

CHAPTER 8.

Rules on arbitration of corporate disputes

Article 62. General Provisions on the Rules on Arbitration of Corporate Disputes

1. Chapter 8 of the Arbitration Rules shall apply to arbitration of the disputes related to the incorporation of a legal entity in the Russian Federation (hereinafter, the “**Legal Entity**”), management thereof or participation therein, arising between the shareholders, partners, founders, members of the Legal Entity (hereinafter, the “**Participants**”) and the Legal Entity itself, if pursuant to the applicable law the arbitration of such disputes shall be conducted in accordance with the special rules on arbitration of corporate disputes (hereinafter, the “**Corporate Disputes**”).
2. Parties to an arbitration of a Corporate Dispute are the Parties, including all separate representatives of the Legal Entity, in case where claims are filed on behalf of the Legal Entity by its Participants, and other persons who joined the arbitration of the Corporate Dispute in accordance with Chapter 8 of the Arbitration Rules notwithstanding their status and the stage of the proceedings (hereinafter, the “**Parties to a Corporate Dispute**”).
3. The provisions of the Arbitration Rules shall apply to the arbitration of Corporate Disputes subject to the special rules set forth in Chapter 8 of the Arbitration Rules. The provisions of the Arbitration Rules on expedited arbitration shall not apply to the arbitration of Corporate Disputes.

Article 63. Arbitration Agreement with Respect to Corporate Disputes

1. Corporate Disputes may be referred to arbitration administered by the RAC subject to an arbitration agreement concluded:
 - 1) by a Legal Entity, all Participants thereof and other parties acting as Claimants and Respondents in the aforesaid disputes; or

2) by the Parties, if legislation effective as of the date of commencement of arbitration does not require conclusion of an arbitration agreement between all persons listed in Subparagraph 1 of this Paragraph with respect to this category of Corporate Disputes.

2. The arbitration agreement with respect to all or part of the Corporate Disputes may also be concluded by way of incorporation of such an arbitration agreement into the charter (articles of association) of the Legal Entity in accordance with the procedure provided for in applicable law. Unless such an arbitration agreement provides otherwise, it shall also cover and bind the sole executive bodies and members of collective bodies of the Legal Entity.

Article 64. Commencement of Arbitration of a Corporate Dispute

1. In order to commence arbitration of a Corporate Dispute, the Claimant shall file a Claim. For this purpose, filing of the Request is not envisaged.
2. Apart from the information listed in Articles 9 and 11 of the Arbitration Rules, the Claim in a Corporate Dispute shall also contain and be accompanied with the following:
 - 1) the name and contact details of the Legal Entity, as well as (if any) the same information with respect to the Legal Entity's authorised representatives;
 - 2) the name and contact details of other parties to the arbitration agreement, as well as (if any) the same information with respect to the authorised representatives of such parties;
 - 3) the name and contact details of the keeper of the register of holders of securities, if the Legal Entity is a joint-stock company;
 - 4) the extract from the Unified State Register of Legal Entities with respect to the Legal Entity, certified by the tax authority or the Claimant (its authorised representative) obtained at least 10 days in advance of the date of filing of the Claim;
 - 5) the documents confirming the Claimant's compliance with the requirement of advance notification of the Participants, including by way of sending to the Legal Entity the respective notification of the intent to commence arbitration of a Corporate

Dispute, as well as the requirements for submission of any other information relevant for the case, if such requirements are prescribed by the effective legislation or the constituent documents of the Legal Entity;

- 6) the documents confirming the status of Participant, if the Claim is filed by a Participant (where such documents are absent, the Claimant shall substantiate the right to file the Claim).
3. In case the Claim does not meet any of the requirements set forth in Paragraph 2 of this Article, the Claim is to be suspended.

Article 65. Commencement of Arbitration by a Participant on behalf of the Legal Entity

1. Where in accordance with the applicable law a Participant is entitled to file claims acting on behalf of the Legal Entity, such a Participant is deemed to represent the Legal Entity, with the Legal Entity being the Claimant in the respective arbitration of a Corporate Dispute.
2. When filing the Claim, the Participant shall be mentioned as the representative of the Legal Entity. At the same time, such Participant bears the obligation to pay the arbitration fee in accordance with the Rules on Arbitration Fees and Arbitration Costs.
3. Commencement of arbitration by a Participant does not preclude the Legal Entity from sending its own separate representatives, or joining other Participants to the proceedings as separate representatives of the Legal Entity in accordance with the procedure set forth in Article 67 of the Arbitration Rules.
4. A Participant joining the arbitration commenced by another Participant in accordance with this Article is deemed to have joined as a separate representative of the Legal Entity. The application to join may state that the Participant is joining as an additional party, including where the joining Participant objects to the claims advanced in the arbitration it is joining. All separate representatives of the Legal Entity acting on its behalf in accordance with this Article have equal procedural rights. Each of the separate representatives of the Legal Entity shall be notified of the course of arbitration of the Corporate Dispute.

5. In case several Participants are joining the arbitration as separate representatives of the Legal Entity, the Arbitral Tribunal may suggest that all such separate representatives and the Legal Entity itself discuss the possibility of joint appointment of a representative of the Legal Entity to act on behalf of them.
6. In case of a conflict between the positions of separate representatives of the Legal Entity or with the position of the Legal Entity itself, the Arbitral Tribunal shall grant them the opportunity to voice all such positions, and shall take them into account and assess them when rendering the arbitral award based on its inner conviction subject to the essence and aims of the claims advanced.

Article 66. Notifications and Information on the Commencement of Arbitration of a Corporate Dispute

1. Within three days from the receipt of the Claim satisfying all requirements set forth by the Arbitration Rules, the RAC shall send a copy of the Claim with all exhibits thereto to the Legal Entity at the address stated in the Unified State Register of Legal Entities, as well as publish the following information in the special section of the publicly accessible part of its official website:
 - 1) the name of the document filed specifying all claims;
 - 2) the information on the Claimant, Respondent, representative of the Legal Entity that filed the Claim on behalf of the Legal Entity (if any), as well as on any other persons or entities specified in the Claim;
 - 3) the full name, Primary State Registration Number and/or Taxpayer's Identification Number of the Legal Entity;
 - 4) the case number and the statement of the right of Participants to join the arbitration of the Corporate Dispute.
2. If the claims are amended or supplemented in the course of arbitration, the RAC at the request of the Arbitral Tribunal may amend the information on the Corporate Dispute published earlier in accordance with Paragraph 1 of this Article.
3. Within three days from the receipt of the Claim submitted in accordance with Paragraph 1 of this Article, the Legal Entity shall at its own expense send a notification of the Corporate Dispute, enclosing a copy of the Claim with exhibits to all Participants,

and, if the Legal Entity is a joint-stock company, to the persons or entities keeping records of the rights to securities of the Legal Entity (the depositaries) and the keeper of the register of holders of securities of the Legal Entity.

4. Unless the arbitration agreement provides otherwise, the documents shall be sent by the Legal Entity in accordance with Paragraph 3 of this Article by way of personal delivery with confirmation of receipt, by a courier service, by registered mail or by any other means involving the record of the attempt to deliver the documents.
5. The Legal Entity may additionally publish the information on the commencement of arbitration of the Corporate Dispute and the information on such a dispute on its website or any other website generally used by the Legal Entity for disclosure.
6. No later than 10 days from the receipt of the Claim filed in accordance with Paragraph 1 of this Article, the Legal Entity shall submit to the RAC the documents confirming the dispatch of the documents in accordance with Paragraph 3 of this Article. Compliance by the Legal Entity with such an obligation, as well as the consequences of non-compliance or improper compliance with it shall be assessed by the Arbitral Tribunal.

Article 67. Joining a Corporate Dispute

1. Each Participant may join the arbitration of the Corporate Dispute by way of filing with the RAC an application to join arbitration (hereinafter, the “**Application to Join**”) as:
 - 1) a separate representative of the Legal Entity in case the arbitration of the Corporate Dispute is commenced by another Participant in accordance with the procedure set forth in Article 65 of the Arbitration Rules;
 - 2) a co-claimant;
 - 3) an additional party in accordance with the procedure set forth in Paragraph 3 of Article 34 of the Arbitration Rules.
2. If the Participant failed to specify the status under which it is joining arbitration of the Corporate Dispute, it is deemed to have joined as an additional party. The status under which a Participant

has joined the arbitration of a Corporate Dispute may be altered by the Arbitral Tribunal on its application.

3. An Application to Join shall contain and be accompanied with the following:
 - 1) the name and contact details of the Participant;
 - 2) the number of the case the Participant has applied to join;
 - 3) the status in which the Participant joins the arbitration of the Corporate Dispute;
 - 4) the summary of position of the Participant with respect to the claims filed or a statement indicating the absence of such a position;
 - 5) the documents confirming the status of the Participant (where such documents are absent, the Participant shall substantiate the right to file the Application to Join);
 - 6) the copy of the arbitration agreement the Participant is a party to (if such an arbitration agreement has not been filed earlier in the arbitration of a Corporate Dispute in question);
 - 7) the copies of documents confirming the powers of the signatory of the Application to Join;
 - 8) evidence that the Application to Join and all documents enclosed thereto have been filed to all persons specified in the Claim, and to the Legal Entity (postal receipt and list of attachments); in the case of sending by e-mail, the proper confirmation of such dispatch shall be the indication as a recipient, in addition to the specified persons, of the RAC e-mail address admin@centerarbitr.ru.
4. The Application to Join may be filed with the RAC at any stage of arbitration of a Corporate Dispute prior to the issuance of the arbitral award. The Application to Join for the purposes of participating in the constitution of the Arbitral Tribunal shall be filed within at least 30 days following the publication of the information specified in Paragraph 1 of Article 66 of the Arbitration Rules in the special section of the publicly accessible part of the official website of the RAC. The Participants that filed Applications to Join upon the expiry of the time limit set forth herein may not participate in the constitution of the Arbitral Tribunal or advance objections relying on their non-participation in the constitution of the Arbitral Tribunal.
5. The Participant that joined the arbitration of a Corporate Dispute shall be deemed to have joined from the date of receipt

by the RAC of the Application to Join. Such a Participant is deemed to have consented to the state of arbitration of a Corporate Dispute as it is at the moment of its joining, and may not advance objections and challenge procedural actions that took place prior to its joining. Where an Application to Join is filed after the completion of oral hearings, no additional hearings shall be held and the position of the joining Participant shall not be taken into account when rendering the arbitral award, unless the Arbitral Tribunal deems it necessary to hold such oral hearings and take into account the position of the joining party.

6. The decision to join a Participant to a Corporate Dispute shall be made by the Arbitral Tribunal, and before the Arbitral Tribunal is constituted – by the Executive Administrator no later than 7 days from the receipt of the Application to Join. In case of doubt that the applicant has the status of Participant, the decision to join such an applicant shall be made by the Board.
7. The Parties shall be notified of the joining of the Participant at the earliest possible date.

Article 68. Consolidation of Proceedings under Corporate Disputes

1. Where a Claim is filed on the same subject matter with respect to the same Legal Entity as the claims already pending arbitration of the Corporate Dispute, such arbitration proceedings shall be consolidated by the Arbitral Tribunal. In such a case, the arbitration that commenced earlier shall continue, while the arbitration that commenced later shall be terminated. The provisions of Article 32 of the Arbitration Rules shall not apply in this case.
2. Arbitration proceedings of Corporate Disputes with respect to the same Legal Entity involving claims on different subject matters may be consolidated in accordance with the provisions of Article 32 of the Arbitration Rules. For these purposes, Corporate disputes related to the participation in a Legal entity or management of such a Legal Entity are deemed to be arising from interconnected legal relationships.

Article 69. Constitution of the Arbitral Tribunal in Arbitration of a Corporate Dispute

1. Unless the arbitration agreement provides otherwise, the Corporate Dispute shall be resolved by three arbitrators.
2. Unless the arbitration agreement provides otherwise, for the purposes of resolution of a Corporate Dispute, the Arbitral Tribunal shall be constituted in accordance with the procedure stipulated in Article 17 of the Arbitration Rules. For the purposes of this Article, the time limit for the constitution of the Arbitral Tribunal shall begin from the expiry date of the time limit for joining the arbitration of the Corporate Dispute set forth in Paragraph 4 of Article 67 of the Arbitration Rules.

Article 70. Notification of the Course of Arbitration of a Corporate Dispute

1. The Arbitral Tribunal shall immediately notify the RAC in writing of any and all documents accepted or received in the course of arbitration of a Corporate Dispute and enclose copies of these documents.
2. The RAC shall send the following documents to all Participants joining the Corporate Dispute:
 - 1) any and all documents, including written submissions received from the Parties to the Corporate Dispute;
 - 2) any and all notifications, orders and awards of the Arbitral Tribunal;
 - 3) any other documents and correspondence on the Corporate Dispute the Arbitral Tribunal believes to be important for the Participants' decisions with respect to the Corporate Dispute or for the protection of their rights and legitimate interests in the course of arbitration of the Corporate Dispute.
3. Where a Participant joining the Corporate Dispute has expressly refused in writing to receive the documents and information specified in Subparagraphs 1 and 2 of Paragraph 2 of this Article, no such documents shall be sent to it. Such a refusal may be contained, *inter alia*, in the Application to Join.

Article 71. Special Rules for Withdrawal of Claim, Admission of Claim and Conclusion of a Settlement Agreement under a Corporate Dispute

1. Within 30 days following the receipt from the RAC of the information on the filing of an application to withdraw the claims or admit the claims or on the intent to enter into a settlement agreement with respect to a Corporate Dispute, each Participant joining the Corporate Dispute may file objections against such an application.
2. If the RAC receives no objections from the Participants that have joined the Corporate Dispute within the time limit set forth in Paragraph 1 of this Article, or if the Arbitral Tribunal receives such objections but finds that all Participants filing such objections have no legally protected interest in the continuation of arbitration of the Corporate Dispute, the withdrawal of claims, admission of claims and conclusion of a settlement agreement shall be accepted and allowed by the Arbitral Tribunal without the need to obtain the consents of all Participants who joined the Corporate Dispute.

Article 72. Interim Measures in a Corporate Dispute

1. The Arbitral Tribunal may order interim measures in the course of arbitration of a Corporate Dispute in accordance with the provisions of Chapter 5 of the Arbitration Rules.
2. Information on the issuance of interim measures in the course of arbitration of a Corporate Dispute shall be published in the special section of the publicly accessible part of the official website of the RAC.

Article 73. Arbitral Award in a Corporate Dispute

1. The arbitral award in a Corporate Dispute shall be binding on all Parties to the Corporate Dispute, all Participants, the Legal Entity itself and other parties to the arbitration agreement with respect to the Corporate Dispute, irrespective of whether they joined the arbitration of the Corporate Dispute.

2. The arbitral award in the Corporate Dispute shall be sent to all Parties to the Corporate Dispute.
3. A copy of the arbitral award in the Corporate Dispute may be provided to any Participant within the storage period of such an award at the RAC, provided that such a Participant presents to the RAC proof of its status, as well as a written confirmation of compliance with the confidentiality obligations with respect to the arbitral award and all information on the Corporate Dispute.