

Approved
by resolution of the General Meeting
of Shareholders of ISII CC
dated 28 April 2022
Minutes No. 4
dated 23 May 2022

**ARTICLES OF
ASSOCIATION**
of the Consumers' Co-Operative
**Introduction by the Society of Inventions of Innovators
(ISII)**

1. *GENERAL PROVISIONS*

1.1. Introduction by the Society of Inventions of Innovators Consumers' Co-Operative (ISII CC), hereinafter referred to as the Consumers' Co-Operative, has been established for purposes of introducing and developing the inventions and innovations with the help and support from the Society (of individuals and legal entities), and shall exist in accordance with the Constitution of the Russian Federation, the Civil Code of the Russian Federation, the Federal Law of the Russian Federation No. 3085-1 dated 19 June 1992 "On Consumers' Co-Operatives (Consumers' Societies and Their Unions) in the Russian Federation (as amended by the Federal Laws No. 97-FZ dated 11/07/1997, No. 54-FZ dated 28/04/2000, No. 31-FZ dated 21/03/2002, etc.), other legislative instruments of the Russian Federation, its own Articles of Association and the internal documents of the Consumers' Co-Operative adopted on the basis of its Articles of Association.

1.2. The Consumers' Co-Operative shall be a non-profit organisation, a voluntary association of individuals and legal entities established on the basis of membership by combining its Shareholders' property share contributions for purposes of satisfying the financial and other needs of its members.

1.3. The Consumers' Co-Operative shall be deemed established (incorporated) as a legal entity with effect from the moment of state registration thereof, following which it may acquire in its own name property and non-property rights, incur obligations, sue and be sued.

1.4. The Consumers' Co-Operative shall have its own balance sheet, an independently approved budget (estimate), settlement and other accounts with banks, a round seal, a letterhead stamp and a letterhead, and may have its own emblem and other symbols registered in a manner prescribed by the law.

1.5. Full business name of the Consumers' Co-Operative in the Russian language: Потребительский Кооператив Внедрение Обществом Изобретений Рационализаторов «ВОИР».

1.6. Abbreviated business name of the Consumers' Co-Operative in the Russian language: ПК «ВОИР».

1.7. Place of registration of the Consumers' Co-Operative: Russia, Yaroslavl Region, city of Yaroslavl.

2. *BASIC DEFINITIONS*

2.1. Shareholder – an individual or a legal entity that has paid its admission fee and made its share contribution, that has been admitted to the Consumers' Co-Operative in a manner envisaged by the Articles of Association and is a member of the Consumers' Co-Operative.

2.2. Co-Operative Member Group – a part of the Consumers' Co-Operative created on an area or production basis under a resolution of the general meeting of the Shareholders of the Co-Operative Member Group of the Consumers' Co-Operative or under the relevant Regulations approved by the Supervisory Board of the Consumers' Co-Operative.

2.3. Authorised Representative of the Consumers' Co-Operative – a Shareholder elected at a meeting of the Shareholders of the co-operative member group who has been empowered to resolve the issues at the general meeting of authorised representatives of the Consumers' Co-Operative. Such representative shall be a liaison between the Consumers' Co-Operative and the Shareholders and shall arrange the activities of the Consumers' Co-Operative within the co-operative member group. The representation quota for the authorised representatives of the Consumers' Co-Operative and their rights and obligations shall be determined by these Articles of Association or the Regulations approved by the Supervisory Board of the Consumers' Co-Operative.

2.4. Supreme Body of the Consumers' Co-Operative – the general meeting held in the form of the general meeting of Shareholders of the Consumers' Co-Operative or in the form of the general meeting of authorised representatives of the consumer's co-operative. The general meeting may be convened to resolve the co-operative issues and tasks in an electronic format of polls and votes using the Internet, SMS or other electronic devices allowing to identify the Shareholders and record their resolution.

2.5. Representatives of the Consumers' Co-Operative in Unions of Consumers' Societies – the Shareholders elected at the general meeting of the Consumers' Co-Operative to participate in the work of general meetings of representatives of consumers' co-operatives within the unions, where this Consumers' Co-Operative is a member.

2.6. Admission Fee – an amount of money used to cover the expenses associated with the Shareholder's admission to the Consumers' Co-Operative.

2.7. Share Contribution – a property contribution by a Shareholder to the share fund of the Consumers' Co-Operative made in the form of money, securities, a land plot or a farmland allotment, other property, or property or other rights having a monetary value.

2.8. Membership Contribution – a property contribution by a Shareholder for maintenance and statutory activities of the Consumers’ Co-Operative made in the form of money, securities, other property, or property or other rights having a monetary value. The Membership Contribution shall be non-refundable.

2.9. Special Purpose Membership Contribution – a property contribution by the Shareholder for maintenance and statutory activities of the Consumers’ Co-Operative in accordance with the conditions of special purposes programmes of the Consumers’ Co-Operative or resolutions of the Supervisory Board or the agreements entered into between the Shareholder and the Consumers’ Co-Operative made in the form of money, securities, other property, or property or other rights having a monetary value. The Special Purpose Membership Contribution shall be non-refundable.

2.10. Share Fund – a fund comprising the share contributions made by the Shareholders upon establishment of the Consumers’ Co-Operative, admission of new Shareholders to the Consumers’ Co-Operative, and in the course of the day-to-day activities of the Consumers’ Co-Operative and being one of the sources for formation of the property of the Consumers’ Co-Operative. The procedure for formation and use of the share fund shall be determined by the Regulations on the Property and Funds of the Consumers’ Co-Operative.

2.11. Reserve Fund – a fund intended to cover the losses from extraordinary circumstances which shall be formed and used in accordance with the Regulations on the Property and Funds of the Consumers’ Co-Operative.

2.12. Non-Distributable Fund – a part of the property of the Consumers’ Co-Operative which may not be distributed between the Shareholders and which shall be formed and used in accordance with the Regulations on the Property and Funds of the Consumers’ Co-Operative.

2.13. Participation in the Business of the Consumers’ Co-Operative – provision of goods, property, products, services to the Consumers’ Co-Operative, as well as receipt of goods, property, products, services within the Consumers’ Co-Operative, use of opportunities of the Consumers’ Co-Operative, attraction of new Shareholders to the Consumers’ Co-Operative, participation in the business transactions as a consumer, manufacturer, supplier or a representative/intermediary.

3. THE STATE AND THE CONSUMERS’ CO-OPERATIVE

3.1. The governmental authorities and local self-government authorities may not interfere with the business, financial and other activities of the Consumers’ Co-Operative, except as otherwise envisaged by the laws of the Russian Federation.

3.2. The relations between the Consumers’ Co-Operative and the relevant executive authorities shall be determined by agreements.

3.3. The Consumers’ Co-Operative shall independently develop the special purpose programmes for its economic and social development.

3.4. The instruments of the governmental authorities or the instruments of the local self-government authorities violating the rights of consumers’ co-operatives may be declared invalid in a manner envisaged by the legislation of the Russian Federation.

3.5. Any losses caused to the consumers’ co-operative as a result of illegal acts of the governmental authorities, local self-government authorities and their officials shall be reimbursed in a manner envisaged by the legislation of the Russian Federation.

3.6. The Consumers’ Co-Operative shall cooperate with the governmental authorities and local self-government authorities in implementing its programmes and projects and by participating in the implementation of the governmental and municipal programmes and projects based on their membership in the Consumers’ Co-Operative and/or execution of Contracts and Agreements.

4. BASIC PRINCIPLES OF ESTABLISHMENT AND ACTIVITIES OF THE CONSUMERS’ CO-OPERATIVE

4.1. The Consumers’ Co-Operative shall be established by paying the admission fees and making the share contributions by Shareholders, and shall carry out the activities aimed at satisfying the financial and other needs of its members, i.e. the Shareholders.

4.2. The Consumers’ Co-Operative shall be formed and shall carry out its activities based on the following principles:

4.2.1. Voluntary decision to become a member of the Consumers’ Co-Operative and voluntary decision to withdraw from the Consumers’ Co-Operative.

4.2.2. Obligatory nature of the admission fee, minimum share and membership contributions (monthly, quarterly or annual).

4.2.3. Democracy in the management of the Consumers' Co-Operative (one Shareholder shall have one vote, mandatory reporting to the general meeting of the consumers' co-operative by other management and control bodies, freedom of membership in the elective bodies of the Consumers' Co-Operative).

4.2.4. Mutual assistance and a guarantee of the consumer benefits to the Shareholders participating in the business or other activities of the Consumers' Co-Operative.

4.2.5. Availability of information on the activities of the Consumers' Co-Operative to all Shareholders.

4.2.6. Care about improvement of the cultural level of the Shareholders.

5. CONCEPT, OBJECTIVES, TASKS AND SCOPE OF ACTIVITIES OF THE CONSUMERS' CO-OPERATIVE

5.1. The concept of the Consumers' Co-Operative is: - Accumulation of property of consumers using the funds from production facilities, consumed goods, works and services, through co-organisation, consolidation of cash and other property resources into purchasing, investment, suretyship and other share-based pools, formation of organisational, information, investment, procurement, distribution, exchange, production and other infrastructure and systems of the Consumers' Co-Operative, mastering and improving the organisational, mediation, financial, business, taxation and other mechanisms for consumer cooperation, capitalisation of costs and the consumer benefits, consistent reduction of wholesale, banking and other intermediary links with access to direct interaction with suppliers and manufacturers in the commodity, investment, credit, suretyship and other fields, integration thereof into the system of organisations of consumer cooperation with subsequent participation in their authorised capitals.

5.2. The objectives of the Consumers' Co-Operative are:

- 1) Association of individuals and legal entities, as well as public associations, inventors, efficiency experts, self-employed authors, patent holders, and other persons promoting technical creativity and progress for the joint solution of tasks to implement and develop innovations and inventions of both Russian and foreign inventors, and innovators to ensure consumer benefit for the Shareholders of the Consumers' Co-Operative;
- 2) Satisfaction of financial and other needs of the member Shareholders of the Consumers' Co-Operative for innovative products, innovative goods, works and services as well as products, goods, works and services;
- 3) Receipt by the Shareholders of the Consumers' Co-Operative of the consumer benefits and social benefits implemented through the activities of the Consumers' Co-Operative;
- 4) Preservation of the ownership of the Shareholders of the Consumers' Co-Operative of the means of production, goods, works and services consumed by them;
- 5) Increasing the welfare, quality of consumption and standard of living of the Shareholders of the Consumers' Co-Operative who are consumers of goods, works and services;
- 6) Ensuring economic viability and competitiveness of the Shareholders of the Consumers' Co-Operative who are suppliers and manufacturers of goods, works and services;
- 7) Establishment of a system for urban consumer cooperation as a separate sector of urban economy.

5.3. The main tasks of the Consumers' Co-Operative:

- 1) Helping the Shareholders of the Consumers' Co-Operative in implementing their plans to introduce, commence production and develop their inventions and innovations through cooperation among the member Shareholders of the Consumers' Co-Operative;
- 2) Expansion of the social framework, promotion of co-operative ideas based on the international cooperation principles, informational and educational work, in particular training in the basics of the consumers' co-operative system, and increasing the number of Shareholders of the Consumers' Co-Operative on this basis and expansion of types, spheres and territories of its activities;
- 3) Improvement of the regulatory and special purpose programme system: elaboration of development strategies and plans, legal, financial, organisational and other innovative mechanisms for business activities, regulations on special purpose consumer programmes (projects and operations) and structural units, mediation;
- 4) Establishment of a network of Shareholders of the Consumers' Co-Operative and structural units implementing the special purpose consumer programmes (projects and operations): special purpose associations and special purpose share-based associations, co-operative member groups, branches and representative offices, organisations within the consumer cooperation system;
- 5) Establishment of an infrastructure for movement of goods and cash: organisational, logistics, production, trading, financial, social, etc.;
- 6) Establishment of a set of co-operative systems: management, planning, accounting, record keeping of members of the Consumers' Co-Operative, their share and special purpose contributions; recruiting; information and reference; consulting and expert; advertising and marketing; receiving and processing of orders; collection of contributions; consolidation of funds, property and resources; formation of prepaid consumer, investment and other

pools; procurement, purchase, obtaining for use, rent, share-based instalment, production, transportation, storage and distribution of products, goods, works and services; exchange and return of shares and share-based products; issue and circulation of bills and securities; legal support of activities, protection of civil and consumer rights, including through mediation; protection of property and preservation of property, protection and safety of activities; obtaining and providing pledges, guarantees and sureties; property, medical and other insurance; pension provision; off-budget financing; borrowings, investments, and advances; investment and innovation activities; mutual provision of products, goods, works and services; joint use of property; additional education and staff training, financial incentives, encouragement and assistance; support for small and medium-sized businesses, social support for the population, supplementing the governmental support, etc.;

7) Providing the Shareholders of the Consumers' Co-Operative with products, goods, works and services, in particular: computers and copying equipment, consumables; home and office furniture and services for repair thereof; warehouse equipment; trade and cash equipment, services for repair thereof; clothing and footwear, services of dress-makers and workshops for repair thereof; jewellery and related services; mediation services; construction goods, materials, equipment and services; educational materials, equipment and services; sports and health products and services; works of art and applied art; household chemicals; housing, country houses, garages, production and office premises, land shares and plots; fuels and lubricants; cars, trucks and special vehicles, snowmobiles and motorcycles, units and spare parts for them; car repair and roadside assistance service; taxi, freight and other transport services; boats, motor boats and yachts, outboard motors and spare parts for them, services for maintenance and repair thereof; food and drinking water; electricity, gas, water and housing and utility services; tourist goods and services; medical and pharmaceutical goods and services; laundry and dry cleaning services; compound feed and fertilizers, horticultural tools and equipment, seeds and sprouts, agricultural tractors and other equipment; books, magazines and newspapers, printing services; paper and stationery; photo and video services; provision of advertising services; storage facilities and related services; other goods, works and services to meet the needs of members of the Consumers' Co-Operative.

8) Provision to the Shareholders of the Consumers' Co-Operative who are legal entities of the following opportunities offered by the Consumers' Co-Operative: tax regime optimisation, including savings on the unified social tax, value added tax, income and sales tax; optimisation of business activities, including management of fixed assets, protection and preservation of the property complex and ownership, simplification the business scheme, creation of related special purpose share-based associations, Co-Operative Member Groups and Branches integrating joint investment activities of suppliers and consumers of products, goods, works in a tax-free regime and services, expansion of the circle of legitimate business participants without the need for state registration; optimisation of financial activities, including assignment/purchase of property (immovable property, shares, bonds, etc.) without any purchase and sale transactions, share-based financing in the form of mortgage without any pledge agreement, restructuring of the balance and debts, capitalisation of profits and costs, minimisation of lost profit, reduction of expenses, reduction of cost of products, goods, works and services, legalisation of turnover of property and cash, improvement of the investment attractiveness of business entities, change of the legal regime for cash and other property from private to co-operative, and the related taxation regime and payments associated with the maintenance and operation thereof; protection of property against attachment or forfeiture; protection of interests of personnel;

9) Reduction and capitalisation of consumer costs of the Shareholders of the Consumers' Co-Operative;

10) Accumulation and capitalisation of the consumer benefits by the Shareholders of the Consumers' Co-Operative;

11) Creation of new jobs for the Shareholders of the Consumers' Co-Operative, engagement thereof into the business activities of the Consumers' Co-Operative as arrangers, investors, creditors, sureties, suppliers and consumers of products, goods, works and services;

12) Development and integration of farm households and agro-industrial entities into the system of consumer cooperation of the Consumers' Co-Operative;

13) Development of traditions of mutual assistance and self-organisation directly affecting the property and consumer interests of the Shareholders of the Consumers' Co-Operative and their families.

5.4. The scope of activities of the Consumers' Co-Operative shall be any types of activities carried out in the best interests of the member Shareholders of the Consumers' Co-Operative and not prohibited by the legislation of the Russian Federation. The Consumers' Co-Operative shall obtain licences for the licensed types of activities in accordance with the legislation of the Russian Federation.

5.4.1. To implement the concept, achieve goals and solve the tasks, the Consumers' Co-Operative, in particular, may carry out the following activities: production of fuels and lubricants, growing potatoes, cabbage, beets, carrots, cereals, berries and other crops; breeding of cattle, horses, deer, pigs, goats, rabbits and fur-bearing animals, bees; provision of services in the field of crop production and animal breeding; collection of wild herbs, mushrooms and

berries, hunting, fishing and fish farming, provision of services in these areas; extraction of gravel, sand and clay, development of gravel and sand quarries; production of mineral waters and soft drinks, finished food products and preparations for production thereof; production of clothing, hats and footwear; dressing and dyeing of fur, production of accessories and fur products; logging, wood processing, production of lumber, wooden building structures, including prefabricated wooden buildings, joinery, provision of services in these areas; advertising, publishing and printing activities, replication of recorded media; production of bricks, cement, building materials, gypsum, lime, concrete, products made of them; provision of services for the installation, repair and maintenance of industrial and domestic refrigeration, heating and ventilation equipment, machine tools, machines for agriculture and forestry, including wheeled tractors, machines for the textile, clothing and leather industries; provision of services for the installation, erection, repair, maintenance and repair of electric motors, generators and transformers, electrical distribution and control equipment, electrical equipment, television and radio transmitters, radio, television, sound recording and sound reproducing equipment and video equipment, medical equipment and machines, office equipment; professional photo and film equipment and optical instruments, sports and tourist (pleasure) boats, their motors and equipment; production and repair of home, office and industrial furniture; production and repair of jewellery; preparation of a construction site, construction of buildings and structures, general construction works, installation of engineering equipment for buildings and structures, finishing works, rental of construction machines and equipment; wholesale and retail trade in all types of food and industrial goods; motor fuel, technical oils and liquids, vehicles and motorcycles, parts, assemblies and accessories to them, maintenance and repair thereof, technical inspection; services of wholesale agents; retail trade outside stores, in stalls and markets, based on orders, by mail, through teleshops and computer networks; repair of footwear, household electrical items, radio, television, audio and video equipment, household electrical items, watches and jewellery, other household products and personal items; services of hotels, children's health camps, tourist bases and campsites, sanatoriums, boarding houses and rest houses; services of restaurants and cafes, canteens, including canteens at schools, enterprises and institutions, supply of school and catering products; taxi services, passenger and freight transportation; services of air, rail, water cargo and passenger transport; organization of transportation of goods, storage and warehousing of goods; operation of garages, parking lots for vehicles and bicycles; services of travel agencies; courier services; services in the field of telecommunications, wire and cellular telephone communications, the Internet, transmission and distribution of television and radio broadcasting programmes; monetary and financial intermediation, financial leasing, provision of credit, consumer credit, loans, including loans and loan facilities secured by property, services of pawnshops, investments in securities and property, services of dealers, conclusion of swaps, options and other exchange transactions, securities management activities, activities determining mutual obligations, issuing activities, advising on financial intermediation, providing services for the storage of valuables, depository activities, services of holding companies in the field of financial intermediation, services of savings banks; life, financial risks, property, liability, accident and illness insurance, non-state pension provision, voluntary medical insurance; purchase, sale, lease, rental of residential and non-residential immovable property, non-residential buildings and premises, land plots, provision of intermediary services in the assessment, purchase, sale and lease of immovable residential and non-residential property, services of immovable property agents, immovable property management, operation of residential and non-residential housing stock; rental of automobile, water and air vehicles and equipment, agricultural, construction machines and equipment, office and computers machines and equipment, commercial equipment; rental of television, audio and video equipment, furniture, household appliances, inventory and equipment for leisure and recreation, musical instruments, other household products and personal items; activities related to the use of computer technology, its hardware and information technology, software development, creation and use of databases and information resources, maintenance and repair of office machines and computer technology, consulting in these areas; services in the field of law, accounting and auditing, advising on non-commercial and commercial activities, enterprise management, researching market conditions and identifying public opinion, managing financial and industrial groups and holding companies; services in the field of architecture and design, engineering design in industry and construction; provision of selection and recruitment services; cleaning and washing of industrial and residential premises, equipment and vehicles; additional education (at schools and vocational education), training in preparatory courses, training of vehicle drivers; medical and dental practice, other healthcare services; veterinary services; provision of social services; services in the field of broadcasting and television; services for the organization of tourism, recreation and entertainment; services of news agencies; services in the field of sports; laundry, dry cleaning and dyeing of textile and fur products, provision of services by hairdressers and beauty salons; physical culture and health-improving activities, provision of other personal services; provision of housekeeping services;

6. POWERS OF THE CONSUMERS' CO-OPERATIVE

6.1. In accordance with its statutory goals and objectives, the Consumers' Co-Operative shall have the following powers:

- 1) Hire employees, determine the methods (including share-based labour compensation) and amount of their labour compensation in accordance with the labour legislation of the Russian Federation and the internal regulations of the Consumers' Co-Operative;
- 2) Enter into Contracts (Treaties, Agreements), effect transactions and prepare legal deeds with Russian and foreign legal persons;
- 3) Carry out business, financial, investment and other activities aimed at satisfaction of the needs of the Shareholders of the Consumers' Co-Operative for cash, products, goods, works and services;
- 4) Independently develop programmes for its economic and social development;
- 5) Participate in business companies and co-operatives, institutions and organisations, be a limited partner at limited partnerships;
- 6) Have co-operative member groups, representative offices and branches of the Consumers' Co-Operative, including abroad, establish business companies, institutions, organisations of consumer cooperation, vest them with fixed and working assets at the expense of its own property and determine the procedure for their activities, and exercise its rights in a manner envisaged by the legislation of the Russian Federation;
- 7) Build, acquire, assign, lease and lease out, rent out and provide for sub-rent, accept and provide for use to the Shareholders of the Consumers' Co-Operative various movable and immovable property, fixed production and non-production assets, acquire property and non-property rights;
- 8) Own and use land and other natural and other resources;
- 9) Establish, within its scope of competence, the rules binding on the member Shareholders of the Consumers' Co-Operative, improve its organisational and legal structure, infrastructure, systems and networks, and business mechanisms of operation;
- 10) Establish the types, purpose, amount, regular time intervals, procedure and time limits for payment, return, transfer, exchange, distribution and use of contributions in the Consumers' Co-Operative;
- 11) Receive, transfer and refund the contributions, payments and settlement amounts in electronic payment systems applicable in the Consumers' Co-Operative;
- 12) Develop and implement special purpose consumer programmes, projects and operations in order to satisfy the entire range of the needs of the Shareholders of the Consumers' Co-Operative, so that they could receive consumer benefits and improve competitiveness;
- 13) Establish co-operative member groups, special purpose associations and special purpose share-based associations for implementation of special purpose programmes (projects and operations) by the Shareholders of the Consumers' Co-Operative, vest them with property and create special purpose, special purpose share-based and other funds for them;
- 14) Establish a share fund, share fund of special purpose share-based associations, special purpose association fund, a fund for investments, share-based instalments, exchange of property, development, consumption, mutual aid, loan and savings, insurance, pension, reserve, non-distributable, for development of consumer cooperation and other special purpose funds of the Consumers' Co-Operative, redistribute cash between them, distribute cash of the funds among the Shareholders of the Consumers' Co-Operative, exchange property and other shares of identical funds among the Shareholders of the Consumers' Co-Operative and with other consumers' co-operatives;
- 15) Freely move and transfer property between offices, branches, representative offices, organisations of consumer cooperation, co-operative member groups, special purpose share-based and special purpose associations of the Consumers' Co-Operative, irrespective of their territorial location and place of registration, including abroad, for performance of their statutory activities;
- 16) Enter into business contracts with full authority, enter into agency and other intermediary transactions on behalf of, at the expense of and in the interests of the Shareholder of the Consumers' Co-Operative, with legal entities and individual entrepreneurs for purchase, transportation, storage, delivery of goods, and for performance of other acts associated with satisfying the needs of the Shareholders of the Consumers' Co-Operative and their families for immovable and movable property, products, goods, works and services;
- 17) Carry out, on behalf and at the expense of the Shareholders of the Consumers' Co-Operative, their individual and collective orders to satisfy their needs for products, goods, works and services;
- 18) Raise money from members of the Consumers' Co-Operative, other individuals and legal entities as deposits, loans and investments;
- 19) Invest, lend, grant advances to the Shareholders of the Consumers' Co-Operative, grant them loans and loan facilities, sureties and guarantees for their obligations;
- 20) Carry out fee-based and gratuitous transactions with movable and immovable property, transfer the property to the Shareholders of the Consumers' Co-Operative for temporary or permanent (perpetual), fee-based or gratuitous

use, rent, lease, on the basis of share-based instalments and into operational (trust) management, as well as ownership, including in instalments;

21) Exchange property share contributions among the Shareholders of the Consumers' Co-Operative, return the share, special purpose share and refundable special purpose share contributions to the members of the Consumers' Co-Operative in cash or as other property as they wish or as may be agreed upon with them;

22) Issue, transfer, purchase, pledge stock, shares, interests, bills of exchange, money, securities and their derivatives, and carry out all types of fund transactions with them, in particular on behalf and at the expense of the Shareholders of the Consumers' Co-Operative;

23) Form an internal market for circulation of shares, share-based participation interests, share-based products and personal obligations between the Shareholders of the Consumers' Co-Operative;

24) As part of the business relations with the Shareholders of the Consumers' Co-Operative, terminate the obligations of the parties in whole or in part by offsetting a mutual similar claim, confusion of debts, by novation – an agreement between the parties to replace the original obligation that existed between them with another obligation between the same persons, providing for a different subject matter or performance method;

25) Direct the income received both for statutory activities and for distribution to the Shareholders of the Consumers' Co-Operative and for commercial activities;

26) Carry out entrepreneurial activities insofar as they serve to achieve the objectives for which the Consumers' Co-Operative is established;

27) Involve other legal entities and individuals in joint financial and business activities to carry out joint projects, works, including involvement of domestic and foreign specialists on a contractual basis and formation of temporary creative teams;

28) Enter into Insurance Contracts in the name of and on behalf of the Shareholders of the Consumers' Co-Operative as an agent;

29) Compensate the Shareholders of the Consumers' Co-Operative for the use of their personal assets and savings for the benefit of the Consumers' Co-Operative;

30) Establish internal systems for property and health insurance, guarantees and sureties, social security and pensions, complementary to commercial and public systems;

31) Distribute co-operative benefits among the Shareholders of the Consumers' Co-Operative in accordance with the Articles of Association of the Consumers' Co-Operative, provide to them financial and other assistance and grant them discounts and benefits;

32) Provide gratuitous financial assistance and donate property free of charge and in perpetuity to the Shareholders of the Consumers' Co-Operative, in particular to those who work effectively for the benefit of the Consumers' Co-Operative on a voluntary basis;

33) Provide services to the Shareholders of the Consumers' Co-Operative and their families at the expense of their share, special purpose share and special purpose contributions;

34) Not to require the Shareholders of the Consumers' Co-Operative to declare the source of their income when making their property share, special purpose share and special purpose contributions to the Consumers' Co-Operative;

35) Represent and defend the rights and legitimate interests of the Consumers' Co-Operative before governmental authorities and local self-government authorities;

36) On its own behalf or under a power of attorney, represent and defend the consumer and civil rights and interests of the Shareholders of the Consumers' Co-Operative in courts and before governmental authorities and local self-government authorities.

37) Establish mass media, conduct publishing, printing and advertising activities, finance and organise the preparation, production and distribution of publishing, film, photo, television and video products that contribute to the statutory goals and objectives of the Consumers' Co-Operative;

38) Participate in the implementation of municipal and state programmes for social and economic development, in tenders for implementation of municipal and state orders for the supply of products, goods, works and services;

39) Carry out joint and foreign economic activities, buy foreign currency and obtain foreign currency loans in a manner established by the legislation of the Russian Federation;

40) Join Russian and international unions and associations of consumers' co-operatives and companies;

41) Being a consumers' co-operative organisation and part of the category of small and medium-sized enterprises, receive support from governmental authorities and local self-government authorities;

42) Engage in charitable activities;

43) Allow the Shareholders of the Consumers' Co-Operative to conduct entrepreneurial activities on behalf of the Consumers' Co-Operative and to dispose, under a power of attorney issued by the Consumers' Co-Operative, of

- part of its property, in particular the property contributed for that purpose by the Shareholder of the Consumers' Co-Operative in the form of a share or special purpose share contribution;
- 44) Provide support to small businesses to complement state support;
 - 45) Arrange conferences, meetings, seminars, symposia, exhibitions, presentations, competitions, festivals, concerts and other entertainment events;
 - 46) Participate in meetings, demonstrations and other public events.
 - 47) Propose initiatives on issues of public life, make proposals to governmental authorities and local self-government authorities.
 - 48) Appeal to a court of law against acts of state and municipal authorities, acts of their officials that violate the rights of the Consumers' Co-Operative or its member Shareholders.
 - 49) Contribute to development and implementation of production, scientific and technical, information, commercial, economic, financial, social programmes, development programmes for individual sectors of the national economy and regions in the interests of the Shareholders of the Consumers' Co-Operative, the population and organisations participating in such programmes.
 - 50) Exercise other rights of a legal entity as necessary to achieve the objectives and tasks set out in the Articles of Association of the Consumers' Co-Operative.
 - 51) Raise funds from Shareholders, other individuals and legal entities, as well as provide loans to its Shareholders.
 - 52) Provide advances to the Shareholders in accordance with the Regulation approved by the Supervisory Board of the Consumers' Co-Operative.

7. LABOUR RELATIONS IN THE CONSUMER'S CO-OPERATIVE

- 7.1. The Consumers' Co-Operative shall independently hire employees and determine the terms and amounts of their remuneration in accordance with the effective legislation of the Russian Federation and these Articles of Association.
- 7.2. Disciplinary penalties (up to and including removal from office) shall only be imposed on the Chairperson of the Management Board, the Chairperson of the Supervisory Board and the Chairperson of the Audit Committee of the Consumers' Co-Operative by the bodies that elected such chairpersons.
- 7.3. The Consumers' Co-Operative shall provide financial assistance to the Shareholders of the Consumers' Co-Operative who work in the Consumers' Co-Operative on a voluntary basis.

8. MEMBERSHIP IN THE CONSUMER'S CO-OPERATIVE

- 8.1. Individuals, including foreign citizens, who have reached the age of 16, as well as legal entities regardless of their form of ownership, field of activity and other characteristics (including non-residents under the legislation of the Russian Federation), who have agreed to these Articles of Association and undertaken to perform them, have paid the admission fee and minimum share contribution in the prescribed manner, may become members of the Consumers' Co-Operative as Shareholders. Additional requirements for those joining the Consumers' Co-Operative may be introduced by resolution of the general meeting of the Consumers' Co-Operative.

9. ADMISSION TO THE CONSUMER'S CO-OPERATIVE

- 9.1. An individual or legal entity wishing to become a Shareholder shall submit to the Supervisory Board of the Consumers' Co-Operative an application for admission to the Consumers' Co-Operative in the prescribed form in writing.
 - 9.1.1. The individual's application must include their first name, patronymic, last name, residential address, address of registration, passport details, telephone number and email address.
 - 9.1.2. The legal entity's application must contain its full and abbreviated business name, registered office, state registration number of the record of state registration of the legal entity (primary state registration number), taxpayer identification number and bank details. The application of the legal entity may be accompanied by other documents, the list of which shall be approved by the Supervisory Board of the Consumers' Co-Operative.
 - 9.1.3. Individuals who do not earn their own income or receive state benefits, pensions or scholarships shall state this in their application when joining the Consumers' Co-Operative.
- 9.2. An application for admission to the Consumers' Co-Operative must be reviewed within 30 days by the Supervisory Board of the Consumers' Co-Operative. The applicant shall be recognised as a Shareholder as soon as the Supervisory Board of the Consumers' Co-Operative, or the person authorised by the Supervisory Board to register the Shareholder, has made a decision on their admission and full payment of the admission fee and the minimum share contribution.

9.3. The persons who are admitted to the Consumers' Co-Operative and who have paid the admission fee and the minimum share contribution shall receive a document certifying their membership in the Consumers' Co-Operative.

9.4. Other matters concerning the registration of the Shareholders of the Consumers' Co-Operative, payment of their share contributions, preparation of the list of the Shareholders of the Consumers' Co-Operative, etc., shall be determined by the Supervisory Board of the Consumers' Co-Operative.

10. RIGHTS OF THE SHAREHOLDERS OF THE CONSUMERS' CO-OPERATIVE

The Shareholders of the Consumers' Co-Operative shall be entitled to:

- 10.1. Join, on a voluntary basis, and withdraw (also on a voluntary basis) from the Consumers' Co-Operative at any time at their sole discretion;
- 10.2. Elect and be elected to the management and supervisory bodies of the Consumers' Co-Operative, participate in the activities of the Consumers' Co-Operative, make proposals to improve the performance of the management and supervisory bodies and eliminate deficiencies in their work;
- 10.3. Sell goods, services, items and products, including those from household and handicrafts, on the basis of Contracts, through the Consumers' Co-Operative, its Consumers' Co-Operative Member Groups and Branches;
- 10.4. Deliver agricultural products and raw materials to the Consumers' Co-Operative, its Co-Operative Member Groups and Branches for storage and processing, including on the as-needed basis;
- 10.5. Subject to the need for workers of a given qualification, be employed by the Consumers' Co-Operative on a priority basis in accordance with their education and professional training;
- 10.6. Receive referrals for studies (full-time, part-time) as well as for retraining, in consumer cooperation educational institutions or training centres of consumer cooperation, as well as in other educational institutions and training centres;
- 10.7. Use the social facilities of the Consumers' Co-Operative on terms and conditions determined by the Supervisory Board or the general meeting of the Consumers' Co-Operative;
- 10.8. Increase their share of the share fund on the basis of the Regulations on the special purpose programmes of the Consumers' Co-Operative or in a manner, amount and in accordance with the system approved by the Supervisory Board of the Consumers' Co-Operative;
- 10.9. Participate in the system for obtaining and using goods, movable and immovable property, money, services and other assets on the basis of special purpose programmes developed by the Consumers' Co-Operative for its Shareholders or on the basis of decisions of the Supervisory Board of the Consumers' Co-Operative;
- 10.10. Receive information from the management and control bodies of the Consumers' Co-Operative on their performance;
- 10.11. Complain to the general meeting of the Consumers' Co-Operative about misconduct of the management and control bodies of the Consumers' Co-Operative;
- 10.12. Appeal to a court of law against resolutions of the management or control bodies of the Consumers' Co-Operative that affect their interests.

11. DUTIES OF THE SHAREHOLDERS OF THE CONSUMERS' CO-OPERATIVE

The Shareholders of the Consumers' Co-Operative shall be obliged to:

- 11.1. Abide by the Articles of Association of the Consumers' Co-Operative and the resolutions of the general meeting of the Consumers' Co-Operative and other management and control bodies of the Consumers' Co-Operative.
- 11.2. Fulfil their obligations to other Shareholders and to the Consumers' Co-Operative regarding participation in its business activities.
- 11.3. Pay the admission fee, share contributions, membership and special purpose membership contributions in a manner, amount, using the methods and within the time limits envisaged by the Articles of Association, the relevant Regulations and special purpose programmes of the Consumers' Co-Operative.
- 11.4. Not disclose confidential information regarding the activities of the Consumers' Co-Operative and the contents of its internal documents, and not use information obtained in the Consumers' Co-Operative to pass on to third parties.
- 11.5. Maintain the business reputation and credibility of the Consumers' Co-Operative and refrain from any acts that may be detrimental to other Shareholders and the Consumers' Co-Operative.

- 11.6. Refrain from dealing with third parties where such dealings may result in prejudice to the interests of other Shareholders and the Consumers' Co-Operative.
- 11.7. Maintain the internal corporate culture and ethics of the Consumers' Co-Operative.
- 11.8. Not disseminate information that discredits the honour, dignity and business reputation of the Shareholders of the Consumers' Co-Operative.
- 11.9. In the event of any conflicts with other Shareholders of the Consumers' Co-Operative, resolve the issues by negotiations.
- 11.10. Safeguard and strengthen the property of the Consumers' Co-Operative, bear the risk of accidental loss (destruction) of the property of the Consumers' Co-Operative from natural disasters and irreparable damage caused to the Consumers' Co-Operative by third parties, in proportion to their share in the Share Fund of the Consumers' Co-Operative.
- 11.11. Assist in matters related to the operation of the Consumers' Co-Operative.

12. TERMINATION OF MEMBERSHIP IN THE CONSUMERS' CO-OPERATIVE

12.1. Membership in the Consumers' Co-Operative shall be terminated in the event of:

- voluntary withdrawal of a Shareholder;
- removal of a Shareholder;
- liquidation of the Shareholder as a legal entity;
- death of a Shareholder as individual;
- liquidation of the Consumers' Co-Operative.

12.2. A Shareholder's application to voluntarily withdraw from the Consumers' Co-Operative shall be considered by the Supervisory Board of the Consumers' Co-Operative (or the Community authorised by the Consumers' Co-Operative Board). An application of a member of the Consumers' Co-Operative to withdraw from the Consumers' Co-Operative must be reviewed within 30 days. A Shareholder of the Consumers' Co-Operative shall be deemed to have withdrawn from the Consumers' Co-Operative as soon as the Supervisory Board of the Consumers' Co-Operative, or the Community authorised by it, has made a decision on the matter, and after their obligations to the Consumers' Co-Operative have been settled. At the end of the financial year, but no later than three months after the approval of the annual balance sheet, the former member Shareholder's share of the income of the Consumers' Co-Operative shall be allocated to such member Shareholder. Payments with the former Shareholder who has withdrawn from the Consumers' Co-Operative without permission or has been removed from the Consumers' Co-Operative for gross or systematic violations of the Code of Conduct, other rules in force in the Consumers' Co-Operative and these Articles of Association shall be settled in the same manner, but without payment of the aforementioned share of the income.

12.3. A shareholder may be removed from the Consumers' Co-Operative by resolution of the general meeting of the Consumers' Co-Operative or by resolution of the Supervisory Board of the Consumers' Co-Operative if, without a valid reason, he or she fails to fulfil their obligations to the Consumers' Co-Operative established by these Articles of Association, the rules and procedures in force in the Consumers' Co-Operative, their Contracts with the Consumers' Co-Operative, their special purpose share-based associations and other members, or commits any acts detrimental to the Consumers' Co-Operative, without a valid excuse.

12.4. The Shareholder must be notified in writing, at least 20 days in advance, by the Supervisory Board of the Consumers' Co-Operative of the reasons for submitting to the general meeting of the Consumers' Co-Operative or the Supervisory Board of the Consumers' Co-Operative of the issue of removal of such Shareholder from the Consumers' Co-Operative, and must be invited to such meeting, where such Shareholder shall be entitled to express their opinion and attitude towards such a decision. If the Shareholder or their representative fails to appear at such general meeting of the Consumers' Co-Operative, the Management Board or the Supervisory Board of the Consumers' Co-Operative, such meeting may decide to remove the Shareholder from the Consumers' Co-Operative. The Consumers' Co-Operative shall not reimburse any expenses incurred by the Shareholder for their participation and speaking at the Consumers' Co-Operative meetings.

12.5. In the event of the death of a Shareholder, his or her heirs may be admitted to the Consumers' Co-Operative by a resolution of the Supervisory Board of the Consumers' Co-Operative on the basis of an application for admission to the Consumers' Co-Operative, accompanied by a certificate of inheritance. Otherwise, the Consumers' Co-Operative shall transfer to the heirs their share contribution and co-operative payments in a manner prescribed by these Articles of Association.

12.6. A Shareholder of the Consumers' Co-operative may, with the consent of the Consumers' Co-Operative, transfer their share to another Shareholder and thus withdraw from the Consumers' Co-Operative. In the case of a partial transfer of a share, withdrawal from the Consumers' Co-Operative shall not be compulsory.

12.7. The transfer of a share to an individual or organisation that is not a member of the Consumers' Co-Operative shall only be allowed with the consent of the Supervisory Board of the Consumers' Co-Operative. In such a case, the Shareholders of the Consumers' Co-Operative shall enjoy the pre-emptive right to acquire (purchase) such share/portion of the share.

12.8. A Shareholder of the Consumers' Co-Operative may be removed from the Consumers' Co-Operative at the end of the current financial year if:

- 1) such Shareholder fails to fulfil the duties and obligations envisaged by these Articles of Association despite having been warned once in writing;
- 2) such Shareholder submits inaccurate accounting data or inaccurate information on the transactions performed by such Shareholder in connection with the management of the share fund or the fund for development of the Consumers' Co-Operative, or inappropriately uses the facilities and services of the Consumers' Co-Operative;
- 3) the society has been damaged by the failure of the Shareholder of the Consumers' Co-Operative to perform the duties envisaged by these Articles of Association, or the Consumers' Co-Operative has been sued as a result of the failure of the Shareholder of the Consumers' Co-Operative to perform their obligation on behalf of the Consumers' Co-Operative;
- 4) in accordance with the requirements of these Articles of Association, such Shareholder was not entitled to join the Consumers' Co-Operative or lost the right to be a member Shareholder of the Consumers' Co-Operative.

12.9. The general meeting of the Consumers' Co-Operative may provide for additional grounds not inconsistent with the effective Legislation and these Articles of Association, upon the occurrence of which the Shareholder of the Consumers' Co-Operative may be removed from the Consumers' Co-Operative.

13. RETURN OF THE SHARE CONTRIBUTION AND REFUNDABLE SPECIAL PURPOSE CONTRIBUTIONS TO THE WITHDRAWING OR REMOVED SHAREHOLDER OF THE CONSUMERS' CO-OPERATIVE

13.1. The Shareholder who withdraws or is removed from the Consumers' Co-Operative shall be paid the value of their share and co-operative payments in the amounts, on the terms and subject to the conditions envisaged by these Articles of Association or by the Agreement for Contribution of Property, Property Rights or Cash to the share fund of the Consumers' Co-Operative.

13.2. The share contribution may be paid on the basis of a resolution of the Supervisory Board of the Consumers' Co-Operative, including in cases where the share contribution was made in the form of land plots or other immovable property.

13.3. The value of the share contribution of the withdrawing or removed Shareholder of the Consumers' Co-Operative shall be paid based on the actual amount of the share contribution paid, accounted for in monetary units (rubles). Payment of the share contributions as well as the co-operative payments determined by it shall be made by the Consumers' Co-Operative no later than three months after the annual report and balance sheet have been approved by the general meeting of the Consumers' Co-Operative.

13.4. Repayment of the refundable special purpose contributions of a member Shareholder of the Consumers' Co-Operative who withdraws or is removed from the Consumers' Co-Operative shall be based on the documents governing the special purpose share-based association of which the Shareholder was a member, the regulations of the Development Fund of the Consumers' Co-Operative and the internal agreements of the withdrawing or removed member Shareholder of the Consumers' Co-Operative with other member Shareholders of the Consumers' Co-Operative. The basis for settlements with the active member Shareholder in this case shall be the current status of such member Shareholder's share fund, and with the associate member Shareholder, the status of its current account and safekeeping account. At the request of the Shareholder who withdraws or is removed from the Consumers' Co-Operative, the return of special purpose contributions may be made by resolution of the management bodies of the Development Fund of the Consumers' Co-Operative in kind.

13.5. The heirs of a deceased Shareholder shall receive his/her share and co-operative benefits at the end of the financial year, but no later than three months after the balance sheet of the Consumers' Co-Operative has been approved. The rights of the Shareholder associated with participation in the activities of the Consumers' Co-Operative shall not be transferred to such heirs.

13.6. The special purpose contributions to an active member Shareholder who withdraws or is removed from a particular special purpose share-based association, as well as to heirs of a deceased active member Shareholder of a share-based association of the Consumers' Co-Operative, shall be refunded in accordance with the regulations of such special purpose share-based association and subject to the performance of the obligations assumed by the active member Shareholder of the Consumers' Co-Operative, as well as obligations under the special purpose share-based association of the Consumers' Co-Operative. In the case of the consent of an active member Shareholder of the Consumers' Co-Operative (their heirs), the refundable special purpose contributions may be refunded in kind.

13.7. In the event that, in accordance with the valid Contracts and other governing documents, it is not possible to immediately withdraw an special purpose share contribution from circulation and transfer it to the owner, the Consumers' Co-Operative shall ensure that the rights of the person who has withdrew from the Consumers' Co-Operative to the results of the use of the remaining property of the Consumers' Co-Operative are fulfilled and that the results due to the person, its duly registered proxies or its heirs are transferred.

13.8. If a Shareholder of the Consumers' Co-Operative transfers their share contribution to another person in accordance with article 12 (clause 6) hereof, no payments shall be made to the withdrawing Shareholder of the Consumers' Co-Operative.

13.9. The Consumers' Co-Operative shall be entitled, when settling accounts with a withdrawing Shareholder of the Consumers' Co-Operative, to deduct from the payments due to such Shareholder the debts of such Shareholder to the Consumers' Co-Operative itself.

14. STRUCTURE OF THE MANAGEMENT BODIES OF THE CONSUMERS' CO-OPERATIVE

14.1. The management of the Consumers' Co-Operative shall be carried out by the general meeting of the Consumers' Co-Operative, the Supervisory Board of the Consumers' Co-Operative and the Management Board of the Consumers' Co-Operative.

14.2. The highest management body of the Consumers' Co-Operative shall be the General Meeting of the Consumers' Co-Operative.

14.3. During the period between general meetings of the Consumers' Co-Operative, the Consumers' Co-Operative shall be managed by the Supervisory Board of the Consumers' Co-Operative, which shall be its representative body.

14.4. The executive body of the Consumers' Co-Operative shall be the Management Board of the Consumers' Co-Operative, represented by the Chairperson of the Management Board and the Chairperson of the Supervisory Board.

14.5. The Audit Committee of the Consumers' Co-Operative shall exercise control over the observance of these Articles of Association, the financial and business activities of the Consumers' Co-Operative, and the Co-Operative Member Groups, associations, organisations and units established by the Consumers' Co-Operative.

15. POWERS OF THE GENERAL MEETING OF THE CONSUMERS' CO-OPERATIVE

15.1. The general meeting of the Consumers' Co-Operative shall be entitled to resolve on all matters concerning the activities of the Consumers' Co-Operative, including confirming or cancelling the resolutions of the Supervisory Board of the Consumers' Co-Operative and the Management Board of the Consumers' Co-Operative.

15.2. The exclusive scope of competence of the general meeting of the Consumers' Co-Operative shall include:

- adopting, amending and supplementing the Articles of Association of the Consumers' Co-Operative;
- determination of the main activities of the Consumers' Co-Operative;
- election of the chairperson and members of the Supervisory Board of the Consumers' Co-Operative, members of the Audit Committee of the Consumers' Co-Operative, as well as termination of their powers, hearing reports on their activities, determining the amount of funds required for their maintenance;
- determination of the size of the admission fee and minimum share contributions;
- resolving issues of creating unions, joining unions and withdrawal from them;
- election of representatives of the Consumers' Co-Operative in unions;
- development of orders to representatives of the Consumers' Co-Operative in unions for decision-making by general meetings of representatives of consumer societies of unions;
- approval of development programmes of the Consumers' Co-Operative, its annual reports and balance sheets;
- procedure for distribution between the Shareholders of income from entrepreneurial activities of the Consumers' Co-Operative;
- procedure for covering losses incurred by the Consumers' Co-Operative;
- determining the types, sizes and conditions for the formation of funds of the Consumers' Co-Operative;
- establishment of the procedure and rules for the election of authorised persons for the general meeting of authorised representatives of the Consumers' Co-Operative;
- adoption of resolutions regarding reorganization and liquidation of the Consumers' Co-Operative.

15.3. Other matters may also fall within the exclusive scope of competence of the general meeting of the Consumers' Co-Operative by resolution of the general meeting of the Consumers' Co-Operative.

16. COMMUNITY SHAREHOLDERS' MEETING. GENERAL MEETING OF THE AUTHORISED REPRESENTATIVES OF THE CONSUMERS' CO-OPERATIVE

16.1. In the event the Shareholders of the Consumers' Co-Operative are residents of several localities or the number of Shareholders is large, a resolution of the general meeting of the Shareholders of the established Community or a resolution of the Supervisory Board of the Consumers' Co-Operative may establish Communities (Co-Operative Member Groups or Branches of the Consumers' Co-Operative based on an area basis), the highest body of which shall be the meeting of the Shareholders of the Community. At such meeting, issues concerning the activities of the Consumers' Co-Operative and the Community shall be considered, and authorised representatives shall be elected, in a manner and subject to representation rules determined in accordance with the resolution of the general meeting of the Community of the Consumers' Co-Operative. In such cases, the general meeting of the authorised representatives of the Consumers' Co-Operative shall be held in the Consumers' Co-Operative.

16.2. The general meeting of authorised representatives of the Consumers' Co-Operative may pass resolutions on all matters within the powers of the general meeting of the Consumers' Co-Operative in accordance with Articles 14 and 15 of these Articles of Association, with the exception of matters concerning the formation of unions, joining and withdrawal from unions, transformation of the Consumers' Co-Operative into another legal form and liquidation of the Consumers' Co-Operative.

16.3. The matters of creation of unions, joining and withdrawal from unions, transformation of the Consumers' Co-Operative into another legal form or its liquidation shall be submitted to meetings of all Shareholder of all Communities of the Consumers' Co-Operative on a mandatory basis.

16.4. Such matters shall be added to the agendas of the meetings of the Community Shareholders by a written notice to the Supervisory Board of the Consumers' Co-Operative no later than 30 days prior to the meetings. Their results shall be submitted to the Supervisory Board in the form of a written minutes signed by the chairperson and the secretary of the meeting of the Community no later than 10 days after the end of the meeting. The Supervisory Board of the Consumers' Co-Operative shall summarise the results of the meetings of the Community Shareholders in accordance with article 17 of these Articles of Association.

16.5. The Authorised Representatives of the Communities shall be allowed to attend the general meeting of the authorised representatives of the Consumers' Co-Operative if they have an extract from the minutes signed by the chairperson and secretary of the meeting of the Community represented by the Authorised Representative.

16.6. Other matters may also fall within the exclusive scope of competence of the general meeting of authorised representatives of the Consumers' Co-Operative.

16.7. Matters referred to the exclusive scope of competence of the general meeting of the Consumers' Co-Operative by the Law "On Consumers' Co-Operatives in the Russian Federation" and these Articles of Association may not be delegated by them to the Supervisory Board or the Management Board of the Consumers' Co-Operative.

17. DECISION-MAKING AT THE GENERAL MEETING OF THE CONSUMERS' CO-OPERATIVE, GENERAL MEETING OF THE AUTHORISED REPRESENTATIVES OF THE CONSUMERS' CO-OPERATIVE, MEETING OF THE SHAREHOLDERS OF THE COMMUNITY AND THE CO-OPERATIVE MEMBER GROUP OF THE CONSUMERS' CO-OPERATIVE

17.1. A general meeting of the Community or the Co-Operative Member Group of the Consumers' Co-Operative shall be quorate if more than 75 percent of the Shareholders of that Community, Co-Operative Member Group or Branch are present at the meeting. A resolution of the general meeting of the Community, Co-Operative Member Group or Branch shall be valid if more than 50 percent of the members present at the meeting have voted "for" it. A resolution on the withdrawal of the Consumers' Co-Operative from a union or to remove a Shareholder from the Consumers' Co-Operative shall be adopted if at least three quarters of the members of the Community, Co-Operative Member Group or Branch of the Consumers' Co-Operative, to which the Shareholder belongs, have voted "for" it. The Community, Co-Operative Member Group or Branch of the Consumers' Co-Operative shall be transformed into another form of ownership by unanimous resolution of the Shareholders of the Community, the relevant Co-Operative Member Group or Branch.

17.2. The general meeting of the authorised representatives of the Consumers' Co-Operative shall be quorate if more than three quarters of the authorised representatives of the Consumers' Co-Operative are present at the meeting. A resolution of the general meeting of authorised representatives of the Consumers' Co-Operative shall be deemed adopted if at least three quarters of the authorised representatives of the Consumers' Co-Operative present at the general meeting of authorised representatives of the Consumers' Co-Operative voted "for" it.

17.3. The decision-making procedure at the general meeting of the Consumers' Co-Operative, general meeting of the authorised representatives of the Consumers' Co-Operative, general meeting of the Community, Co-Operative Member Group or Branch (by voting by polls or show of hands) shall be determined by such meetings.

17.4. The Shareholder or the authorised representative of the Community, Co-Operative Member Group or Branch of the Consumers' Co-Operative shall have one vote at the general meeting of the Consumers' Co-Operative, meeting of the Shareholders of the Communities, Co-Operative Member Groups or Branches of the Consumers' Co-Operative.

17.5. Resolutions of the general meeting of the Consumers' Co-Operative may be appealed to the courts in accordance with the Legislation of the Russian Federation.

18. SUPERVISORY BOARD AND MANAGEMENT BOARD OF THE CONSUMERS' CO-OPERATIVE

18.1. During the period between General Meetings of the Consumers' Co-Operative, the Consumers' Co-Operative shall be managed by the Supervisory Board of the Consumers' Co-Operative, which shall be its representative body. The Supervisory Board of the Consumers' Co-Operative shall be accountable to the general meeting. The Supervisory Board of the Consumers' Co-Operative shall exercise the powers defined in these Articles of Association, with the exception of the powers referred to the exclusive scope of competence of the General Meeting of the Consumers' Co-Operative. The Supervisory Board of the Consumers' Co-Operative shall perform the functions of the Management Board of the Consumers' Co-Operative until its formation or upon the dissolution of the latter;

18.2. The Supervisory Board of the Consumers' Co-Operative shall be elected by the General Meeting in the number determined by the same meeting, but not less than five members of the Consumers' Co-Operative. The Chairperson of the Supervisory Board of the Consumers' Co-Operative and members of the Supervisory Board of the Consumers' Co-Operative shall be elected for a term of five years from among the Shareholders who have not committed any violations of the rights of the Shareholders and of the Russian Federation Law of 19.06.1992 N 3085-1 "On Consumers' Co-Operatives (Consumers' Societies and Their Unions) in the Russian Federation" and/or representatives of legal entities who are the Shareholders of the Consumers' Co-Operative. Shareholders of the Supervisory Board of the Consumers' Co-Operative may include both Shareholders who are employees of the Consumers' Co-Operative and Shareholders who are not employees of the Consumers' Co-Operative. After the expiry of its five-year term of office, the Supervisory Board of the Consumers' Co-Operative shall prolong its term of office for another five-year term, in the event that no complaints have been received from ISII CC members regarding unsatisfactory performance of the current members of the Supervisory Board of the Consumers' Co-Operative or if no votes have been received from more than 75 percent of the Shareholders of the Consumers' Co-Operative for the appointment of a new Supervisory Board, of which more than 50 percent have cast their votes.

18.3. The Chairperson of the Supervisory Board of the Consumers' Co-Operative shall act on behalf of the Consumers' Co-Operative with full authority, including representing its interests, issuing orders and instructions binding on all Shareholders, members and employees of the Consumers' Co-Operative.

18.4. The Chairperson of the Supervisory Board of the Consumers' Co-Operative shall exercise their powers on a voluntary basis.

18.5. The members of the Supervisory Board of the Consumers' Co-Operative shall serve in their capacity as volunteers.

18.6. The Chairperson of the Supervisory Board and members of the Supervisory Board of the Consumers' Co-Operative, who serve in their capacity as volunteers, may be released from their office at any time by the General Meeting of the Consumers' Co-Operative. The Supervisory Board of the Consumers' Co-Operative shall hold the General Meeting of the Consumers' Co-Operative within 30 days from the day of removal from office of the Chairperson of the Supervisory Board or a member of the Supervisory Board of the Consumers' Co-Operative to elect a new Chairperson of the Supervisory Board or a member of the Supervisory Board of the Consumers' Co-Operative. An early elected Chairperson of the Supervisory Board or a member of the Supervisory Board of the Consumers' Co-Operative shall hold office until the expiration of the five-year term of office of the previous Chairperson of the Supervisory Board or member of the Supervisory Board of the Consumers' Co-Operative.

18.7. The exclusive scope of competence of the Supervisory Board of the Consumers' Co-Operative shall include:

- preparing and holding General Meetings and reporting on the work of the Consumers' Co-Operative during the period between General Meetings;
- determining the powers of the Management Board of the Consumers' Co-Operative and supervising its activities;
- approval of the Regulations on the Management Board of the Consumers' Co-Operative and its activity report;
- appointment, dismissal and removal from office of the deputy chairperson of the Supervisory Board of the Consumers' Co-Operative, the Chairperson of the Management Board of the Consumers' Co-Operative and members of the Management Board of the Consumers' Co-Operative, the deputy chairpersons of the Management

Board of the Consumers' Co-Operative, as well as heads of institutions and organisations or structural units established by the Consumers' Co-Operative, including branches and representative offices;

- admission to the Consumers' Co-Operative;
- organisational work with the member Shareholders of the Consumers' Co-Operative;
- approval of the regulations for the establishment of co-operative member groups of the Consumers' Co-Operative;
- approval of the regulations for the establishment of the Communities of the Consumers' Co-Operative;
- establishment of branches of the Consumers' Co-Operative;
- making arrangements for fulfilment of the orders issued to the Shareholders of the Consumers' Co-Operative;
- defining the list of information that constitutes a trade secret of the Consumers' Co-Operative and the procedure for dealing with it, as well as liability for violation of such procedure;
- distribution of powers among the members of the Supervisory Board of the Consumers' Co-Operative;
- forming the Management Board, determining its powers, supervising its activities and approving the cost estimate for the maintenance of the Management Board and its staff, the staffing schedule of the Management Board's office;
- ensuring the efficient use of labour, material and financial resources;
- decision-making on the establishment of business companies, institutions, separate structural units, branches, as well as on membership in business companies, production co-operatives and limited partnerships as a limited partner, presenting such decision to the General Meeting of the Consumers' Co-Operative;
- developing and approving the special purpose programmes of the Consumers' Co-Operative;
- assignment of the property of the Consumers' Co-Operative, except for the property the assignment of which is within the exclusive scope of competence of the general meeting of the Consumers' Co-Operative;
- establishing the amount and procedure for Shareholders to pay membership contributions and special purpose membership contributions;
- issuing powers of attorney to the members to enter into contracts on behalf of the Consumers' Co-Operative;
- approval of the chief accountant of the Consumers' Co-Operative as proposed by the Management Board;

18.8. Meetings of the Supervisory Board of the Consumers' Co-Operative shall be held as necessary, but at least once a month. A meeting of the Supervisory Board of the Consumers' Co-Operative shall be quorate if at least 75% of the members of the Supervisory Board, including the Chairperson of the Supervisory Board or their deputies, are present at the meeting. Member Shareholders who have not been elected to the Supervisory Board of the Consumers' Co-Operative may, with the consent of the Supervisory Board of the Consumers' Co-Operative, participate in a meeting of the Supervisory Board of the Consumers' Co-Operative, but without the right to vote at such meeting of the Supervisory Board of the Consumers' Co-Operative.

18.9. Resolutions adopted at meetings of the Supervisory Board of the Consumers' Co-Operative shall be recorded in the minutes of the meeting, which shall be signed by the Chairperson of the Supervisory Board of the Consumers' Co-Operative or, in their absence, by the deputy Chairperson and the Secretary of the meeting of the Supervisory Board of the Consumers' Co-Operative.

18.10. At its first meeting, the Supervisory Board of the Consumers' Co-Operative shall draw up and adopt the Rules of Procedure of the Supervisory Board of the Consumers' Co-Operative, which shall set out the procedure for convening, holding meetings and passing resolutions by the Supervisory Board of the Consumers' Co-Operative.

18.11. The Chairperson of the Supervisory Board of the Consumers' Co-Operative shall manage the activities of the body and prepare and hold meetings of the Supervisory Board of the Consumers' Co-Operative. The Chairperson may delegate their powers to convene and prepare meetings of the Supervisory Board of the Consumers' Co-Operative to their deputy. The Chairperson shall be entitled to individually appoint the deputy chairpersons of the Supervisory Board from among its members; approve the internal documents of the Consumers' Co-Operative (regulations, instructions), with the exception of documents, the approval of which is referred by the Articles of Association to the scope of competence of the General Meeting; ensure the implementation of resolutions of the General Meeting; act with full authority on behalf of the Consumers' Co-Operative within its scope of competence; negotiate and conclude cooperation agreements with legal entities and individuals; distribute duties among members of the Supervisory Board; establish the duties and powers of their deputies by approving their job descriptions; exercise control over compliance with the articles of association of the Consumers' Co-Operative by all officials; submit for discussion and approval of the Supervisory Board the reports of the Management Board on the activities of the Consumers' Co-Operative, exercise day-to-day control over the activities of the Chairperson of the Management Board, enter into contracts with full authority, open accounts with banks and other credit institutions.

18.12. The members of the Supervisory Board of the Consumers' Co-Operative, the Chairperson of the Supervisory Board and the members and the Chairperson of the Management Board shall act in good faith and reasonably in the best interests of the Consumers' Co-Operative. These persons shall be liable to the Consumers' Co-Operative for

any losses caused to the Consumers' Co-Operative by their culpable acts (omissions). Members of the Supervisory Board and the Management Board who voted against the resolution that caused losses to the Consumers' Co-Operative, or who were absent from the meeting of the Supervisory Board and the Management Board when the resolution was passed, shall be exempt from liability. The culpable persons shall be jointly and severally liable to the Consumers' Co-Operative. The Consumers' Co-Operative (represented by the Audit Committee, the Chairperson of the Supervisory Board) or any Shareholder of the Consumers' Co-Operative may file a claim for damages caused to the Consumers' Co-Operative by the member(s) of the Supervisory Board, the Management Board or their Chairpersons.

18.13. The Supervisory Board of the Consumers' Co-Operative shall, at least once a year, report on its work to the Shareholders of the Consumers' Co-Operative and to the General Meeting of the Shareholders of the Consumers' Co-Operative.

18.14. A member of the Supervisory Board of the Consumers' Co-Operative may not simultaneously be a member of the Management Board of the Consumers' Co-Operative or a member of the Audit Committee of the Consumers' Co-Operative.

18.15. The Management Board shall be the executive body of the Consumers' Co-Operative, established to manage the business activities of the Consumers' Co-Operative, appointed by the Supervisory Board of the Consumers' Co-Operative and accountable to the Supervisory Board of the Consumers' Co-Operative.

18.16. The Management Board shall be elected for a term of five years from among the Shareholders of the Consumers' Co-Operative who have experience in consumer cooperation.

18.17. The number of members of the Management Board of the Consumers' Co-Operative shall be determined by a resolution of the Supervisory Board of the Consumers' Co-Operative.

18.18. Matters not falling within the exclusive scope of competence of the General Meeting of Shareholders of the Consumers' Co-Operative and the exclusive scope of competence of the Supervisory Board of the Consumers' Co-Operative may not be referred to the Management Board of the Consumers' Co-Operative.

18.19. The Chairperson of the Management Board of the Consumers' Co-Operative shall act on behalf of the Consumers' Co-Operative with full authority, shall issue orders and instructions within their competence, which shall be binding on all Shareholders and employees of the Consumers' Co-Operative.

18.20. The Management Board of the Consumers' Co-Operative shall be responsible for the business activities of the Consumers' Co-Operative. The responsibilities among the members of the Management Board of the Consumers' Co-Operative shall be allocated by the Management Board of the Consumers' Co-Operative.

18.21. The deputy Chairpersons of the Management Board shall be elected by the Management Board. The scope of powers of the deputy chairperson shall be approved by the Management Board. In the absence of the Chairperson of the Management Board, the deputy Chairperson of the Management Board shall perform all of their functions, except for the right to represent the Consumers' Co-Operative in relations with third parties.

18.22. Meetings of the Management Board of the Consumers' Co-Operative shall be held as necessary but at least once every three months. The Management Board shall be quorate to pass resolutions if at least fifty percent of its members are present, including the Chairperson of the Management Board or their deputy. Minutes shall be taken at the meeting of the Management Board of the Consumers' Co-Operative.

18.23. The Chairperson of the Management Board of the Consumers' Co-Operative, their deputies and other members of the Management Board shall be responsible for their resolutions in accordance with these Articles of Association and the legislation of the Russian Federation.

18.24. The Management Board of the Consumers' Co-Operative shall report to the Supervisory Board of the Consumers' Co-Operative at least once every six months.

18.25. The Chairperson of the Management Board of the Consumers' Co-Operative shall be personally responsible for organising the activities of the Consumers' Co-Operative and creating conditions for the protection of trade and official secrets.

18.26. The Chairperson of the Management Board of the Consumers' Co-Operative shall be personally liable, without any limitation, for any damage or injury to the Consumers' Co-Operative during the performance of their duties.

18.27. The Chairperson of the Management Board of the Consumers' Co-Operative shall be released from liability for compensation of losses caused to the Consumers' Co-Operative if their acts were based on a resolution of the General Meeting of the Consumers' Co-Operative or the Supervisory Board of the Consumers' Co-Operative.

19. AUDIT COMMITTEE OF THE CONSUMERS' CO-OPERATIVE, ITS POWERS AND RESPONSIBILITIES OF THE MEMBERS OF THE AUDIT COMMITTEE

19.1. The Audit Committee of the Consumers' Co-Operative shall monitor compliance with these Articles of Association, control the business and financial activities of the Consumers' Co-Operative, as well as the activities of the organisations, structural units, representative offices and Branches established by the Consumers' Co-Operative. The Audit Committee of the Consumers' Co-Operative shall report to the General Meeting of the Consumers' Co-Operative and to the Supervisory Board of the Consumers' Co-Operative.

19.2. The number of members of the Audit Committee shall be determined by the General Meeting of the Consumers' Co-Operative. The members of the Audit Committee shall be elected for a term of five years. After the expiry of its five-year term of office, the members of the Audit Committee shall prolong their term of office for another five-year term, in the event that no complaints have been received from ISII CC members regarding unsatisfactory performance of the current members of the Audit Committee or if no votes have been received from more than 75 percent of the Shareholders of the Consumers' Co-Operative for the appointment of a new Audit Committee, of which more than 50 percent have cast their votes. A member of the Audit Committee need not be a Shareholder of the Consumers' Co-Operative.

19.3. The Audit Committee shall elect from among its members, by show of hands, the Chairperson of the Audit Committee and the deputy Chairperson of the Audit Committee.

19.4. The Audit Committee shall perform its functions on a voluntary basis and members of the Audit Committee may be paid remuneration in the amount determined by the General Meeting of the Consumers' Co-Operative.

19.5. Resolutions of the Audit Committee of the Consumers' Co-Operative shall be considered and implemented by the Supervisory Board or the Management Board of the Consumers' Co-Operative within 30 days. If the Audit Committee disagrees with the resolution of the Supervisory Board or the Management Board of the Consumers' Co-Operative or if the Supervisory Board or the Management Board of the Consumers' Co-Operative does not adopt the resolution, the Audit Committee of the Consumers' Co-Operative shall submit its resolution to the General Meeting of the Consumers' Co-Operative.

19.6. The Audit Committee of the Consumers' Co-Operative shall be guided in its work by the legislation of the Russian Federation, these Articles of Association and the Regulation on the Audit Committee of the Consumers' Co-Operative approved by the General Meeting.

19.7. The General Meeting may appoint an auditor of the Consumers' Co-Operative to audit the financial and business operations of the Consumers' Co-Operative.

19.8. The auditor shall audit the financial and business activities of the Consumers' Co-Operative in accordance with the legal instrument of the Russian Federation, based on the contract concluded between the Consumers' Co-Operative and the auditor. The amount of the auditor's fee shall be determined by the Supervisory Board of the Consumers' Co-Operative.

20. PROPERTY OF THE CONSUMER'S CO-OPERATIVE AND ITS SOURCES.

20.1. The Consumers' Co-Operative as a legal entity shall be the owner of the property of the Consumers' Co-Operative.

20.2. The property of the Consumers' Co-Operative shall not be allocated based on shares (contributions) among the Shareholders and the contracted employees of the Consumers' Co-Operative.

20.3. The sources of the property of the Consumers' Co-Operative shall be share contributions, membership fees and special purpose membership contributions of the Shareholders, income from entrepreneurial activities and organisations established by it, income from placement of its own funds in banks, securities, funding from the federal, national and municipal budgets, non-repayable contributions, contributions and donations from legal entities and/or individuals for the maintenance of the Consumers' Co-Operative and the performance of its statutory activities, as well as other sources not prohibited by the effective legislation of the Russian Federation.

20.4. The property formed by the minimum share contributions and voluntary share contributions of the member Shareholders of the Consumers' Co-Operative and contributions for the development of the Consumers' Co-Operative shall have a special status and shall form the share fund of the Consumers' Co-Operative managed by the Management Board of the Consumers' Co-Operative in accordance with the Regulations of the Management Board and the share fund of the Consumers' Co-Operative adopted by the General Meeting of the Consumers' Co-Operative.

20.5. Organisation of consumer cooperation of the Consumers' Co-Operative: a business company created at the initiative of the Supervisory Board of the Consumers' Co-Operative or by a resolution of the General Meeting of the Consumers' Co-Operative and acting in accordance with its articles of association approved by the Supervisory

Board or the General Meeting of the Consumers' Co-Operative, as well as a medical or educational institution, or other legal entity created by resolution of the Supervisory Board of the consumers' co-operative and acting in accordance with the articles of association approved by the Supervisory Board of the Consumers' Co-Operative or the General Meeting of the consumers' co-operative .

20.6. A Co-Operative Member Group, Branch or representative office of the Consumers' Co-Operative shall be established by resolution of the Supervisory Board of the Consumers' Co-Operative and shall operate in accordance with the regulations approved by the Supervisory Board of the Consumers' Co-Operative.

20.7. Co-Operative Member Groups, Branches and special purpose share-based associations shall be established and operate on a self-supporting and self-sufficient basis, be accountable to the Supervisory Board and the Management Board of the Consumers' Co-Operative, and may open bank accounts with its permission.

20.8. The Co-Operative Member Group or Branch may at any time separate its Co-Operative Member Group or Branch from the Consumers' Co-Operative with all the property belonging to it, into any form of ownership based on a resolution of the General Meeting of the Shareholders of that Co-Operative Member Group or Branch.

20.9. The special purpose share contributions of the Shareholders of the Consumers' Co-Operative intended for implementation of the special purpose consumption programme (project, operation) made to the special purpose share-based association shall form the special purpose share-based association's fund managed by the directorate of the special purpose share-based association in accordance with the regulations on the special purpose share-based association.

20.10. Property formed by the property of the share funds of the Consumers' Co-Operative shall form a non-proprietary fund of the share funds of the Consumers' Co-Operative managed by the share fund directorates in accordance with the regulations on the share fund of the Consumers' Co-Operative.

20.11. The property created by the refundable and non-refundable special purpose contributions of the Shareholders of the Consumers' Co-Operative for participation in the Consumers' Co-Operative's special purpose programme (project, operation) shall constitute the Consumers' Co-Operative's special purpose association's fund.

20.12. Property formed by the special purpose funds of special purpose associations of the Consumers' Co-Operative shall form the special purpose associations' fund of the Consumers' Co-Operative managed by the management board of the Consumers' Co-Operative in accordance with the regulations on the special purpose associations' fund of the Consumers' Co-Operative.

20.13. The Consumers' Co-Operative may establish business companies, medical, educational and other institutions, Branches and representative offices that meet the statutory goals and objectives of the Consumers' Co-Operative, and may also be a member of business companies, members of co-operatives and limited partner in limited partnerships, in order to implement its statutory goals and objectives.

20.14. The property of the Consumers' Co-Operative shall be allocated by the Consumers' Co-Operative to the Consumers' Co-Operative based on the right of operational management.

20.15. Property circulation between the Shareholders of the Consumers' Co-Operative and the Consumers' Co-Operative and among the Shareholders of the Consumers' Co-Operative shall take place within the legal entity, the Consumers' Co-Operative, the same system of relations as a system of mutual investment, a mechanism for connecting the economic and social interests of the Shareholders of the Consumers' Co-Operative, the employees involved in the Consumers' Co-Operative on the basis of market relations, management structures and the State.

20.16. The property of the Consumers' Co-Operative shall be used for non-commercial activities in order to meet the pecuniary and other needs of the Shareholders of the Consumers' Co-Operative, and for statutory purposes in business activities.

21. ADMISSION FEE, MINIMUM SHARE CONTRIBUTION, SHARE CONTRIBUTION AND SPECIAL PURPOSE CONTRIBUTION.

21.1. The amount of admission fee and minimum share contribution, composition and procedure for paying the admission fee, minimum share contribution, share contribution and special purpose contribution, and liability for breach of obligations to pay the share contributions shall be determined by the General Meeting of the Consumers' Co-Operative.

21.1.2. The General Meeting of Shareholders or the Supervisory Board of the Consumers' Co-Operative may set a lower share contribution for individuals who do not earn their own income or receive state benefits, pensions or scholarships than for other Shareholders.

21.1.3. By resolution of the Supervisory Board of the Consumers' Co-Operative, the Shareholder may be given the opportunity to pay the contribution in instalments.

21.1.4. The admission fee shall not form part of the share fund of the Consumers' Co-operative and shall not be refunded upon withdrawal of the Shareholder from the Consumers' Co-Operative.

21.1.5. Admission fee, share contribution and special purpose contribution may not be forfeited for personal debts and obligations of the Shareholders.

Share contributions.

21.2. The annual minimum share contribution and voluntary share contribution of the Shareholders of the Consumers' Co-Operative shall be one of the sources of the property of the Consumers' Co-Operative and shall form the property of the Consumers' Co-Operative.

21.2.1. Contributions may be made in the form of unrestricted movable and immovable property that has not been removed from circulation, including cash and non-cash, certified and book-entry securities, property rights, results of work and provision of services; rights to the results of intellectual activity and similar means of individualization, including exclusive rights to inventions, utility models, industrial designs, computer programs, databases, integrated circuits, production secrets (know-how).

21.2.2. Share contributions shall be investments and the totality of acts for their realisation (contribution, transfer, exchange, pledge and return) shall be investment activities.

21.2.3. Making, exchanging and returning of contributions shall not constitute revenue (sales) and shall be exempt from taxation, in particular from personal income tax, VAT, sales tax and income tax.

21.2.4. Amounts of VAT deducted by the Shareholder of the Consumers' Co-Operative for non-cash contributions made to the share funds of the Consumers' Co-Operative shall be recoverable.

21.2.5. The amount, property form and terms of making and returning a contribution shall not be restricted by the legislation of the Russian Federation, i.e. it may be arbitrary, unless specified in the Share Contribution Agreement, depending on the needs of the Consumers' Co-Operative being met by the Shareholder.

21.2.6. The Shareholders of the Consumers' Co-Operative may arbitrarily increase or decrease their share contributions (share) by making share contributions, voluntary share contributions, receiving shares from other Shareholders of the Consumers' Co-Operative and transferring shares, portions of shares with other Shareholders of the Consumers' Co-Operative under investment, credit, suretyship or exchange agreements, redistribute the share among special purpose consumer programs and funds of the Consumers' Co-Operative, return the share in order to meet the pecuniary and other needs for the required type of property, not allowing its size to decrease below the minimum share contribution.

21.2.7. A contribution in the form of one type of property may be returned to the Shareholder of the Consumers' Co-Operative by another type of property contributed by other Shareholders of the Consumers' Co-Operative by way of novation without the approval of the Management Board or the Supervisory Board of the Consumers' Co-Operative.

21.2.8. Property redistributed through the share fund of the Consumers' Co-Operative shall have the highest form of ownership protection.

Special Purpose Contributions.

21.3. The non-refundable or refundable voluntary contributions of the Shareholders of the Consumers' Co-operative shall generally be made by them in cash for the implementation of the special purpose consumer programmes (projects, operations) of the Consumers' Co-Operative, special purpose associations and special purpose share-based associations, other statutory activities of the Consumers' Co-Operative as well as to the funds of the Consumers' Co-Operative and shall be classified as special purpose income for maintenance of the non-profit organisation and conduct of its statutory activities.

21.3.1. Non-refundable and refundable special purpose contributions of the Shareholders of the Consumers' Co-Operative intended for implementation of special purpose consumer programmes (projects, operations) of the Consumers' Co-Operative and made to the special purpose association of the Consumers' Co-Operative shall form the fund of the special purpose association of the Consumers' Co-Operative. The funds of the special purpose associations of the Consumers' Co-Operative shall form the special purpose associations' fund of the Consumers' Co-Operative managed by the Management Board of the Consumers' Co-Operative.

21.3.2. Non-refundable and refundable special purpose contributions of the Shareholders of the Consumers' Co-Operative intended for implementation of special purpose consumer programmes (projects, operations) and made to the special purpose association of the Consumers' Co-Operative shall form the special purpose fund of the special purpose association.

21.3.3. Non-refundable special purpose contributions of the Shareholders of the Consumers' Co-Operative shall be spent by the Consumers' Co-Operative, the Co-Operative Member Groups, the Branches and the special purpose associations strictly in accordance with their intended purpose. They shall not be refundable and shall not give rise to any direct financial obligations of the Consumers' Co-Operative to the Shareholders of the Consumers' Co-Operative.

21.3.4. Refundable special purpose contributions shall be returned both upon withdrawal of the Shareholder of the Consumers' Co-Operative from the special purpose association, special purpose share-based association, or the

Consumers' Co-Operative, and in cases envisaged by the regulations on special purpose consumer programmes, special purpose associations and special purpose share-based associations in the form of receipt of products, goods, works and services of the Consumers' Co-Operative.

21.3.5. The Development Fund of the Consumers' Co-Operative shall be a mandatory non-refundable special purpose contribution made by the Shareholder of the Consumers' Co-Operative in cash to the Development Fund of the Consumers' Co-Operative in accordance with the Regulations on the Development Fund of the Consumers' Co-Operative, as a percentage of the amount of each business transaction made by such Shareholder within the Consumers' Co-Operative and shall be classified as special purpose income for maintenance of the non-profit organisation and conduct of its statutory activities. The procedure for the use of the contribution for development of the Consumers' Co-operative shall be set out in the regulations on the contribution for development of the Consumers' Co-operative and the Development Fund of the Consumers' Co-operative.

22. SYSTEM OF ACCOUNTING AND DISTRIBUTION OF SPECIAL PURPOSE CONTRIBUTIONS AND SPECIAL PURPOSE SHARE CONTRIBUTIONS

22.1. Upon admission to the Consumers' Co-operative, an internal account shall be opened for the Shareholder of the Consumers' Co-Operative to record the movement of special purpose contributions to special purpose share-based associations of the Consumers' Co-Operative and contributions: for the development of the Consumers' Co-Operative; for the exchange for goods, services, participation for the Shareholders of the Consumers' Co-Operatives.

22.2. The internal account of the Shareholder shall be managed by the Shareholder using the tools developed and maintained by the Management Board of the Consumers' Co-Operative.

22.3. Additional internal accounts may be opened for the Shareholder as necessary to account for such Shareholder's participation in the activities of the Consumers' Co-Operative.

22.4. The system of accounting and distribution of special purpose contributions, special purpose share contributions of the Shareholders of the Consumers' Co-Operative may be managed by a trustee (a commercial bank servicing the current accounts of the Consumers' Co-Operative, a financial or consulting company) appointed by the Supervisory Board of the Consumers' Co-Operative or the authorised manager.

22.5. The regulations of the Consumers' Co-Operative on the system of accounting and distribution of special purpose contributions, special purpose share contributions, approved by the Supervisory Board of the Consumers' Co-Operative on the proposal of the Management Board of the Consumers' Co-Operative, may provide for other functions not contradicting these Articles of Association and the effective legislation of the Russian Federation.

23. VOLUNTARY SPECIAL PURPOSE CONTRIBUTIONS FROM THE SHAREHOLDERS OF THE CONSUMERS' CO-OPERATIVE

23.1. Voluntary special purpose refundable and non-refundable cash and non-cash contributions of the Shareholders for the development of the Consumers' Co-Operative, purchase of goods, interests, including investment, and services for the Shareholders shall form the Development Fund of the Consumers' Co-Operative and shall have a special status as defined in these Articles of Association, the Regulations on the Development Fund of the Consumers' Co-Operative and the Contracts of the Consumers' Co-Operative.

23.2. Voluntary non-refundable special purpose contributions shall be spent by the Consumers' Co-Operative in accordance with the regulations on the Development Fund of the Consumers' Co-Operative, special purpose associations and other documents of the Consumers' Co-Operative. Voluntary non-refundable special purpose contributions shall not be returned and shall not give rise to direct financial obligations of the Consumers' Co-Operative to the Shareholder of the Consumers' Co-Operative, with the exception of the relationship arising from the Guarantee and Suretyship Fund of the Consumers' Co-Operative (in accordance with the Consumers' Co-Operative documents governing such relationship).

23.3. Voluntary refundable special purpose contributions shall be returned both upon withdrawal of the Shareholder of the Consumers' Co-Operative, and in cases envisaged by the relevant internal documents of the Consumers' Co-Operative and the provisions of the special purpose share-based association, primarily out of the goods, interests and services intended for the Shareholders of the Consumers' Co-Operative.

24. SHARE AND OTHER FUNDS OF THE CONSUMERS' CO-OPERATIVE

24.1. The share fund of the Consumers' Co-operative shall consist of the share contributions, which are one of the main sources of the property of the Consumers' Co-operative.

24.2. In carrying out its activities, the Consumers' Co-Operative may form the following funds:

- share;
- non-distributable;
- consumer cooperation development;
- investment and infrastructure development of the Consumers' Co-Operative;
- reserve;
- insurance;
- guarantee and suretyship;
- mutual aid for the Shareholders of the Consumers' Co-Operative;
- loan and savings activities;
- other funds by resolution of the General Meeting of the Shareholders of the Consumers' Co-Operative.

24.3. The amount, procedure for formation and use of the funds of the Consumers' Co-operative shall be established by regulations approved by the General Meeting of Shareholders of the Consumers' Co-operative, as advised by the Supervisory Board of the Consumers' Co-operative.

25. INCOMES OF THE CONSUMERS' CO-OPERATIVE AND THEIR DISTRIBUTION

25.1. The incomes of the Consumers' Co-Operative derived from its business activities shall be spent for statutory purposes and, after making mandatory payments in accordance with the legislation of the Russian Federation, shall be allocated to the funds of the Consumers' Co-Operative, as well as for making settlements with creditors.

26. PROPERTY LIABILITY OF THE CONSUMERS' CO-OPERATIVE AND ITS SHAREHOLDERS

26.1. The Consumers' Co-Operative shall be liable for its obligations with all of the property belonging to it.

26.2. The Consumers' Co-Operative shall not be liable for the obligations of the Shareholders.

26.3. The Shareholder of the Consumers' Co-operative shall not be liable for the obligations of the Consumers' Co-operative.

26.4. The Consumers' Co-Operative shall be obliged to cover the resulting losses from the reserve fund of the consumers' co-operative or by making additional contributions within three months after the approval of the annual balance sheet.

26.5. The Shareholders of the Consumers' Co-Operative shall be jointly and severally liable for its obligations to the extent of the unpaid part of the additional contribution of each member of the Consumers' Co-Operative. Associate member Shareholders of the Consumers' Co-Operative shall not be jointly and severally liable for the obligations of the Consumers' Co-Operative.

26.6. A person joining the Consumers' Co-Operative shall not be liable for any obligations incurred prior to becoming a Shareholder of the Consumers' Co-Operative.

26.7. Losses incurred by the Consumers' Co-operative through a fault of the Shareholder of the Consumers' Co-Operative, as well as in connection with the Shareholder of the failure of the Consumers' Co-Operative to fulfil the obligations set forth in clause 3 of this article, shall be compensated by reducing the share contribution of such Shareholder or otherwise, as prescribed by the effective Legislation, the code of conduct of the Consumers' Co-Operative and resolutions of the General Meeting of the Consumers' Co-operative. In cases determined by resolutions of the General Meeting of the Consumers' Co-Operative, such losses may also be attributed to the special purpose shares of the Shareholders of the Consumers' Co-Operative.

26.8. Admission fee and share contribution may not be forfeited for personal debts and obligations of the Shareholders.

27. ACCOUNTING AND FINANCIAL STATEMENTS OF THE CONSUMERS' CO-OPERATIVE

27.1. The Consumers' Co-Operative shall be obliged to keep accounting records and submit financial statements in a manner established by the legislation of the Russian Federation. The Supervisory Board and the Management Board of the Consumers' Co-Operative shall be responsible for the accuracy of the information contained in the annual report and balance sheet, completeness and accuracy of the information provided to the state authorities, consumer societies and the Shareholders, as well as for the accuracy of the information provided for publication in the media.

27.2. The annual financial report of the Consumers' Co-Operative shall be audited by the Audit Committee of the Consumers' Co-Operative in accordance with these Articles of Association and the Regulations on the Audit Committee of the Consumers' Co-Operative. The Audit Committee's report shall be considered at the general meeting of the Consumers' Co-Operative.

28. DOCUMENT MANAGEMENT PROCEDURE IN THE CONSUMERS' CO-OPERATIVE

28.1. Registration of the admission and list of Shareholders, acceptance of the admission fee and share contributions, regulations and detailed documentation on the activities of special purpose share-based associations, keeping of minutes of General Meetings of the Consumers' Co-Operative, meetings of the Supervisory Board of the Consumers' Co-Operative, the Management Board of the Consumers' Co-Operative, meetings of Communities, meetings of Co-Operative Member Groups, Branches and other documents shall be organised as strict internal reporting documents by the Management Board of the Consumers' Co-Operative in accordance with the regulations and provisions approved by the Supervisory Board of the Consumers' Co-Operative.

29. RECORD-KEEPING IN THE CONSUMERS' CO-OPERATIVE

29.1. The Consumers' Co-Operative shall keep the following documents at the seat of the Management Board of the Consumers' Co-Operative:

- resolution on the establishment of the Consumers' Co-Operative;
- its state registration document;
- these Articles of Association, amendments and supplements made hereto;
- documents confirming the Consumers' Co-Operative rights to the property on its balance sheet and in its share fund;
- regulations on branches, representative offices of the Consumers' Co-Operative, organisations created by the Consumers' Co-Operative and special purpose share-based associations, all financial information related to the organisation of their activities;
- accounting and financial reporting documents;
- minutes of general meetings of the Consumers' Co-Operative;
- minutes of meetings of the Supervisory Board of the Consumers' Co-Operative and resolution of the Management Board of the Consumers' Co-Operative;
- minutes of meetings of the Audit Committee of the Consumers' Co-Operative;
- opinion of the audit firm and the Audit Committee of the Consumers' Co-Operative;
- other documents stipulated by the Legislation of the Russian Federation.

30. REORGANISATION OF THE CONSUMERS' CO-OPERATIVE

30.1. Reorganisation of the Consumers' Co-Operative (merger, consolidation, division, split-off) shall be carried out by resolution of the General Meeting of Shareholders of the Consumers' Co-Operative and on other grounds stipulated by the legislation of the Russian Federation.

30.2. Transformation of the Consumers' Co-Operative shall be by unanimous resolution of all Shareholders of the Consumers' Co-Operative.

31. LIQUIDATION OF THE CONSUMERS' CO-OPERATIVE

31.1. Liquidation of the Consumers' Co-Operative shall be carried out by resolution of the General Meeting of Shareholders of the Consumers' Co-Operative or by court order in accordance with the legislation of the Russian Federation.

31.2. If the General Meeting of the Shareholders of the Consumers' Co-Operative decides to liquidate the Consumers' Co-Operative, the Supervisory Board of the Consumers' Co-Operative shall promptly, in writing, inform the body responsible for the state registration of legal entities.

31.3. The General Meeting of Shareholders of the Consumers' Co-Operative shall appoint a liquidation committee (liquidator) and establish the procedure and time limits for liquidation of the Consumers' Co-Operative.

31.4. In the event of liquidation of the Consumers' Co-Operative, the property of its non-distributable fund shall not be divided between the Shareholders and shall be transferred to other consumers' co-operative(s) on the basis of a resolution of the General Meeting of Shareholders of the Consumers' Co-Operative.

31.5. The property of the development fund of the Consumers' Co-Operative formed from the special purpose contributions of the Shareholders and associate members of the Consumers' Co-Operative shall be distributed between them in accordance with the amount and content of the share funds of the active members (Shareholders) of the Consumers' Co-Operative and the current accounts (safekeeping accounts) of the associate members of the Consumers' Co-Operative at the time of the resolution to liquidate the Consumers' Co-Operative.

31.6. The property of the Consumers' Co-Operative remaining after the claims of creditors, members of the special purpose share-based associations of the Consumers' Co-Operative, except for the property of the non-distributable fund of the Consumers' Co-Operative, shall be distributed among the Shareholders of the Consumers' Co-Operative in proportion to the value of their share contributions. However, the associated member Shareholders of the Consumers' Co-Operative shall be entitled to the payment of the value of their share contributions and declared but unpaid co-operative distributions before the value of the share contribution is paid to the active member Shareholders of the Consumers' Co-Operative.

31.7. Liquidation of the Consumers' Co-Operative shall be deemed completed and the legal entity shall cease to exist upon making the relevant entry in the Unified State Register of Legal Entities.

31.8. In the event of the reorganisation or winding-up of the Consumers' Co-Operative, all documents in accordance with the effective Legislation shall be transferred to the successor organisations.

32. STATUS OF THE ARTICLES OF ASSOCIATION OF THE CONSUMER'S CO-OPERATIVE, PROCEDURE FOR MAKING

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE CONSUMER'S CO-OPERATIVE.

32.1. The Articles of Association of the Consumers' Co-Operative shall be a constitutional document of the Consumers' Co-Operative approved in accordance with the effective legislation of the Russian Federation. All other documents and resolutions made by the bodies of the Consumers' Co-Operative shall conform to these Articles of Association of the Consumers' Co-Operative. In case of contradiction, the documents and resolutions adopted by the bodies of the Consumers' Co-Operative shall not apply and shall not give rise to, modify or terminate any legal consequences.

32.2. The Articles of Association of the Consumers' Co-Operative and the internal documents adopted pursuant hereto shall be considered subject to the legal rule contained in Article 6 (clause 1) of the Civil Code of the Russian Federation as an agreement between the parties, i.e. the Consumers' Co-Operative and the Shareholders of the Consumers' Co-Operative. The application of the analogy of legislation and/or analogy of law to the legal relations of the Consumers' Co-Operative and the Shareholders of the Consumers' Co-Operative shall be admissible in cases where they are not regulated by these Articles of Association of the Consumers' Co-Operative and/or internal documents of the Consumers' Co-Operative adopted in accordance herewith.

32.3. The Supervisory Board of the Consumers' Co-Operative shall have the right to interpret these Articles of Association and their individual provisions.

32.4. If one or more provisions of these Articles of Association of the Consumers' Co-Operative become invalid, this will not affect or invalidate other provisions of these Articles of Association of the Consumers' Co-Operative or the entire Articles of Association of the Consumers' Co-Operative as a whole.

32.5. In the event of amendments to the provisions of the effective Legislation, these Articles of Association shall apply to the extent that they do not conflict with the mandatory rules of the Federal Laws.

32.6. These Articles of Association of the Consumers' Co-Operative shall only be amended and supplemented by a resolution of the General Meeting of Shareholders of the Consumers' Co-Operative, adopted in accordance with the rules and requirements of these Articles of Association of the Consumers' Co-Operative.

32.7. Amendments and supplements to these Articles of Association of the Consumers' Co-Operative regarding the establishment, operation or liquidation of representative offices and branches of the Consumers' Co-Operative, changes in the location and postal address of the Consumers' Co-Operative may be made by means of appendixes to these Articles of Association of the Consumers' Co-Operative.

32.8. Any amendments to these Articles of Association of the Consumers' Co-Operative shall be require mandatory registration with the Governmental Authority in charge of the registration of legal entities and shall become legally valid only upon such registration.

33. FINAL PROVISIONS

33.1. These Articles of Association of the Consumers' Co-Operative have been drawn up in three counterparts of equal legal force, one for the Consumers' Co-Operative, one for the authority in charge of the State Registration of legal entities and one as a backup copy for the State Archives.

Chairperson of the General Meeting
of Shareholders of ISII CC



- Vladislav Vladimirovich Vyglovsky -

Secretary of the General Meeting
of Shareholders of ISII CC



- Vadim Vadimovich Podsevalov -