12. to approve transactions made by the Foundation in the events envisaged by the laws;
- 7.9.13. to establish standing and/or temporary committees, commissions, expert councils, other structures operating under the Foundation Board that are not the Foundation's bodies, to approve their quantitative and personal composition and early terminate their powers, to approve regulations on them;
- 7.9.14. to approve the Regulation governing the procedure for election, early termination of powers and other issues related to the General Director's activity, which may not contradict the laws of the Russian Federation and this Charter;
- 7.9.15. to approve the Regulation on the Supervisory Board, detailing the procedure for operation of the Supervisory Board, which may not contradict the laws of the Russian Federation and this Charter;
- 7.9.16. to approve the annual plan and budget (annual financial plan) of the Foundation;
- 7.9.17. to approve the Foundation's charitable programs, making changes to the Foundation's charitable programs;
- 7.9.18. to organize, including to ensure the continuous development of the Foundation, and monitor the Foundation's activities, including monitoring the compliance of its actual activities with the goals, areas of activity, concepts of the Foundation's development adopted by the Foundation Board, monitoring the implementation of decisions adopted at meetings of the Foundation Board by the General Director and other employees of the Foundation, to make new decisions if necessary;
- 7.9.19. if the endowment(s) is/are formed, the following shall also refer to the scope of competence of the Foundation Board:
  - 7.9.19.1. to determine the goals for which the Foundation has the right to form the endowment;
  - 7.9.19.2. to make a decision on the formation, dissolution of the endowment, the period for which the endowment is formed (if the period is not determined by a donation agreement or a will);
  - 7.9.19.3. to approve the quantitative and personal composition of the Council(s) for the Endowment(s) Use, including the Chairman (Chairmen);
  - 7.9.19.4. to approve the annual report and annual accounting (financial) statements on the formation of the endowment, on the use, distribution of revenue from the endowment;

- 7.9.19.5. to approve and revise the financial plan for the use, to distribute revenue from the endowment;
- 7.9.19.6. to select the management company and the auditor;
- 7.9.19.7. to decide on the public fund-raising and approve the standard form of the donation agreement concluded with donors during the public fund-raising to replenish the formed endowment;
- 7.9.20. to preliminary approve transactions of the management company to be performed as part of trust management of the endowment of the Foundation, entailing alienation or potential alienation of immovable property and/or securities constituting the endowment of the Foundation and received for replenishment of the Foundation's endowment on the basis of donation agreements and/or decisions on acceptance of inheritance, under which securities and immovable property approved by the Council for the Endowment Use in accordance with sub-clause 10.2.7 of clause 10.2 of this Articles of Association are transferred for replenishment of the endowment;
- 7.9.21. to approve transactions in the cases provided for by the laws, if there is a conflict of interests of the members of the Foundation Board;
- 7.9.22. to consider other issues referred to the competence of the Foundation Board by the laws of the Russian Federation and this Charter.
- 7.10. Candidates for the position of the General Director for the adoption of the decision provided for in sub-clause 7.9.4 of clause 7.9 of this Articles of Association shall be nominated by two (2) or more members of the Foundation Board.
- 7.11. Decisions of the Foundation Board shall be taken in person or in an online format.
- 7.12. Decisions on matters within the competence of the Foundation Board shall be made by a qualified majority of at least 2/3 of the votes of the Foundation Board members present at the relevant meeting or participating in online voting during voting by poll, with the exception of decisions on matters listed in sub-clauses 7.9.1–7.9.12 of clause 7.9 of this Articles of Association that fall within the exclusive competence of the Foundation Board, decisions on which shall be made at the Foundation Board meeting by a qualified majority of at least 2/3 of the total number of the Foundation Board members present at the meeting. If the General Director is at the same time a member of the Foundation Board, the decision on the issue on competence of the Foundation Board provided for by sub-clause 7.9.4 of clause 7.9 of this Articles of Association shall be made by the members of the Foundation Board without taking into account the vote of the General Director. The attendance of the General Director at the meeting is not taken into account as well when determining the quorum of the Foundation Board's meeting on this issue.
- 7.13. Decisions of the Foundation Board on the approval of a transaction in which there is a conflict of interest (sub-clause 7.9.21 of clause 7.9 of this Charter) shall be adopted by a qualified majority of votes of at least 2/3 of the total number of members of the Foundation Board present at the meeting and not interested in the transaction, in accordance with the procedure established by the laws of the Russian Federation. Interested parties to the transaction do not participate in the voting. For the avoidance of doubt, if all members of the

Foundation Board are interested in the transaction, approval of such transaction is not required.

- 7.14. The Foundation Board is authorized to take decisions if more than a half of the Foundation Board members are present at the meeting or participate in it in an online format. When determining the presence of the quorum and the results of the voting on the agenda items, it is allowed to take into account the written opinion of the Foundation Board member who is not present at the meeting of the Foundation Board. In the absence of a quorum, the meeting of the Foundation Board shall be adjourned, but not more than for fifteen (15) calendar days.
- 7.15. The decisions of the Foundation Board may be made without holding a meeting by online voting (by poll), with the exception of making decisions on the issues listed in sub-clauses 7.9.1–7.9.12 of clause 7.9 of this Charter.
- 7.16. Meetings of the Foundation Board shall be held with the personal attendance of the Foundation Board members. It is allowed to hold a meeting of the Foundation Board by personal attendance in a mixed form (video-conferencing combined with physical presence at the meeting venue), if such a form provides equal opportunities for members of the Foundation Board to participate in the discussion of issues on the agenda and voting, as well as the opportunity for a member of the Foundation Board participating in the meeting of the Foundation Board by video-conferencing to see and hear other members of the Foundation Board and to express his/her position on agenda issues. It is also allowed to hold meetings of the Foundation Board when all members of the Foundation Board are in different premises and are connected to each other by means of video-conferencing or other communication equipment that allows for remote participation of the Foundation Board members in the meeting, including reliable identification of the person participating in the meeting. All persons participating in the meetings of the Foundation Board in the manner set forth in this clause shall be deemed to be attending the meeting of the Foundation Board in person.
- 7.17. Meetings shall be convened by the General Director as necessary, but at least once (1) a year, or on the initiative of the Chairman of the Foundation Board and/or at least two (2) members of the Foundation Board, as well as any member of the Supervisory Board. When convening meetings of the Foundation Board, the General Director or another person, on whose initiative the meeting is convened, shall determine the date, time and venue of the meeting, the agenda of the meeting, as well as a list of information provided to the members of the Foundation Board for the meeting.
- 7.18. A member of the Foundation Board shall notify the General Director in advance by e-mail (unless another format of communication/exchange of messages is determined by the Regulation on the Foundation Board) about the desire to participate in the meeting remotely by means of video-conference in order to ensure the technical possibility of communication. Members of the Foundation Board who participate in the meeting of the Foundation Board by means of video-conferencing are provided with the opportunity to have a continuous access to the meeting and to freely participate in the discussion of issues on the agenda, and the necessary links and access keys to ensure access to the meeting of the Foundation Board by means of video-conferencing are sent to the members of the Foundation Board at least one (1) business day before the date of the relevant meeting by e-mail (unless another format of

communication/exchange of messages is determined by the Regulation on the Foundation Board).

- 7.19. The written opinion of a member of the Foundation Board who is not present at the meeting of the Foundation Board shall be sent to the General Director no later than two (2) business days prior to the date of the meeting of the Foundation Board, and such opinion shall be sent for information to the members of the Foundation Board no later than one (1) business day prior to the date of the meeting, but in any case shall be announced at the meeting of the Foundation Board.
- 7.20. The General Director who is not at the same time a member of the Foundation Board shall attend the meetings of the Foundation Board and shall have the right of advisory vote<sup>1</sup> on the agenda items of the Foundation Board meeting. Online voting is organized by the General Director on his/her own initiative or at the request of any member of the Foundation Board, as applicable. Such voting may be held by exchanging documents by mail, telegraph, teletype, telephone, e-mail or other means of communication that allow to confirm the authenticity and documentary support of the messages sent and received. Request of online voting shall be sent to the General Director for the organization of the said voting. Such a request should include an agenda and a list of information and materials provided to the members of the Foundation Board for online voting. The request must be accompanied by all materials necessary for the members of the Foundation Board to take a decision on the agenda issues.
- 7.21. When organizing online voting, the General Director shall determine and communicate (send) the agenda, the voting deadline, the voting procedure and a list of information and materials provided to members of the Foundation Board for online voting to all members of the Foundation Board by e-mail (unless a different format of communication/exchange of messages is determined by the Regulation on the Foundation Board). The members of the Foundation Board may, prior to voting, familiarize themselves with all the necessary information and materials and make proposals for the inclusion of additional issues on the agenda. If changes are made to the agenda before the voting, the General Director shall notify all members of the Foundation Board of the amended agenda and the voting deadline (if changed) before the voting. If the members of the Foundation Board submit proposals to amend the agenda later than the specified deadline (on the day of voting and later), such proposals are not taken into account when considering and voting on the agenda items.
- 7.22. Decisions of the Foundation Board shall be specified in writing in the minutes of the meeting signed by the Chairman (or the person acting as the Chairman of the meeting) of the Foundation Board and the Secretary of the Foundation Board. When members of the Foundation Board send written opinions, such written opinions shall be attached to the minutes of the meeting of the Foundation Board. The General Director shall take and keep the minutes of the meetings of the Foundation Board.
- 7.23. The minutes shall be drawn up in accordance with the requirements of the laws of the Russian Federation, including the requirements for the execution of the

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<sup>1</sup> For the purposes of this Charter, the “right of advisory vote” shall mean the right to participate in the discussion of items on the agenda of meetings of the Foundation’s bodies, but not to vote on them.

minutes on the results of the in-person voting. The Minutes with respect to the results of online voting shall specify:

- 7.23.1. the deadline until which the documents containing details of voting of the Foundation Board members were accepted;
- 7.23.2. information about persons who have participated in voting;
- 7.23.3. voting results for each agenda item;
- 7.23.4. information about persons who have counted votes;
- 7.23.5. information about persons who signed the minutes.
- 7.24. The Chairman of the Foundation Board is elected from members of the Foundation Board for a period of five (5) years. The General Director may not hold the position of the Chairman of the Foundation Board. The General Director shall be the Secretary of the Foundation Board by virtue of his/her position.
- 7.25. The Chairman of the Foundation Board shall manage (preside) the Foundation Board, shall be its member, and shall chair meetings.
- 7.26. The members of the Foundation Board may decide to authorize another member of the Foundation Board, in addition to the Chairman of the Foundation Board, to sign the minutes of the Foundation Board meeting (minutes on the results of online voting) and documents adopted by the Foundation Board.
- 7.27. If the Chairman of the Foundation Board is not present at a meeting (in online voting) or until the election of such by the members of the Foundation Board, the relevant functions (of the person acting as the Chairman of the meeting) shall be performed by a member of the Foundation Board elected by a qualified majority of at least 2/3 of the votes from among the members of the Foundation Board attending the meeting (participating in online voting).
- 7.28. In order to provide detail on the operating procedures, voting procedure and other issues, the Foundation Board may approve the Regulation on the Foundation Board, which may not contradict the laws of the Russian Federation and this Charter, and shall govern the procedure for convening and holding meetings of the Foundation Board (online voting) on agenda items, and make amendments thereto non-contradicting this Charter.
- 7.29. The Foundation Board meetings may be attended by the members of the Supervisory Board with the right of advisory vote.
- 7.30. The decisions of the Foundation Board shall be binding on the General Director and other employees of the Foundation.

## Chapter 8. GENERAL DIRECTOR

- 8.1. The General Director shall be elected by the Foundation Board for a period of five (5) years. The Chairman of the Foundation Board or another person authorized by the Foundation Board shall enter into an employment contract with the General Director on behalf of the Foundation. A person may be elected to the position of the General Director an unlimited number of times.
- 8.2. The General Director shall manage current operations of the Foundation and shall report to the Foundation Board.

- 8.3. The resolution of issues not falling within the competence of the Foundation Board shall be referred to the competence of the General Director of the Foundation.
- 8.4. The General Director shall have the following powers:
  - 8.4.1. to act without a power of attorney on behalf of the Foundation, including representing the interests of the Foundation in all institutions, organizations and enterprises located both in the Russian Federation and abroad and making transactions subject to the restrictions provided for by the laws;
  - 8.4.2. to represent the Foundation's interests before state authorities, local government bodies, all state and municipal organizations;
  - 8.4.3. to ensure compliance with the decisions of the Foundation Board, implementation of charity programs of the Foundation, implementation of priority areas of activities of the Foundation approved by the Foundation Board;
  - 8.4.4. to convene meetings of the Foundation Board and prepare agenda items for meetings of the Foundation Board;
  - 8.4.5. to convene meetings of the Council for the Endowment Use;
  - 8.4.6. to convene meetings of the Supervisory Board;
  - 8.4.7. to manage the Foundation's assets in accordance with the approved budget (financial plan) of the Foundation within the limits of its competence, as defined by the laws and this Charter;
  - 8.4.8. to ensure the preparation, submission to the authorized state bodies and publication of the statutory reporting of the Foundation;
  - 8.4.9. to organize income-generating activity of the Foundation;
  - 8.4.10. to develop recommendations for the Foundation Board on the Foundation's priority areas of activity, principles, main ways of formation and use of its assets; to develop recommendations on resolving issues related to reputational risks for the Foundation as well as on issues of corporate culture and corporate social policy of the Foundation, including issues on resolving conflicts of interest, anti-corruption rules, to submit such recommendations for consideration and approval by the Foundation Board;
  - 8.4.11. to prepare draft annual reports and annual accounting (financial) statements of the Foundation, annual budget plan (annual financial plan) of the Foundation and proposals for amendments to these documents of the Foundation, to submit them for consideration by the Foundation Board;
  - 8.4.12. to prepare projects of the Foundation's charity programs;
  - 8.4.13. to organize the Foundation's current activities;
  - 8.4.14. to enter into civil contracts and other transactions on behalf of the Foundation (if such transactions in accordance with the laws or this Articles of Association require the approval of the Foundation Board and/or the Council for the Endowment Use, only subject to the approval (permission) of the Foundation Board and/or the Council for the Endowment Use), to acquire and manage the Foundation's assets, to perform other legal actions on behalf of the Foundation with the right to sign payment and other financial documents;
  - 8.4.15. to open and close accounts, holdings and deposits with banks and other credit institutions, including opening a separate bank account for settlements related

to the receipt of funds for the formation and replenishment of endowments, their transfer to the trust management of the management company, the use of revenue from the endowment; to open and close separate personal accounts in the register of holders of securities or separate securities accounts in the depository recording the rights to securities, for recording the rights to securities transferred to the replenishment of the endowment before their transfer to the trust management, as well as for recording the rights to securities included in the endowment when returning assets by the management company; to open and close other accounts and records of the Foundation for use and/or gaining access to financial platforms and digital assets;

- 8.4.16. to accept inheritance (if securities, immovable property are transferred as the inheritance for the replenishment of the endowment by will, the inheritance is accepted only subject to obtaining the approval (permission) of the Council for the Endowment Use);
- 8.4.17. to control the activities of branches and representative offices of the Foundation;
- 8.4.18. to organize the Foundation's accounting and reporting;
- 8.4.19. to issue orders and instructions, approve the staff list of the Foundation, determine the organizational structure of the Foundation;
- 8.4.20. to hire and dismiss the Foundation's employees in accordance with the applicable laws of the Russian Federation;
- 8.4.21. to conclude, change and terminate employment agreements with employees, contracts (agreements) with volunteers, other contracts (agreements) with third parties;
- 8.4.22. to provide incentives to and impose punishments on employees of the Foundation, in accordance with the procedure established by the laws;
- 8.4.23. to approve the Foundation's internal documents, except for the documents that should be approved by the Foundation Board in accordance with this Charter;
- 8.4.24. to issue powers of attorney authorizing their holders to represent the Foundation;
- 8.4.25. to determine the terms of remuneration for the Foundation's employees.
- 8.5. Within the limits of his/her competence, the General Director shall be responsible for:
  - 8.5.1. the failure to submit or untimely submission of annual reports of the Foundation and failure to publish the said reports of the Foundation in press;
  - 8.5.2. the use of the Foundation's assets for other purposes not provided for by this Charter.
- 8.6. It is unacceptable for one person to hold simultaneously the position of the General Director and to be a member of the Supervisory Board, the Foundation's audit and control bodies as well as to be employed to full-time positions in the administration of commercial and non-commercial organizations established by the Foundation. The General Director may not also be a member of the Foundation Board and a member of the Council for the Endowment Use.
- 8.7. The General Director shall act in the best interests of the Foundation reasonably and in good faith. The General Director shall be liable for the losses

caused to the Foundation through his/her fault in accordance with the effective laws of the Russian Federation.

- 8.8. The General Director shall, at the request of the members of the Foundation Board acting in the interests of the Foundation, compensate for losses caused through his/her fault to the Foundation in accordance with the laws of the Russian Federation.

## Chapter 9. SUPERVISORY BOARD

- 9.1. The Supervisory Board shall consist of at least three (3) persons and shall be formed by the Foundation Board for a period of five (5) years. A new member shall be elected to the Supervisory Board by the Foundation Board subject to a written application submitted by the candidate to the position of the General Director. The General Director shall submit the issue of electing a new member to the Supervisory Board for discussion to make a decision at the upcoming meeting of the Foundation Board. The candidate is considered elected to the Supervisory Board from the date the relevant decision is adopted by the Foundation Board.
- 9.2. The powers of the Supervisory Board member shall be terminated in the following cases:
- a) at the written request of such a person to be removed from the composition of the Supervisory Board;
  - b) if such a person is recognized as having limited or no legal capacity;
  - c) if such a person is found guilty of the offence;
  - d) if such a person has become an employee of the Foundation, the General Director or a member of the Foundation Board;
  - e) if the Foundation Board decides to exclude such a person from the Supervisory Board;
  - f) if such a person dies or is recognized as missing or dead in accordance with the established procedure.
- 9.3. A member of the Supervisory Board may resign from the Supervisory Board on the basis of a written application submitted by him/her to the General Director, and shall be deemed to have resigned from the Supervisory Board from the date of the relevant decision taken by the Foundation Board.
- 9.4. Any adult citizen of the Russian Federation who accepts the provisions of this Articles of Association may be a member of the Supervisory Board. The Supervisory Board involves prominent public figures, public officials and representatives of the business community. Persons of reputation and authority who have expressed support for the goals of the Foundation's activities, as well as persons who provide support for the Foundation's activities may become members of the Supervisory Board.
- 9.5. If one or more members of the Supervisory Board are removed (as a result of resignation or otherwise, including the resignation of all members of the Supervisory Board), the candidates for new members (new composition) of the Supervisory Board shall be approved by the Foundation Board.
- 9.6. The Supervisory Board oversees the activities of the Foundation, the decisions taken by the Foundation Board and the General Director, the implementation

of decisions taken, the use of the Foundation's assets, and the Foundation's compliance with the laws of the Russian Federation.

- 9.7. The following issues shall fall within the competence of the Supervisory Board:
- 9.7.1. to contribute fully to the activities of the Foundation to achieve the goals defined in this Charter;
  - 9.7.2. to receive the necessary documents and explanations from the relevant bodies of the Foundation required for the performance of the functions of the Supervisory Board;
  - 9.7.3. to participate in meetings of the Foundation Board with the right of advisory vote;
  - 9.7.4. to conduct audits of the Foundation's activities independently, as well as to raise the issue with the Foundation Board on conducting scheduled and unscheduled audits of the Foundation's operations;
  - 9.7.5. to conclude on the compliance of the Foundation's activities with the provisions of this Charter;
  - 9.7.6. to make comments to the Foundation's bodies on non-compliance of the Foundation's activities with this Articles of Association and/or current laws, on non-compliance with decisions of the Foundation's bodies, on inappropriate spending of the Foundation's funds;
  - 9.7.7. to issue orders to eliminate the identified violations, which shall be binding on the relevant bodies of the Foundation;
  - 9.7.8. to submit recommendations on the organization of work and other issues of the Foundation's activities for consideration by the Foundation Board;
  - 9.7.9. to elect new members of the Foundation Board in accordance with clause 7.7 of this Charter.
- 9.8. The members of the Supervisory Board carry out their activities on a pro bono basis.
- 9.9. The meetings of the Supervisory Board shall be convened by the General Director on the initiative of the Chairman of the Supervisory Board, the members of the Supervisory Board or on the initiative of the General Director himself and shall be held at least once (1) a year. Online voting is organized by the General Director at the request of any member of the Supervisory Board.
- 9.10. The Supervisory Board is authorized to take decisions if more than half of the Supervisory Board members are present at the meeting or participate in it in an online format. When determining the presence of the quorum and the results of the voting on the agenda items, it is allowed to take into account the written opinion of the Supervisory Board member who is not present at the meeting of the Supervisory Board. In the absence of a quorum, the meeting of the Supervisory Board shall be adjourned, but not more than for fifteen (15) calendar days.
- 9.11. The meetings of the Supervisory Board shall be held with the personal attendance of the Supervisory Board members. It is allowed to hold a meeting of the Supervisory Board by personal attendance in a mixed form (video-conferencing combined with physical presence at the meeting venue), if such a form provides equal opportunities for members of the Supervisory Board to participate in the discussion of issues on the agenda and voting, as well as the

opportunity for a member of the Supervisory Board participating in the meeting of the Supervisory Board by video-conferencing to see and hear other members of the Supervisory Board and to express his/her position on agenda issues. It is also allowed to hold meetings of the Supervisory Board when all members of the Supervisory Board are in different premises and are connected to each other by means of videoconferencing or other communication equipment that allows for remote participation of the Supervisory Board members in the meeting, including reliable identification of the person participating in the meeting. All persons participating in the meetings of the Supervisory Board in the manner set forth in this clause shall be deemed to be attending the meeting of the Supervisory Board in person.

- 9.12. A member of the Supervisory Board shall notify the General Director in advance by e-mail (unless another format of communication/exchange of messages is determined by the Regulation on the Supervisory Board) about the desire to participate in the meeting remotely by means of video-conference in order to ensure the technical possibility of communication. The members of the Supervisory Board who participate in the meeting of the Supervisory Board by means of video-conferencing are provided with the opportunity to have a continuous access to the meeting and to freely participate in the discussion of issues on the agenda, and the necessary links and access keys to ensure access to the meeting of the Supervisory Board by means of video-conferencing are sent to such members of the Supervisory Board at least one (1) business day before the date of the relevant meeting by e-mail (unless another format of communication/exchange of messages is determined by the Regulation on the Supervisory Board).
- 9.13. The written opinion of a member of the Supervisory Board who is unable to attend the meeting of the Supervisory Board shall be sent to the General Director no later than two (2) business days prior to the date of the meeting of the Supervisory Board, and such opinion shall be sent for information to the members of the Supervisory Board no later than one (1) business day prior to the date of the meeting, but in any case shall be announced at the meeting of the Supervisory Board.
- 9.14. The decisions of the Supervisory Board shall be taken by a simple majority of votes, except for the issue of the competence of the Supervisory Board provided for in sub-clause 9.7.9 of clause 9.7, the decision on which shall be taken by a qualified majority of at least 2/3 of the votes of the members present at the meeting of the Supervisory Board or participating in online voting (by poll).
- 9.15. The decisions of the Supervisory Board shall be recorded in the minutes of the meeting signed by the Chairman of the Supervisory Board and the Secretary of the meeting. When written opinions are submitted by the members of the Supervisory Board, such written opinions should be annexed to the minutes of the Supervisory Board meeting. The Chairman of the Supervisory Board shall be elected from among the members of the Supervisory Board for a term of five (5) years.
- 9.16. The members of the Supervisory Board shall not be included in the Foundation Board.

## Chapter 10. COUNCIL FOR THE ENDOWMENT USE OF THE FOUNDATION

- 10.1. The Council for the Endowment Use of the Foundation is a collegial body of the Foundation and is created only if the endowment is formed by the Foundation. If the Foundation forms several endowments, it has the right to establish a Council for the Endowment Use for each endowment.
- 10.2. The following issues shall be referred to the competence of the Council for the Endowment Use:
  - 10.2.1. to preliminary approve the annual financial plan of the Foundation and make changes to it in terms of the formation and use of the endowment;
  - 10.2.2. to determine the purpose and goals of the endowment use, unless the donation agreement or the will provides for the specified terms;
  - 10.2.3. to preliminary approve the standard form of the donation agreement concluded with donors during the public fund-raising to form or replenish the endowment;
  - 10.2.4. to approve the internal document defining the procedure for monitoring the implementation of the financial plan of the Foundation, including the procedure and timing for the consideration of incoming complaints, appeals and applications, forms and deadlines for the submission of reporting documents;
  - 10.2.5. to prepare proposals on the necessity and/or relevance of forming a separate Council for the Endowment Use (if the Foundation forms several endowments), as well as proposals on the powers of the Council for the Endowment Use and to submit them to the Foundation Board for consideration and/or approval;
  - 10.2.6. to monitor the implementation of the financial plan of the Foundation and to prepare proposed amendments thereto;
  - 10.2.7. in the cases provided for by the laws, to approve transactions or make decisions related to the formation, replenishment of the Foundation's endowment, including the approval of a donation agreement, on the basis of which securities, immovable property are transferred to replenish the endowment, and a decision to accept an inheritance, which includes the transfer of securities, immovable property under will to replenish the endowment;
  - 10.2.8. other powers provided for by the laws of the Russian Federation regulating the activities of non-profit organizations in the formation/replenishment of the endowment, the use of revenue from the endowment.
- 10.3. Decisions, recommendations, proposals of the Council for the Endowment Use shall be subject to mandatory consideration by the Foundation Board or the General Director of the Foundation, depending on the scope of responsibility. They shall notify the Council for the Endowment Use of the results of the review.
- 10.4. The Council for the Endowment Use is formed from among representatives of the Foundation, representatives of recipients of revenues from the endowment, donors (their representatives), individuals and representatives of legal entities that are of merit to the society, have authority and/or achievements in the field of activities corresponding to the goals of the Foundation. The Council for the Endowment Use may not consist of two (2) or more persons who are representatives of the same legal entity or representatives of different but affiliated legal entities. This limitation does not apply to representatives of the Foundation. Representatives of the Foundation may not have more than one third of seats in the Council for the Endowment Use.
- 10.5. A donor whose donation amounts to more than ten percent (10%) of the carrying amount of the assets constituting the endowment as of the last

reporting date (unless a different amount is established by the current laws) has the right to demand to include him or his representative to the Council for the Endowment Use. In this case, the Foundation Board shall decide on the inclusion of such a donor or his representative in the relevant Council for the Endowment Use within one (1) month from the date of receipt of the relevant request of the donor, provided that such inclusion does not contradict the provisions of this Articles of Association (in particular, clause 10.4) or the current laws.

- 10.6. The Council for the Endowment Use shall consist of at least three (3) members. The General Director may be a member of the Council for the Endowment Use.
- 10.7. The members of the Council for the Endowment Use carry out their activities on a pro bono basis (as volunteers). Upon the decision of the Foundation Board, the members of the Council for the Endowment Use during the performance of their duties may be compensated for the costs associated with participation in its operation.
- 10.8. The term of office of the members of the Council for the Endowment Use is determined by the Foundation Board.
- 10.9. The powers of a member of the Board for the Endowment Use shall be terminated in the following cases:
  - 10.9.1. at the request of such a person to be removed from the composition of the Council for the Endowment Use;
  - 10.9.2. if such a person is recognized as having limited or no legal capacity;
  - 10.9.3. if such a person dies or is recognized as missing or dead in accordance with the established procedure;
  - 10.9.4. if such a person is sentenced to a term of imprisonment;
  - 10.9.5. in the event of the reorganization or liquidation of the legal entity represented by such a person;
  - 10.9.6. in case of removal from the Council for the Endowment Use by the decision of the Foundation Board, taking into account the opinion of the Council for the Endowment Use.
- 10.10. The Chairman of the Council for the Endowment Use shall manage the Council for the Endowment Use and shall be elected by a qualified majority of at least 2/3 of the votes of the members of the Council for the Endowment Use present at the meeting for the entire term of his/her office. The Chairman of the Council for the Endowment Use has the right to attend meetings of the Foundation Board, Supervisory Board of the Foundation with the right of advisory vote.
- 10.11. Meetings of the Council for the Endowment Use shall be convened by the General Director, as applicable, on the initiative of the Chairman of the Council for the Endowment Use, the Chairman of the Foundation Board and/or at least two (2) members of the Foundation Board, the General Director as well as any member of the Supervisory Board or at least 1/3 of the members of the Council for the Endowment Use. When convening meetings of the Council for the Endowment Use, the General Director or another person, on whose initiative the meeting is convened, shall determine the date, time and venue of the meeting, the agenda of the meeting as well as a list of information provided to the members of the Council for the Endowment Use for the meeting. The procedure for holding meetings of the Council for the Endowment Use may be

separately governed by the Regulation on the Council for the Endowment Use of the Foundation approved by the Foundation Board.

- 10.12. The Council for the Endowment Use has the right to take decisions if more than a half of its members (quorum) are present at its meeting. When determining the presence of the quorum and the results of the voting on the agenda items, it is allowed to take into account the written opinion of the member of the Council for the Endowment Use who is not present at the meeting of the Council for the Endowment Use.
- 10.13. The decision of the Council for the Endowment Use is made by an open vote of a qualified majority of at least 2/3 of the votes of the members present at this meeting, provided that a quorum is present, and is made in writing in the form of the minutes signed by the Chairman (or the person acting as the Chairman of the meeting) of the Council for the Endowment Use and the secretary of the relevant meeting (a member of the Council for the Endowment Use or another person may act as the secretary of the meeting). When the members of the Council for the Endowment Use submit written opinions, such written opinions shall be attached to the minutes of the meeting of the Council for the Endowment Use.
- 10.14. Each member of the Council for the Endowment Use has one vote.
- 10.15. Meetings of the Council for the Endowment Use are held with the personal attendance of the members of the Council for the Endowment Use. It is allowed to hold a meeting of the Council for the Endowment Use by personal attendance in a mixed form (video-conferencing combined with physical presence at the meeting venue), if such a form provides equal opportunities for the members of the Council for the Endowment Use to participate in the discussion of issues on the agenda and voting, as well as the opportunity for a member of the Council for the Endowment Use participating in the meeting of the Council for the Endowment Use by video-conferencing to see and hear other members of the Council for the Endowment Use and to express his/her position on agenda issues. It is also allowed to hold meetings of the Council for the Endowment Use when all members of the Council for the Endowment Use are in different premises and are connected to each other by means of videoconferencing or other communication equipment that allows for remote participation in the meeting of the members of the Council for the Endowment Use, including reliable identification of the person participating in the meeting. It is considered that all persons participating in the meetings of the Council for the Endowment Use in the manner described in this clause are attending the meeting of the Council for the Endowment Use in person.
- 10.16. A member of the Council for the Endowment Use shall notify the General Director in advance by e-mail (unless another format of communication/exchange of messages is determined by the Regulation on the Council for the Endowment Use) about the desire to participate in the meeting remotely by means of video-conference in order to ensure the technical possibility of communication. The members of the Council for the Endowment Use participating in the meeting of the Council for the Endowment Use by video-conference are provided with the opportunity to have a continuous access to the meeting and to freely participate in the discussion of the agenda items, and the necessary links and access keys to ensure access to the meeting of the Council for the Endowment Use by video-conference shall be sent to the members of the Council for the Endowment Use before the date of the relevant

meeting by e-mail (unless another format of communication/exchange of messages is determined by the Regulation on the Council for the Endowment Use).

- 10.17. A written opinion of a member of the Council for the Endowment Use who is not present at the meeting of the Council for the Endowment Use shall be sent to the General Director before the date of the meeting of the Council for the Endowment Use, and such opinion shall be sent for information to the members of the Council for the Endowment Use, but in any case shall be announced at the meeting of the Council for the Endowment Use.
- 10.18. In case of dissolution of the endowment by the Foundation, the Council for the Endowment Use shall cease to exercise its powers, unless otherwise provided for by the laws of the Russian Federation.
- 10.19. Other issues related to the activities of the Council for the Endowment Use may be additionally governed by the Regulation on the Council for the Endowment Use of the Foundation approved by the Foundation Board.
- 10.20. If more than one endowment is formed by the Foundation and, in this regard, the creation of an additional Council for the Endowment Use is needed and/or relevant, the procedure for its formation, the requirements for the quantitative and personal composition, the competence, the decision-making procedure are determined by the provisions of this Articles of Association on the Council for the Endowment Use of the Foundation.

## Chapter 11. ASSETS AND REPORTING OF THE FOUNDATION

- 11.1. In accordance with the laws of the Russian Federation, the Foundation may own or otherwise have interest in land, buildings, structures, premises, residential property, equipment, inventory, funds in rubles and foreign currency, securities, information resources and other assets. The Foundation may also own the results of intellectual activity and other intellectual property, subject to the provisions of the laws of the Russian Federation, and independently use and dispose of them in accordance with the goals of the Foundation's activities and in accordance with the laws of the Russian Federation. The Foundation has the right to form and replenish the endowment in terms of its assets.
- 11.2. Sources of formation of the Foundation's assets:
  - 11.2.1. The main source of formation of the Foundation's assets is revenue received from the assets of the Foundation, including from the endowment(s) of the Foundation.
  - 11.2.2. The sources of formation of the Foundation's assets are also as follows:
    - 11.2.2.1. non-operating revenues, including revenue from bonds, other securities, from the placement of funds in bank deposit accounts, as well as interest on balances in the accounts of the Foundation;
    - 11.2.2.2. revenues from the Foundation's income-generating activities permitted by the laws;
    - 11.2.2.3. works and services of volunteers;
    - 11.2.2.4. revenues from the activities of business entities established by the Foundation or the business entities in which the Foundation is a member;

- 11.2.2.5. proceeds from the sale of goods, works, services.
- 11.2.3. The sources of formation of the Foundation's assets may be as follows:
  - 11.2.3.1. non-repayable receipts, grants, donations, including special-purpose ones, provided to the Foundation by individuals and legal entities in cash and in kind;
  - 11.2.3.2. proceeds from activities to attract resources by any means in accordance with the laws of the Russian Federation (including through campaigns to attract donors and volunteers, comprising the organization of entertainment, cultural, sports and other mass events, campaigns to collect charitable donations, holding auctions in accordance with the laws of the Russian Federation, the sale of assets, including those received from donors in accordance with their wishes);
  - 11.2.3.3. other proceeds not prohibited by the laws of the Russian Federation.
- 11.3. The Foundation may enter into any transactions in respect of assets owned or possessed by it on the basis of other proprietary law that do not contradict the laws of the Russian Federation, this Charter, the intended purpose and correspond to the statutory goals of the Foundation.
- 11.4. The Foundation shall ensure public access, including media access, to its annual reports. The Foundation shall publish reports on the use of its assets. The method to ensure public reporting on the use of the Foundation's assets and its structure are determined by the Foundation Board in accordance with the current laws of the Russian Federation.
- 11.5. When forming and using the endowment, the Foundation shall prepare and approve the annual report on the formation and use of the endowment, on the distribution of revenues from the endowment no later than six (6) months after the end of the reporting year (unless another period is established by the laws). If the Foundation has formed several endowments, the said annual report shall be prepared for each formed endowment.
- 11.6. The annual report on the formation and replenishment of the endowment, on the use, on the distribution of revenues from the endowment shall be prepared and published by the Foundation on the Internet website used by the Foundation to place information, in the manner and terms established by the laws of the Russian Federation, unless otherwise provided for by the laws.
- 11.7. In cases and in accordance with the procedure stipulated by the laws of the Russian Federation, the Foundation shall keep accounting and tax records, prepare and submit reports to state bodies in the form and in accordance with the procedure established by the laws of the Russian Federation.
- 11.8. Independent mandatory audit of the accounting statements of the Foundation shall be carried out in accordance with the requirements of the laws of the Russian Federation.
- 11.9. The size and structure of the Foundation's revenue as well as the information on the size of the Foundation's assets, expenses, the number of employees, the remuneration for their work, the use of uncompensated labor of individuals in the activities of the Foundation may not be a commercial secret, except in the cases provided for by the laws of the Russian Federation.

- 11.10. In order to implement the state, social, economic and tax policy, the Foundation is responsible for the safety of documents (administrative, financial and economic, personnel, etc.); permanent records of scientific and historical importance shall be transferred to the national archives at the location of the executive body of the Foundation or other archives established by the laws; the Foundation shall store and use the documents on personnel in the prescribed manner.
- 11.11. At the location of the sole executive body, the Foundation shall keep the following documents:
  - 11.11.1. the certificate of state registration of the Foundation;
  - 11.11.2. the Articles of Association of the Foundation;
  - 11.11.3. minutes of the meeting of the Foundation Board and the Supervisory Board, and, in case the endowment(s) is/are formed, minutes of the Council(s) for the Endowment Use;
  - 11.11.4. orders;
  - 11.11.5. business and other civil contracts;
  - 11.11.6. accounting documents;
  - 11.11.7. other documents required to be stored by the laws of the Russian Federation.

## Chapter 12. ENDOWMENT OF THE FOUNDATION

- 12.1. The Foundation has the right to form the endowment(s), replenish the endowment(s) and use the revenues from the endowment(s) and/or part of the donations received for the formation and/or replenishment of the endowment(s) for the goals established by this Articles of Association, taking into account the requirements and restrictions provided for by the current laws, unless otherwise established by the laws of the Russian Federation, this Articles of Association.
- 12.2. The Foundation forms and replenishes one or more endowments. The Foundation has the right to form and replenish several endowments on the basis of separate donation agreements, wills and on other grounds, if the donation agreement determines different goals for the formation of the endowment, and in other cases provided for by the laws. The endowment shall have a distinguishing designation identifying it among other endowments of the Foundation.
- 12.3. The Foundation is the owner of the endowment(s) formed by it.
- 12.4. The Foundation independently manages its own assets, subject to the following provisions:
  - 12.4.1. The Foundation is not entitled to transfer its own assets to form its endowment (replenish its formed endowment), except in the cases provided for by the laws of the Russian Federation.
  - 12.4.2. The assets received by the Foundation to form and/or replenish the endowment, taking into account the requirements, restrictions and opportunities established by the laws, are transferred to the trust management by the management company in the manner and within the terms stipulated by the current laws. When selecting a management company, the Foundation shall be guided by the requirements set out in the laws of the Russian Federation.

- 12.4.3. The Foundation is not entitled to use and dispose of assets received for the formation and/or replenishment of the endowment under a donation agreement, under a will, on other grounds provided for by the laws, or returned by the management company in connection with the termination of the trust management agreement, before its transfer to the trust management by the management company, except for the cases provided for by the laws.
- 12.4.4. If the donation agreement does not provide a specific purpose and/or goals of using the revenue from the endowment, the period for which the endowment is formed, the specific purpose and/or goal of using the revenue from the endowment are determined by the Council for the Endowment Use of the Foundation in the manner determined by the laws and the Articles of Association of the Foundation.
- 12.4.5. After the endowment(s) is/are formed, the Foundation may carry out paid activities only subject to the requirements established by the laws of the Russian Federation. After the dissolution of the endowment, this restriction does not apply.

### Chapter 13. TERMINATION OF THE FOUNDATION'S OPERATIONS

- 13.1. The Foundation's operations may be terminated by liquidation. The liquidation of the Foundation is carried out in the manner prescribed by the current laws of the Russian Federation.
- 13.2. The reorganization of the Foundation is not allowed.
- 13.3. The decision to liquidate the Foundation may be taken only by a court upon request of interested parties (including a member/members of the Foundation Board and the Supervisory Board, the General Director).
- 13.4. The Foundation may be liquidated:
  - 13.4.1. if the assets of the Foundation are insufficient for the implementation of its goals and there is no real chance of obtaining the necessary assets;
  - 13.4.2. if the goals of the Foundation cannot be achieved and the necessary changes to the goals of the Foundation cannot be made;
  - 13.4.3. if the Foundation in its activities deviates from the goals provided for by this Charter;
  - 13.4.4. in other cases provided for by federal laws.
- 13.5. If the Foundation is liquidated, its assets remaining after the satisfaction of creditors' claims shall be used for the goals specified in this Charter.
- 13.6. The assets constituting the endowment are used for a specific purpose and/or for the goals determined by the donation agreement or will, and in cases where the donation agreement or will does not provide for a specific purpose and/or goals, for a specific purpose and/or for goals determined by the decision of the Council for the Endowment Use of the Foundation.
- 13.7. If the Foundation is liquidated, permanent records of scientific and historical significance shall be transferred to the national archives at the location of the executive body of the Foundation, or other archives established by the laws, documents on personnel (orders, personal files and accounting cards, personal accounts, etc.) shall be transferred for storage to the archive of the administrative district where the Foundation is located. The documents are

transferred and arranged by and at the expense of the Foundation in accordance with the requirements of the archival authorities.

- 13.8. The liquidation of the Foundation is considered complete, and the Foundation is deemed ceased to exist after entering information on its termination in the Unified State Register of Legal Entities.

#### Chapter 14. PROCEDURE FOR AMENDING THE CHARTER

- 14.1. This Articles of Association shall be amended by the relevant decision of the Foundation Board. If the Foundation Board does not take a decision to amend this Charter, and the Articles of Association in its unchanged form entails consequences that could not be foreseen at the time of the establishment of the Foundation, the court shall be entitled to amend this Articles of Association as requested by the Supervisory Board.
- 14.2. Amendments to this Articles of Association shall be subject to state registration. State registration of the amendments shall be carried out in accordance with the procedure established by the current laws of the Russian Federation.
- 14.3. Amendments to this Articles of Association shall enter into force on the date of their state registration.
- 14.4. If one or more provisions of this Articles of Association become invalid or unenforceable, the remaining provisions of the Articles of Association shall not be affected.