

APPROVED  
BY THE GENERAL MEETING OF SHAREHOLDERS  
OF DETSKY MIR PJSC  
(MINUTES N/N, DATED , 2022)

**DETSKY MIR**  
**PUBLIC JOINT STOCK COMPANY**

**COMPANY'S STATUTE**

**(VERSION NO. 21)**

**CITY OF MOSCOW**  
**2022**

---

**CONTENTS**

<b>PART I. COMPANY</b> .....	<b>3</b>
1. BASIC PROVISIONS .....	3
2. GOAL, SCOPE AND TYPES OF THE COMPANY’S ACTIVITY .....	3
3. COMPANY’S LEGAL STATUS .....	4
4. COMPANY’S PROPERTY .....	4
5. COMPANY’S BRANCHES AND REPRESENTATIVE OFFICES .....	4
6. COMPANY’S DIVIDENDS .....	4
7. COMPANY’S FUNDS AND NET ASSETS .....	5
8. COMPANY’S BOOK-KEEPING AND STATEMENTS .....	5
9. INFORMATION ABOUT THE COMPANY .....	5
10. REORGANIZATION AND LIQUIDATION OF THE COMPANY .....	6
11. COMPANY’S STATUTE.....	6
<b>PART II. AUTHORIZED CAPITAL OF THE COMPANY</b> .....	<b>7</b>
12. AUTHORIZED CAPITAL OF THE COMPANY. GENERAL PROVISIONS .....	7
13. COMPANY’S AUTHORIZED CAPITAL INCREASE.....	7
14. COMPANY’S AUTHORIZED CAPITAL DECREASING .....	7
15. CONTRIBUTIONS TO THE COMPANY PROPERTY NOT INCREASING THE COMPANY’S AUTHORIZED CAPITAL .....	8
<b>PART III. SHARES AND OTHER EQUITY SECURITIES OF THE COMPANY</b> .....	<b>8</b>
16. SHARES OF THE COMPANY.....	8
17. BONDS AND OTHER ISSUED SECURITIES OF THE COMPANY .....	9
18. CONSOLIDATION AND SPLITTING OF SHARES .....	9
19. PAYMENT OF SHARES AND OTHER ISSUE-GRADE SECURITIES UPON THEIR PLACEMENT .....	9
20. PURCHASE OF DISTRIBUTED SHARES BY THE COMPANY .....	9
21. REDEMPTION OF SHARES OF THE COMPANY ON REQUEST OF THE SHAREHOLDERS .....	10
<b>PART IV. SHAREHOLDERS OF THE COMPANY</b> .....	<b>10</b>
22. SHAREHOLDERS OF THE COMPANY .....	10
23. REGISTER OF THE SHAREHOLDERS OF THE COMPANY .....	11
24. RIGHTS OF THE COMPANY’S SHAREHOLDERS.....	11
25. DUTIES OF THE SHAREHOLDERS OF THE COMPANY .....	12
<b>PART V. MANAGEMENT BODIES OF THE COMPANY</b> .....	<b>13</b>
26. STRUCTURE OF THE MANAGEMENT BODIES OF THE COMPANY .....	13
27. GENERAL MEETING OF SHAREHOLDERS .....	13
28. COMPETENCE OF THE GENERAL MEETING OF SHAREHOLDERS .....	13
29. PREPARATIONS TO HOLD AND CONVENE THE GENERAL MEETING OF SHAREHOLDERS .....	16
30. HOLDING THE GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY .....	18
31. DOCUMENTS OF THE GENERAL MEETING OF SHAREHOLDERS .....	20
32. COMPANY’S BOARD OF DIRECTORS.....	20
33. COMPETENCE OF THE COMPANY’S BOARD OF DIRECTORS .....	21
34. MEETINGS OF THE COMPANY’S BOARD OF DIRECTORS .....	26
35. EXECUTIVE BODIES OF THE COMPANY .....	27
36. COMPANY’S MANAGEMENT BOARD .....	28
37. GENERAL DIRECTOR OF THE COMPANY .....	29
<b>PART VI. CONTROL OVER FINANCIAL AND BUSINESS OPERATIONS OF THE COMPANY</b> .....	<b>30</b>
38. COMPANY’S AUDITOR .....	30

---

**PART I. COMPANY**

**1. BASIC PROVISIONS**

- 1.1. Detsky Mir Public Joint Stock Company, hereinafter referred to as the Company, was registered by the Moscow Registration Chamber on September 03, 1997 (Certificate of State Registration No. 869.149).
- 1.2. The Company was included to the Unified State Register of Legal Persons under Primary State Registration Number (PSRN) 1027700047100.
- 1.3. The full corporate name of the Company in Russian is: **Публичное акционерное общество «Детский мир»**
- 1.4. The abbreviated corporate name of the Company in Russian is: **ПАО «Детский мир»**
- 1.5. The full corporate name of the Company in English is: **Detsky Mir Public Joint Stock Company**
- 1.6. The abbreviated corporate name of the Company in English is: **Detsky Mir PJSC**.
- 1.7. Company's location: **Russian Federation, Moscow**. The address of the Company is specified in the Unified State Register of Legal Persons.
- 1.8. The Company shall act subject to the Civil Code of the Russian Federation, *Federal Law "On Joint Stock Companies"*, other regulatory legal documents of the Russian Federation and under this Statute.
- 1.9. The Company is established for unlimited period of time.
- 1.10. Information on the Company's reorganization and succession:
  - (1) The Company is the full successor of all the rights and obligations of Detsky Mir – South, Closed Joint Stock Company (registered by the Inspection of the FTS of Russia of the Voroshilovsky District in Rostov-on-Don on September 21, 2005 and included on September 21, 2005 by the Inspection of the FTS of Russia of the Voroshilovsky District in Rostov-on-Don to the Unified State Register of Legal Persons with the primary state registration number 1056161037690), reorganized in the form of acquisition to Detsky Mir – Center Open Joint Stock Company.
  - (2) The Company is the full successor of all the rights and obligations of Detsky Mir – North-West Closed Joint Stock Company (registered by the Inspection of the Ministry of the Russian Federation for Taxes and Duties of the Petrogradsky District in Saint Petersburg on March 17, 2004 and included on March 17, 2004 by the Inspection of the Ministry of the Russian Federation for Taxes and Duties of the Petrogradsky District in Saint Petersburg to the Unified State Register of Legal Persons with the primary state registration number 1047820008840), reorganized in the form of acquisition to Detsky Mir – Center Open Joint Stock Company.
  - (3) The Company is the full successor of all the rights and obligations of Detsky Mir – Privolzhye Closed Joint Stock Company (registered by the Inspection of the Federal Tax Service of the Leninsky District in Samara on July 28, 2005 and included on July 28, 2005 by the Inspection of the Federal Tax Service of the Leninsky District in Samara to the Unified State Register of Legal Persons with the primary state registration number 1056315069733), reorganized in the form of acquisition to Detsky Mir – Center Open Joint Stock Company.
  - (4) The Company is the full successor of all the rights and obligations of Detsky Mir – Kazan Closed Joint Stock Company (registered by the Inspection of the Federal Tax Service of the Moskovsky District in Kazan on November 16, 2005 and included on November 16, 2005 by the Inspection of the Federal Tax Service of the Moskovsky District in Kazan to the Unified State Register of Legal Persons with the primary state registration number 1051633100958), reorganized in the form of acquisition to Detsky Mir – Center Open Joint Stock Company.
  - (5) The Company is the full successor of all the rights and obligations of TIREKS DEVELOPMENT Closed Joint Stock Company (registered by the Moscow Registration Chamber on June 21, 2001 under No. 001.266.159 and included on January 27, 2003 by the Department of the Moscow Tax Service of Russia in Moscow to the Unified State Register of Legal Persons with the primary state registration number 1037700059473), reorganized in the form of acquisition to Detsky Mir – Center Open Joint Stock Company.

**2. GOAL, SCOPE AND TYPES OF THE COMPANY'S ACTIVITY**

- 2.1. The goal for the Company's establishment is profit gaining by means of entrepreneurial activities performing.
- 2.2. To achieve its goal, the Company performs the following types of activity:
  - (1) Retail trade by non-food products in specialized stores;
  - (2) Retail trade by food products in specialized stores;
  - (3) Retail trade by cosmetic goods and sanitary products in specialized stores;
  - (4) Retail trade via mail or information and communication network Internet;
  - (5) Retail trade by articles used for medical purposes, in specialized stores;
  - (6) Retail trade by pet supplies in specialized stores.
  - (7) Training of employers and employees on labor protection, services in the field of labor protectionThe Company may perform any other types of activity, that correspond to its goals and are not prohibited by law.
- 2.3. The types of activities subject to licensing may be performed subject to the appropriate licenses.

## Statute of Detsky Mir PJSC

---

### 3. COMPANY'S LEGAL STATUS

- 3.1. The Company is a corporate legal person as provided by the Russian law, being an owner of separate property, booked on its own separate balance sheet, and may acquire and execute, on its own behalf, any property and personal non-property rights, may be held liable, may act as a plaintiff or defendant in court.
- 3.2. The Company has a round seal, stamps and letterheads bearing its full corporate name in Russian and/or in English and the information about the Company's location, as well as trade marks registered as provided by the law. The Company may have an emblem and may use other means of visual identification.
- 3.3. The Company may subject to the established practice, participate in other entities incorporation both in the Russian Federation and abroad, as well as may have subsidiary companies (hereinafter referred to as the S) both within the Russian Federation and abroad, may purchase stocks (shares) in their authorized capitals as well as buildings, constructions, land, other immovable property, securities as well as any other property, that subject to the Russian law, may be an object of title.
- 3.4. To attract additional funds the Company may issue securities of various kinds, whose circulation is permitted by the Russian law, including registered shares, bonds and other issued securities, independently determining the terms for issuing thereof and placement subject to the Russian law and this Statute.
- 3.5. The Company may participate in holding companies, financial and industrial groups, associations and other commercial companies consolidations on the terms that do not contradict the current Russian law and this Statute.
- 3.6. The Company may participate in unions, associations, other companies consolidations on the terms that do not contradict the current law and this Statute. The Company may cooperate in any form not prohibited by the law with international financial organizations.
- 3.7. The Company acquires civil rights and assumes liabilities through its bodies acting subject to the law and this Statute.
- 3.8. The Company is liable for its obligations to the extent of all its property.
- 3.9. The Company is not liable for its shareholders' obligations and the shareholders are not liable for the Company's obligations and bear the risk of losses associated with its activities, to the extent of the value of the shares they hold. The Company shall not be liable for the obligations of the state and its authorities, and the state and its authorities shall not be liable for the obligations of the Company.
- 3.10. The Company to implement the national, social, economic and tax policy shall be liable for the safe custody of its internal documents (management, financial and business, personnel documents and others); shall ensure the transfer of the documents being scientifically and historically significant to be stored by Moscow central archives subject to the list of documents that has been agreed with Mosgorarchive association, shall keep personnel documents safe and use them subject to the established practice.
- 3.11. The Company shall perform government mobilization arrangements subject to the Russian law and the regulatory documents of the Government of Moscow.

### 4. COMPANY'S PROPERTY

- 4.1. The Company is the owner of the property held by it, including property transferred to it by the shareholders. The Company's shareholders do not have the title to the property contributed to form the Company's authorized capital.
- 4.2. The Company shall freely possess, use and dispose of the property it owns subject to the Russian law.
- 4.3. Any and all major transactions and interested party transactions shall be made by the Company only upon the approval of the Company's General Meeting of Shareholders and the Board of Directors, subject to the procedure stipulated in Sub-clauses 28.1.(22)–28.1.(29), 33.2.(29)–33.2.(31) of this Statute, as well as subject to other requirements provided by the current Russian law.
- 4.4. Fixed and current assets as well as other property, whose value is shown on the Company's own separate balance, shall comprise the Company's property. The sources of property, proceeds, the Company's balance and net profit shall be formed as provided by the Russian law.

### 5. COMPANY'S BRANCHES AND REPRESENTATIVE OFFICES

- 5.1. The Company may, subject to the established practice, establish, both within the Russian Federation and abroad, its own branches and representative offices, that shall function by virtue of the provisions approved by the Company's Board of Directors for them. The branches and representative offices are not Legal persons, and their managers shall be appointed by the General Director and shall act by virtue of the powers assigned to them under the power of attorney issued to them.
- 5.2. The data on the Company's branches and representative offices is included in the Unified State Register of Legal Persons.

### 6. COMPANY'S DIVIDENDS

- 6.1. The Company may, based on the results of the first quarter, six months, nine months of the reporting year and (or) based on the results of the reporting year, make resolutions (announce) about dividend payments on the outstanding shares.
- 6.2. The resolution on dividends payment (announcement) based on the results of the first quarter, six months and nine months of the reporting year may be made by an extraordinary General Meeting of Shareholders within three

## Statute of Detsky Mir PJSC

---

months after the end of the relevant period. The resolution on dividends payment based on the results of reporting year shall be made by the Annual General Meeting of the Company's Shareholders.

- 6.3. The resolution on dividends payment (announcement), including the resolution on dividends size, the form of dividends payment, procedure for paying the dividends in non-monetary form, the date, on that the persons eligible to receive dividends shall be determined, and other provisions specifying the procedure for the Company's dividend payments shall be made by the General Meeting of the Company's Shareholders upon the suggestion of the Company's Board of Directors. Dividends amount may not be greater than that recommended by the Board of Directors.
- 6.4. The term of dividends payment shall not exceed the terms for the payment of dividends fixed by Federal Law "On Joint Stock Companies", other regulatory legal acts of the Russian Federation. By the resolution on dividends payment (announcement) a shorter period for such dividends payment may be fixed.
- 6.5. The Company shall pay dividends declared on the shares of each category (type), unless otherwise provided by Federal Law "On Joint Stock Companies".
- 6.6. The amount of the dividend is declared as a percentage of a share nominal value or in rubles per share.
- 6.7. The dividend may be paid in cash, as well as by the resolution of the General Meeting of Shareholders in kind, namely, in stocks, bonds, commodities or other property.
- 6.8. The list of persons entitled to receive dividends shall be made in the manner and terms established by the Federal Law "On Joint Stock Companies", other regulatory legal acts of the Russian Federation.
- 6.9. The restrictions applicable to dividend announcement and payment shall be determined by the current law.
- 6.10. If, within the dividends payment period specified subject to the rules of the present Clause of the Statute, the declared dividends have not been paid to the person included to the list of persons eligible to receive dividends, such person may, within the term fixed by the Russian law, demand from the Company to pay him such declared dividends. The term for applying with the demand to pay the declared dividends, shall not be restored if missed, except in the case when the person, who is eligible to receive dividends, has not submitted such demand due to being exposed to violence and threats.

Upon the expiration of the term specified in the present Clause, the declared dividends, that have not been demanded by the shareholder, shall be restored as a part of retained earnings of the Company, and the obligation to pay them shall cease.

### **7. COMPANY'S FUNDS AND NET ASSETS**

- 7.1. The Company shall arrange a reserve fund by annually allocating an amount not less than 5% (five percent) of the net profit until it reaches 5% (five percent) of the Company's authorized capital. The reserve fund is targeted at covering its losses and to redeem the Company's bonds and repurchase shares of the Company, in case there are no other assets. The reserve fund may not be used for other purposes. The assets of the reserve fund are used by the resolution of the Board of Directors in the procedure established therein.
- 7.2. The Company may establish other funds.
- 7.3. The value of the Company's net assets shall be estimated based on the accounting data subject to the practice established by the law.
- 7.4. Should the value of the Company's net assets become less than the amount of its authorized capital, the Company shall take a range of measures stipulated by the Russian law.

### **8. COMPANY'S BOOK-KEEPING AND STATEMENTS**

- 8.1. The Company arranges accounting keeping and takes steps to perform accounting in the Company by trustworthy and complete reflection of information on all transactions and other facts of economic activity.
- 8.2. The Company shall keep the documents stipulated by the current law safe.
- 8.3. The Company shall disclose its accounting (financial) statements subject to the procedure established by the current law and internal documents of the Company.
- 8.4. The General Director of the Company shall be liable for the accounting procedure, state and authenticity of the accounting system at the Company, for the timely submission of annual statements and other accounting (financial) statements to regulatory bodies as well as shall be liable for the authenticity of the information regarding the Company's activity, that is provided to the Company's shareholders, its creditors and to other persons.
- 8.5. The Company's annual accounting (financial) statements shall be presented by the General Director of the Company to the attention of the Board of Directors and General Meeting of Shareholders along with the Auditor's report.
- 8.6. The Company's annual statement shall be preliminary approved by the Company's Board of Directors 30 (thirty) days before the date when the Annual General Meeting of Shareholders is held.
- 8.7.

### **9. INFORMATION ABOUT THE COMPANY**

- 9.1. Information about the Company is available to shareholders subject to the Russian law.
- 9.2. The Company shall provide its shareholders the access to the documents that shall be kept and presented subject to this Statute and the Russian law. The company-related information and the copies of the Company's relevant documents shall be provided subject to the practice established by the Russian law.

## Statute of Detsky Mir PJSC

- 9.3. The shareholders and the Company shall take reasonable efforts to prevent unauthorized disclosure and loss of the Company's confidential information. The members of the Board of Directors who have access to confidential information about the Company, shall not communicate thereof to any persons having no access to such information and use it to their own benefit or to the benefit of other persons.
- 9.4. When necessary, the Company shall make non-disclosure agreements regarding confidential information with its employees, members of the Board of Directors, shareholders, and such aforementioned persons shall make such agreements with each other.
- 9.5. The information subject to binding disclosure, shall be disclosed by the Company to the extent and subject to the procedure provided by the Company's internal documents and the Russian law.

### **10. REORGANIZATION AND LIQUIDATION OF THE COMPANY**

- 10.1. The Company may be voluntarily reorganized following the procedure provided by the Russian law. Subject to the procedure provided by the law, the Company's reorganization shall result in the transfer of the Company's rights and obligations to its successors.
- 10.2. The Company may be reorganized in the form of merger, affiliation, separation, segregation and transformation as well as with simultaneous combination of various forms.
- 10.3. The Company shall be deemed reorganized, except for the cases of reorganization in the form of acquisition, since the moment of state registration of the legal persons incorporated as the result of such reorganization.
- 10.4. In case the Company is reorganized in the form of acquisition of another company to it, the Company shall be deemed reorganized since the moment when an entry is made in the Unified Register of legal persons stating that the activity of the joined company is terminated.
- 10.5. The Company may be voluntarily liquidated subject to the procedure provided by the law or by a court resolution on the grounds provided by the Russian law.
- 10.6. The winding up of the Company shall result in the termination of its activity without any transfer to other persons, under the universal succession procedure, of its rights and obligations.
- 10.7. All the powers entitling the liquidation commission to manage the Company's affairs shall be vested upon it at the moment of appointment thereof. The liquidation commission shall appear in court on behalf of the Company undergoing the liquidation procedure.
- 10.8. The liquidation commission shall publish in the mass media, where the data on the state registration of legal persons is published, a notice of liquidation of the Company, as well as the procedure and deadlines for the claims making by its creditors. The deadline for claims making by creditors may not be less than two months as of the date when the notice of liquidation of the Company is published.
- 10.9. Upon the expiry of the deadline for making claims by creditors, the liquidation commission shall complete an interim liquidation balance sheet, that shall contain the data on the Company's property assets undergoing liquidation procedure, on the claims made by its creditors, results of consideration thereof as well as the list of claims satisfied by the court resolution, that has come into effect, regardless of whether such claims have been accepted by the liquidation commission. The interim liquidation balance sheet shall be approved by the General Meeting of Shareholders.
- 10.10. After completion of settlements with creditors, the liquidation commission makes liquidating balance, that shall be approved by the General Meeting of Shareholders.
- 10.11. Property remaining after settlements making with the Company's creditors is distributed by the liquidation commission among the shareholders in the following order:
  - firstly, payments on the shares to be redeemed by the Company from its shareholders as provided by the law;
  - secondarily, payment of accrued but unpaid dividends on preferred shares and certain liquidation value of preferred shares fixed in the Company's Statute;
  - thirdly, distribution of the liquidated company property between the shareholders – owners of ordinary shares and all types of preferred shares.
- 10.12. The distribution of the property of each priority shall be made after complete distribution of the property in the previous priority.
- 10.13. The liquidation shall be deemed completed, and the Company shall be deemed wound up, once the data on its winding up have been entered in the Unified State Register of Legal Persons, subject to the procedure of state registration of Legal persons, provided by the law.
- 10.14. Upon the reorganization and liquidation of the Company as well as upon its activities winding up involving the use of data containing the state secrets of the Russian Federation, the Company shall ensure the safety of such data and such data media.

### **11. COMPANY'S STATUTE**

- 11.1. This Statute is the constituent document of the Company. All the management and supervisory bodies of the Company, as well as the shareholders of the Company, shall comply with the requirements of the Company's Statute. This Statute shall take effect as of the moment of its registration subject to the procedure provided by the Russian law.
- 11.2. The resolutions on making amendments and addenda to this Statute shall be made by the General Meeting of the Company's Shareholders or by the Company's Board of Directors within the limits of their competence and

## Statute of Detsky Mir PJSC

---

subject to the procedure provided by the law and this Statute; the amendments and addenda to the Statute shall take effect for third persons as of the moment of state registration of the Statute, and, in the cases provided by the law, as of the moment when the authority responsible for state registration is notified of such amendments.

- 11.3. The provisions of this Statute shall apply in the part that does not contradict the law. If due to any changes in the law separate articles and provisions of this Statute come into conflict with legislative acts, they become null and void and are not applied till respective amendments making to this Statute.

## **PART II. AUTHORIZED CAPITAL OF THE COMPANY**

### **12. AUTHORIZED CAPITAL OF THE COMPANY. GENERAL PROVISIONS**

- 12.1. The authorized capital of the Company consists of the nominal value of the Company's shares purchased by its shareholders.
- 12.2. The amount of the Company's authorized capital shall make 295,600 (two hundred ninety-five thousand six hundred) rubles 00 kopecks. The Company's authorized capital is divided into 739,000,000 (seven hundred thirty-nine million) outstanding registered ordinary shares of the Company, having the nominal value of 0.0004 (a four ten-thousandths) of a ruble each.
- 12.3. The Company may, in addition to its outstanding shares, distribute its authorized shares: 14,250,000 (fourteen million two hundred and fifty thousand) registered ordinary shares with the nominal value of 0.0004 (a four ten-thousandths) of a ruble each. The authorized shares of the Company, specified in this Clause, if distributed, shall grant to the shareholders the same scope of rights as the already distributed Company's shares.

### **13. COMPANY'S AUTHORIZED CAPITAL INCREASE**

- 13.1. The authorized capital of the Company may be increased by increasing the nominal value of the Company's shares or by additional shares distribution by the resolution of the General Meeting of Shareholders or the Company's Board of Directors subject to subparagraphs 28.1.(6)–28.1.(10) and 33.2.(19)–33.2.(20) of this Statute;
- 13.2. The Company's authorized capital shall be increased by increasing the nominal value of shares only out of the Company's property. The Company's authorized capital increasing by additional shares distribution may be made out of the Company's property.
- 13.3. In case of the Company's authorized capital increasing by additional shares distribution such additional shares may be distributed by the Company only within the limits of the authorized shares number set by this Statute. In this case if the number of the Company's authorized shares is not sufficient for distribution of supposed quantity of additional shares of the Company, than subject to the procedure and under the conditions provided by the law and this Statute, resolution on the Company's authorized capital increasing may be made together with the resolution on making amendments to this Statute regarding the number of the Company's authorized shares required to make such resolution.
- 13.4. The resolution to increase the Company's authorized capital by additional shares distribution shall be made subject to Federal Law "On Joint Stock Companies".
- 13.5. The price of additional shares distribution or the procedure for determining thereof shall be established subject to Article 77 of Federal Law "On Joint Stock Companies".
- 13.6. In case the Company's authorized capital is increased out of the property of the Company, the additional shares of the Company may be distributed by subscription or conversion as well as by distributing them among all the Company's shareholders.
- 13.7. The Company may distribute additional shares both by public and by private subscription.
- 13.8. The offering price of additional shares to persons exercising the preemptive right to acquire shares may be lower than the price offered to other persons, but not more than by 10% (ten percent). In this case the price of such additional shares distribution may not be lower than their nominal value.
- 13.9. Payment of additional shares of the Company distributed by subscription may be made in money, securities, other things or property rights or other rights having monetary value subject to the resolution on the Company's Authorized Capital increasing.
- 13.10. Additional shares of the Company distributed by subscription are placed upon their full payment.
- 13.11. In case of the Company's Authorized Capital increasing out of its property by additional shares distribution, such shares are distributed among all the shareholders. In this case each shareholder receives the shares of the same category (type) as the shares he/she is holding pro rata the number of the shares it holds.
- 13.12. The amount the Company's Authorized Capital is increased by out of the Company's property shall not exceed the difference between the Company's net assets value and amount of the Authorized Capital and surplus fund of the Company.

### **14. COMPANY'S AUTHORIZED CAPITAL DECREASING**

- 14.1. The Company may and in the cases provided by the Russian law shall decrease its Authorized Capital by decreasing the nominal value of shares or reducing their total number, including by purchasing a part of the shares in the cases provided by the Russian law and this Statute.

## Statute of Detsky Mir PJSC

- 14.2. The resolution to decrease of the Company's authorized capital by decreasing the nominal value of the shares or by purchasing a part of shares to reduce their total number is made by the General Meeting of the Company's Shareholders subject to subparagraphs 28.1.(11)–28.1.(12) of this Statute.
- 14.3. The resolution to decrease the Company's authorized capital by decreasing the nominal value of shares may provide for the payment of funds to all shareholders of the Company and (or) transfer of issued securities held by the company placed by other legal person.
- 14.4. The authorized capital of the Company may be decreased by reducing the total number of distributed shares, including by purchasing and redeeming a part of the shares transferred to the disposal by the Company in the following cases:
  - (1) upon redemption of the shares acquired by the Company on the basis of the resolution to reduce the Authorized Capital of the Company through the acquisition and redemption of the shares to reduce their total number;
  - (2) if shares redeemed by the Company at the request of shareholders were not sold within one year as of the date of their redemption (except for redemption of shares in case of making the resolution to reorganize the Company);
  - (3) redemption of the shares of the Company at its reorganization;
  - (4) reorganization of the Company in the form of demerger due to converted shares redemption;
  - (5) if the shares acquired by the Company subject to the resolution of the competent body of the Company, established by the Statute of the Company have not been sold within one year from the date of their acquisition;
  - (6) in other cases provided by the Russian law.
- 14.5. A resolution to decrease the authorized capital of the Company by purchase of a part of the Company shares to reduce the total number thereof shall be made by the General Meeting of Shareholders. The shares placed shall be paid for by the Company by funds, securities, other property, property rights or other monetizable rights subject to the resolution to decrease the Company's authorized capital.
- 14.6. Within three business days after the company resolution to decrease its authorized capital is made, it shall report such resolution to the authority responsible for state registration of legal persons, and twice at one-month intervals put in the media, where the data on state registration of legal persons are published, the notice of its authorized capital decreasing.

A creditor of the Company, if his claims emerged before the notice of the Company's authorized capital decrease is published, within 30 days as of the date of the last publication of such notice, may demand from the Company to earlier perform the relevant obligation, and, if its early performance is impossible, to terminate the obligation and to reimburse him all related losses.

### **15. CONTRIBUTIONS TO THE COMPANY PROPERTY NOT INCREASING THE COMPANY'S AUTHORIZED CAPITAL**

- 15.1. Based on the agreement with the Company that is preliminarily approved by the resolution of the Company's Board of Directors and for the purpose of financing and supporting the Company activities, the Company Shareholders may make unremunerated contributions to the Company property any time, either in cash or otherwise, that neither increase the authorized capital of the Company nor change the nominal value of the shares (hereinafter referred to as the contributions to the Company's property).
- 15.2. Contributions to the Company's property may be made both pro rata and not pro rata the proportion of the shares in the authorized capital of the Company held by the shareholder.

## **PART III. SHARES AND OTHER EQUITY SECURITIES OF THE COMPANY**

### **16. SHARES OF THE COMPANY**

- 16.1. Ordinary share of the Company is a non-documentary registered equity security granting its owner (shareholder) a certain scope of property rights, including the right to participate in the Company management, the right to receive a share of the profits of the Company in the form of dividends, as well as the right to receive a share of the property, remaining after liquidation of the Company.
- 16.2. All the issued and distributed shares of the Company shall be non-documentary registered ordinary shares of the equal nominal value. The nominal value of the shares shall be expressed in rubles regardless of the form and method of payment.
- 16.3. The Company may issue one or more types of preferred shares of the Company.
- 16.4. The nominal value of all shares of the same type (category) must be the same.
- 16.5. The nominal value of the distributed preferred shares of the Company shall not exceed 25% of the Company's authorized capital. The nominal value of preferred shares may not be less than the nominal value of ordinary shares.
- 16.6. The Procedure for the formation and circulation of the fractional shares of the Company shall be established by this Statute and provided by the Russian law.
- 16.7. The scope of rights granted by a share of the Company is determined by the law and this Statute.
- 16.8. The rights attached to a share of the Company shall be transferred to their purchaser at the moment of the rights transfer to this security.



**17. BONDS AND OTHER ISSUED SECURITIES OF THE COMPANY**

- 17.1. The Company may allocate bonds and other issue-grade securities, that are provided by Russian legal acts on securities.
- 17.2. The distribution by the Company of bonds and other issue-grade securities shall be made subject to the resolution of the General Meeting of Shareholders and (or) the resolution of the Company's the Board of Directors.
- 17.3. Distribution of bonds convertible into shares and other issue-grade securities convertible into shares, is made by the resolution of the General Meeting of Shareholders, and (or) by the Company's the Board of Directors.
- 17.4. Payment for issue-grade securities distributed by the Company (excluding additional shares placed by subscription) may be made only by money.
- 17.5. Issue-grade securities of the Company distributed by subscription are placed upon their full payment.
- 17.6. The Joint Stock Company may issue bonds only after full payment of the authorized capital. Bonds may be redeemed in monetary form or by other property, including placement of shares of the company, subject to the resolution on their issue.
- 17.7. The Company may not place bonds and other issue-grade securities convertible into shares of the Company, if the number of authorized shares of certain categories and types is less than the number of shares of these categories and types, the right to acquire which is provided by such securities.
- 17.8. Specific character of the procedure to issue securities depending on the type of securities and method of their placement is provided by the Russian law.

**18. CONSOLIDATION AND SPLITTING OF SHARES**

- 18.1. The Company may perform consolidation of distributed ordinary shares of the Company when two or more of the Company's ordinary shares are converted into one new common share of the Company at the General Meeting of Shareholders of the Company. At the same time this Statute shall be amended accordingly with respect to the nominal value and the number of outstanding and declared common shares of the Company.
- 18.2. If in case of consolidation acquisition of the whole number of shares by a shareholder is not possible, parts of shares are formed (fractional shares).
- 18.3. By the resolution of the General Meeting of Shareholders the Company may split distributed shares of the Company, and in this case one share of the Company is converted into two or more shares of the same category (type). At the same time the Statute of the Company shall be amended accordingly with respect to the nominal value and the number of outstanding and authorized shares of the relevant category (type).

**19. PAYMENT OF SHARES AND OTHER ISSUE-GRADE SECURITIES UPON THEIR PLACEMENT**

- 19.1. The shares of the Company, that have been distributed upon its foundation, are paid in full by the founders of the Company subject to the resolution on the establishment of the Company and under the conditions of the memorandum on the establishment of the Company.
- 19.2. The Company's additional shares and other issue-grade securities being placed by subscription may be distributed upon their payment in full.
- 19.3. Payment of additional shares placed by subscription may be made in money, securities, other things or property rights or other rights having monetary value. Payment of additional shares by offsetting monetary claims against the Company is permitted in case of private subscription.
- 19.4. The form of payment for additional shares of the Company is determined by resolution on their placement. Payment of other issue-grade securities may be made only in money.
- 19.5. Payment of additional shares of the Company distributed by subscription is made at a price, that is determined or the procedure of determination of that is set by the Company's Board of Directors subject to the Article 77 of Federal law "On Joint Stock Companies", but not lower than their nominal value. The price of placement of additional shares distributed by subscription or order of its determination shall be provided by the resolution to increase the Authorized Capital of the Company by placement of additional shares, unless it is stipulated by the specified resolution that such price or order of its determination shall be set by the Company's Board of Directors on or before the start of additional shares placement.
- 19.6. If additional shares are paid in a non-monetary form, the assessment of the monetary value of the property, being contributed as a payment for shares, shall be performed subject to Article 77 of Federal Law "On Joint Stock Companies".
- 19.7. If the shares are paid in a non-monetary form, the assessment of the market value of such property shall be made through the engagement of an independent appraiser unless otherwise provided by the Russian law. The monetary value of property as per the assessment performed by the Company's Board of Directors may not be greater than the value obtained in the course of the assessment made by an independent appraiser.
- 19.8. An independent appraiser shall be involved in determining the shares' conversion ratio in the course of reorganization.

**20. PURCHASE OF DISTRIBUTED SHARES BY THE COMPANY**

- 20.1. The Company may buy shares distributed by it subject to the resolution of the General Meeting of Shareholders to decrease the Authorized Capital of the Company by acquisition of a part of shares placed to decrease their total

## Statute of Detsky Mir PJSC

---

number. The resolution to decrease the Authorized Capital by the specified method may not be made, if the nominal value of shares remaining in circulation is less than minimal amount of the Authorized Capital provided by the Russian law. Shares purchased on the basis of the resolution of the General Meeting of Shareholders to decrease the Authorized Capital are redeemed at their purchase.

- 20.2. The Company may purchase the shares, that have been distributed by it, subject to the resolution of the Board of Directors. Such resolution may be made if the nominal value of the Company's shares in circulation amounts to not less than 90% (ninety percent) of the authorized capital of the Company. The purchased shares shall not give the right to vote; they shall not be considered when counting the votes; no dividend shall be accrued on them. Such shares shall be sold at their market value within a year since the date of their purchase. Otherwise, the General Meeting of Shareholders shall make a resolution to decrease the Authorized Capital of the Company by the aforementioned shares redemption.

### **21. REDEMPTION OF SHARES OF THE COMPANY ON REQUEST OF THE SHAREHOLDERS**

- 21.1. The shareholders, who are the owners of voting shares, may require from the Company to redeem all or a part of the shares held by them in the following cases:
- (1) making by the General Meeting of Shareholders of a resolution to reorganize the Company or to give a consent for or subsequent approval of a major transaction in case the subject matter whereof is any property with the value of more 50% (fifty percent) of the Company's assets book value estimated according to the data of its accounting (financial) statements as for the last reporting date (including simultaneously being an interested party transaction), provided that they voted against making the resolution on the Company reorganization or against the resolution to give consent for or subsequent approval of the said transaction or refrained from voting on these matters;
  - (2) making amendments and addenda to the Statute of the Company (making by the general meeting of shareholders of the resolution being the grounds to make amendments and additions to the Statute of the Company) or approval of a new version of the Statute, that limits their rights, in case they have voted against the relevant resolution making or in case they haven't taken part in the voting;
  - (3) making by the General Meeting of Shareholders the resolution on applying for delisting of the Company's shares and (or) of the Company's issue-grade securities convertible to its shares in case they have voted against the relevant resolution making or in case they haven't taken part in the voting;
  - (4) making by the General Meeting of Shareholders the resolution on termination of the Company's public status, in case they have voted against the relevant resolution making or in case that they haven't taken part in the voting.
- 21.2. The requests of the shareholders to the Company to redeem the shares held by them, shall be made or withdrawn from the Company within 45 (forty five) days since the date when the relevant resolution has been made by the General Meeting of Shareholders. The claims received by the holder of the Company's register of shareholders (registrar) later than the specified deadline or containing incomplete or unauthentic information will not be accepted for consideration. The procedure for the execution by the shareholders of their right to request the Company to redeem the shares held by them shall be determined by the current Russian law.
- 21.3. The redemption of the Company's shares at the request of shareholders shall be made at the price, under the procedure and within the terms provided by the Russian law.
- 21.4. Redeemed shares are placed at the disposal of the Company, and shall be sold at the market value within 1 (one) year from the date of their redeeming. Otherwise the General Meeting of Shareholders shall make a resolution to decrease the Company's authorized capital by the redemption of the said shares.

## **PART IV. SHAREHOLDERS OF THE COMPANY**

### **22. SHAREHOLDERS OF THE COMPANY**

- 22.1. A Shareholder of the Company is any person who received the Company's shares to hold subject to the procedure provided by the Russian law and this Statute. Number of the shareholders in the Company is not limited.
- 22.2. Unless otherwise provided by the law, in case of any legal grounds of the right of the joint ownership of one or more shares by two or more persons, all such persons in regard to the Company are recognized shareholders and exercise their shareholder rights, including the right to vote at the General Meeting of Shareholders, at their discretion by one of them or by their common representative. The powers assigned to each of the persons specified shall be duly executed. Co-owners of shares are jointly and severally liable for the obligations accepted by the shareholders.
- 22.3. A person receiving a fractional share of the Company to possess on the grounds provided by the law and this Statute is recognized a shareholder of the Company. A fractional share of the Company provides the shareholder owning thereof the right, granted by a whole share of the Company in the amount corresponding to that part of the whole share it represents.
- 22.4. The legal status of the Company's shareholder shall be determined by the scope of its rights and duties assigned to him. Rights of shareholder (shareholders) of the Company with respect to the Company and other shareholders are determined by the category and type, as well as the number of shares belonging to them.

---

**23. REGISTER OF THE SHAREHOLDERS OF THE COMPANY**

- 23.1. The rights of the shareholders of the Company to shares owned by them shall be certified in the register by entries on personal accounts by the register holder, or, in case of accounting of rights to the shares of the Company in the depository by records on securities accounts in the depositories.
- 23.2. The right to the share of the Company is transferred to the buyer from the moment of making by the register holder of the incoming entry on the personal account of the buyer in the system of register keeping, and in case of accounting of the rights to shares of the Company in depository – as of the moment of making an incoming entry to the depository account of the buyer by a person responsible for depository activities.
- 23.3. In the register of the shareholders of the Company the data on each registered person is entered, as well as the number and categories (types) of shares registered in the name of such person, and other data provided by the Russian law.
- 23.4. The Company shall ensure for the register of shareholders to be maintained and kept subject to the requirements of the current law.
- 23.5. In case the functions to maintain and keep the register of the shareholders of the Company are transferred to the Registrar, the Company shall be exempted from liability to maintain and keep it.
- 23.6. The register of shareholders shall be maintained by an independent organization, that has a license provided by the law.

**24. RIGHTS OF THE COMPANY'S SHAREHOLDERS**

- 24.1. The Shareholders (shareholder) having in total 1 (one) whole ordinary share of the Company have 1 (one) vote during the voting process at the General Meeting of Shareholders. A fractional common share of the Company provides a shareholder who owns thereof a relevant part of the vote.
- 24.2. Each ordinary registered share of the Company gives the shareholder being its holder equal amount of rights, including:
  - (1) the right to participate in managing the affairs of the Company, including to participate in person or by proxy in the General Meeting of Shareholders with the right to vote on all matters within its competence by the number of votes corresponding to the number of ordinary shares of the Company held by him;
  - (2) the right to receive a dividend from the net profit of the Company;
  - (3) the right to receive part of the Company's assets in case of liquidation thereof;
  - (4) the right to freely dispose of all or part of its shares without the consent of other shareholders or the Company;
  - (5) the right to demand in the cases and subject to the procedure the redemption by the Company of all or part of his shares provide by the law;
  - (6) preemptive right to acquire shares of the Company by public subscription, and in the cases, subject to the procedure and under the conditions provided by the Russian law – by private subscription of additional common shares and issue-grade securities convertible into common shares, pro rata the number of shares of this category held by him;
  - (7) when exercising the preemptive right to purchase additional shares of the Company and other issue-grade securities convertible into shares of the Company, the right, on its discretion, to pay for such issue-grade securities of the Company by money, if the resolution that is the basis for placement of such issue-grade securities provides for their payment by non-monetary assets;
  - (8) the right subject to the procedure provided by the law to require the holder of the register of shareholders of the Company to confirm its rights to its shares of the Company by issuing an extract from the register of shareholders of the Company that is not a security;
  - (9) the right to request the Company to provide an extract from the list of persons entitled to attend the General Meeting of Shareholders containing the data about such shareholder, or a statement that he is not included in the list of persons entitled to attend the General Meeting of Shareholders;
  - (10) the right to request the Company to provide an extract from the list of persons entitled to request the Company to redeem the shares held by them containing the data about such shareholder, or a statement that is not included in the list of persons entitled to request to redeem the shares held by them;
  - (11) the right to request the Company to provide an extract from the list of persons having the preemptive right to purchase additional shares and issue-grade securities placed by the Company convertible into shares containing the data on this shareholder or a statement that he is not included to such list of persons;
  - (12) the right of access to the documents of the Company determined by Federal law "On Joint Stock Companies";
  - (13) the right of free access to the information (materials), that shall be bindingly submitted to a shareholder in connection with executing his right to attend the General Meeting of Shareholders of the Company, during the arrangements for holding thereof;
  - (14) the right to appeal, subject to the established procedure, the resolution in court, that has been made by the General Meeting of Shareholders in violation of the requirements of law and this Statute in case he has not attended the General Meeting of Shareholders or has voted against such resolution, and such resolution violates his rights and legal interests;
  - (15) the right to contest, on behalf of the Company, the transactions, that have been made by the Company, on the grounds provided by law and to claim the enforcement of their invalidity consequences as well as to enforce the consequences of the invalidity of the Company's null and void transactions;

## Statute of Detsky Mir PJSC

- 
- (16) the right to claim the recovery of losses caused to the Company, acting on behalf of the Company, to the extent provided by the Russian law;
  - (17) other rights provided by the Russian law, the Statute and the resolutions of the General Meeting of Shareholders made subject to its competence.
- 24.3. Shareholders (shareholder) registered in the register keeping system and having in total not less than 1% (one percent) of the voting shares of the Company also have the following rights:
- (1) the right to request from the Company to present to them for review the list of the persons entitled to attend the General Meeting of Shareholders, except for the information on such persons' stated wish, in case they are included in such list;
  - (2) subject to the procedure provided by the law, to file a lawsuit to court against a member of the Board of Directors, a member of the Management Board or against the General Director of the Company, claiming the reimbursement for the losses caused to the Company;
  - (3) the right to file a lawsuit to court to claim invalid a major transaction or an interested party transaction, made by the Company in violation of the procedure provided by the law;
  - (4) the right to require holding a General Meeting of Shareholders or the meeting of the Company's Board of Directors to solve the issue on consent for making an interested party transaction.
- 24.4. A shareholder registered in the register keeping system and having more than 1% (one percent) of the Company's voting shares registered at his personal account, shall, among other things, have the right to request from the holder of the Company shareholders register to provide the information on the name of the registered persons and on the number of shares of each category (each type) registered at their personal accounts contained in the register.
- 24.5. Shareholders (shareholder) registered in the register keeping system and having in total not less than 2% (two percent) of voting shares of the Company also have the following rights:
- (1) to add issues to the agenda of the annual General Meeting of Shareholders as well as to nominate candidates (including self-nomination) to the Company's Board of Directors and the Company's Counting Commission; to nominate the candidate to be appointed the Company's Auditor;
  - (2) to nominate candidates (including self-nomination) to the Company's Board of Directors – in case the proposed agenda of an Extraordinary General Meeting of Shareholders includes the election of the members to the Company's Board of Directors;
  - (3) in case of making by the Company's Board of Directors the resolution on refuse to include the proposed issue to the agenda of the General Meeting of Shareholders or a candidate to the list of candidates for voting to be elected to the appropriate body of the Company or in case of the Company's Board of Directors avoiding to make such a resolution, the shareholder may appeal to court with a request on coercing the Company to include the proposed issue to the agenda of the General Meeting of Shareholders or a candidate to the list of candidates for voting to be elected to the appropriate body of the Company.
- 24.6. Shareholders (shareholder) having in total not less than 10% (ten percent) of voting shares of the Company also have the following right:
- (1) to request holding an extraordinary General Meeting of Shareholders on any issues within its competence;
  - (2) if during the period provided by the law the Company's Board of Directors failed to make a resolution on convening an extraordinary General Meeting of Shareholders or a resolution to refuse to convene thereof was made, the Company's body or person requiring convening thereof may appeal to court with the request on coercing the Company to convene an extraordinary General Meeting of Shareholders;
  - (3) to request holding an extraordinary independent audit of the Company's activities; such additional audit is held at the expense of the shareholder who made such request;
- 24.7. The shareholders (shareholder) having in total not less than 25% (twenty five percent) of voting shares of the Company also have the right of free access to the accounting documents and minutes of meetings of the Management Board of the Company.

### **25. DUTIES OF THE SHAREHOLDERS OF THE COMPANY**

- 25.1. The duties of shareholders are provided by the Russian law and this Statute. The Company's shareholders, in particular, shall:
- (1) follow the requirements of this Statute and internal documents of the Company,
  - (2) timely and in compliance with other terms and procedure, specified by law, this Statute and internal documents of the Company, pay for the shares and other issue-grade securities, being placed by the Company;
  - (3) within two months as of the day they became aware of or were to become aware of any circumstances, by virtue whereof they may be recognized interested in making transactions by the Company, bring to the notice of the Company any information regarding the transactions being made by the Company and (or) any expected transactions known to them for which they may be recognized as interested parties, and in cases where they are the persons interested in the Company's transaction, the information on the controlled legal persons in respect of which they, their spouses, parents, children, full- and half-blood siblings, adoptive parents and adoptees and (or) their controlled organizations act as the controlling persons or are authorized to give any binding instructions, and on the legal persons where positions in the management bodies are held by them, their spouses, parents, children, full- and half-blood siblings, adoptive parents and adoptees and (or) their controlled entities, as well as notify the

## Statute of Detsky Mir PJSC

- 
- Company on any amendments made to such data within 14 days following the day when they became aware of or were to become aware of such amendments;
- (4) not disclose any confidential information regarding the Company's activity;
  - (5) take part in making corporate resolutions, without which the Company may not continue its activity subject to the law, if his participation is required to make such resolutions;
  - (6) not perform any actions that are intentionally aimed at causing harm to the Company;
  - (7) not perform any actions (or omission) that significantly challenge or even make it impossible to achieve the goals the Company has been established for;
  - (8) take reasonable steps, in case there is a claim to reimburse the Company's losses caused to it, to hold the Company's transaction invalid or enforce the consequences of invalid transaction, to timely notify other shareholders of the Company and, in relevant cases, the Company itself about the intention to initiate court proceedings as well as to provide them with other related information;
  - (9) perform other duties provided by the law.
- 25.2. The Company's shareholders may not act on behalf of the Company, having not obtained special authorities executed as provided by the law.

### PART V. MANAGEMENT BODIES OF THE COMPANY

#### 26. STRUCTURE OF THE MANAGEMENT BODIES OF THE COMPANY

- 26.1. The Company is managed by its management bodies.
- 26.2. The Management Bodies of the Company are: the General Meeting of Shareholders, Board of Directors, Management Board (collective executive body of the Company) and General Director (chief executive officer of the Company).
- 26.3. Additional internal structures (including councils, committees, commissions) may be established by the appropriate body of the Company.

#### 27. GENERAL MEETING OF SHAREHOLDERS

- 27.1. The General Meeting of Shareholders is the supreme Management Body of the Company.
- 27.2. The General Meeting of Shareholders performs its activities subject to the provisions of this Statute, internal documents of the Company, approved by the resolutions of the General Meeting of Shareholders and requirements provided by the Russian law.
- 27.3. The Company shall hold the annual General Meeting of Shareholders every year.
- 27.4. The annual General Meeting of Shareholders shall resolve the issues on the election of the Company's the Board of Directors, approval of the Company's auditor, matters provided for in subparagraph 28.1. (18) of the Charter, as well as other matters related to the competence of the General Meeting of Shareholders.
- 27.5. General Meetings of Shareholders held beside the annual General Meeting of Shareholders shall be deemed extraordinary. An Extraordinary General Meeting of Shareholders may resolve the issues of early termination of powers of the members of the Company's Board of Directors and the election of the Company's Board of Directors, approval of the Company's Auditor and other issues provided by the Russian law.

#### 28. COMPETENCE OF THE GENERAL MEETING OF SHAREHOLDERS

- 28.1. The Competence of the General Meeting of Shareholders includes the following issues:
  - (1) **making amendments and addenda to this Statute (excluding cases when an appropriate resolution making refers to competence of the Company's Board of Directors), as well as approval of the Statute of the Company as amended;**

(the resolution shall be made by the qualified majority of 3/4 (three fourths) of the votes given by the shareholders holding the Company's voting shares, attending the General Meeting of Shareholders);  
a resolution to make amendments to the Statute excluding the reference to the Company being public shall be made by the General Meeting of Shareholders by the majority of 95% (ninety five percent) of the votes given by the shareholders, who are the owners of the Company's shares of all categories (types)
  - (2) **reorganization of the Company;**

(the resolutions to reorganize the Company shall be made only if they are proposed by the Company's Board of Directors by the qualified majority of 3/4 (three fourths) of the votes given by the shareholders holding the Company's voting shares, attending the General Meeting of Shareholders)
  - (3) **liquidation of the Company, appointing of liquidation commission and approval of an interim and final liquidation balances;**

(the resolution is made by the qualified majority of 3/4 (three-fourths) of the votes of shareholders holding the Company's voting shares attending in the General Meeting of Shareholders).
  - (4) **determination of the number of members to be elected to the Company's the Board of Directors, election of its members and making a resolution on early termination of the powers of all the members of the Company's Board of Directors, as well as making a resolution on payment of remuneration and (or) the procedure of compensation of expenses to the members of the Company's Board of Directors in the period of their duties performing.**

## Statute of Detsky Mir PJSC

(resolution to elect the members to the Board of Directors is made by cumulative voting. In case of a cumulative voting the number of votes held by each shareholder is multiplied by the number of persons who shall be elected to the Company's Board of Directors and each shareholder may give the votes received in such a way for one candidate or to distribute them between two and more candidates. Candidates with the highest number of votes are deemed elected to the Company's the Board of Directors;

the resolutions on all other issues are made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding voting shares of the Company attending the General Meeting of Shareholders)

- (5) **determination of the number, nominal value and category (type) of authorized shares of the Company and rights granted by these shares;**  
(the resolution is made by the qualified majority of  $\frac{3}{4}$  (three-fourths) of the votes of shareholders holding the Company's voting shares attending in the General Meeting of Shareholders).
- (6) **the Company's Authorized Capital increasing by increasing the nominal value of the Company's shares;**  
(the resolution is made only by the proposal of the Company's Board of Directors by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (7) **the Company's Authorized Capital increasing by placement of additional shares only among shareholders of the Company, in case of increasing the Authorized Capital of the Company out of its property;**  
(the resolution is made only by the proposal of the Board of Directors by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (8) **the Company's Authorized Capital increasing by placement of additional shares of the Company by private subscription;**  
(the resolution is made only by the proposal of the Board of Directors by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (9) **the Company's Authorized Capital increasing by placement by public subscription of ordinary shares of the Company making more than 25% (twenty five percent) of earlier placed Company's ordinary shares;**  
(the resolution is made only by the proposal of the Board of Directors by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (10) **if the Company receives a voluntary or mandatory offer to purchase the shares, as well as other issue-grade securities convertible into the shares of the Company – increase of the Authorized Capital of the Company by placement of additional shares within the limits of the number and categories (types) of authorized shares, subject to the procedure provided by the law;**  
(the resolution is made only by the proposal of the Company's Board of Directors by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes given by the shareholders holding the Company's voting shares, attending the General Meeting of Shareholders, except for the issues of increasing the Company's authorized capital by the Company's additional shares placement by private subscription and by distribution by public subscription of the Company's ordinary shares, making more than 25% (twenty five percent) of the Company's ordinary shares distributed earlier, the resolutions for which shall be made only by the proposal of the Company's Board of Directors by the majority of  $\frac{3}{4}$  (three fourths) of the votes given by the shareholders holding the Company's voting shares, attending the General Meeting of Shareholders)
- (11) **the Company's Authorized Capital decreasing by decreasing the nominal value of shares of the Company;**  
(the resolution is made only by the proposal of the Board of Directors by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (12) **the Company's Authorized Capital decreasing by the Company's acquiring of a part of shares to reduce their total number as well as through the redemption of the shares acquired or repurchased by the Company;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (13) **placement of issue-grade securities convertible to ordinary shares of the Company by private subscription;**  
(the resolution is made by the qualified majority of  $\frac{3}{4}$  (three-fourths) of the votes of shareholders holding the Company's voting shares attending in the General Meeting of Shareholders).
- (14) **placement of issue-grade securities convertible to ordinary shares of the Company by public subscription, in case of placement of issue-grade securities convertible to ordinary shares of the Company making more than 25% (twenty five percent) of earlier placed ordinary shares of the Company;**  
(the resolution is made only by the proposal of the Board of Directors by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (15) **placement of securities of the Company convertible to shares, including options of the Company, if the Company received voluntary or mandatory offer to purchase shares, as well as other issue-grade securities convertible to the shares of the Company subject to the procedure provided by the law;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes given by the shareholders holding the Company's voting shares attending the General Meeting of Shareholders, except for the issue of placing the issue-grade securities convertible to the Company's ordinary shares, by private subscription and the issue of distributing the issue-grade securities convertible to the Company's ordinary shares, by public subscription in the case of distribution of the issue-grade securities convertible to the Company's ordinary shares, making more than 25% (twenty five percent) of the Company's ordinary shares placed earlier, the resolution for which shall be made only by the proposal of the Company's Board of Directors by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes given by the shareholders holding the Company's voting shares attending the General Meeting of Shareholders)
- (16) **approval of the Company's auditor;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)

- 
- (17) **payment (declaration) of dividends based on the results of the first quarter, six months, nine months of the reporting year; fixing the date, on that the persons who are entitled to receive dividends are determined (shall be made only if proposed by the Company's Board of Directors);**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (18) **approval of annual reports, annual accounting (financial) statements of the Company, distribution of profit (including payment (declaration) of dividends, except for the payment (declaration) of dividends on the results of the first quarter, six months, nine months of the reporting year) and losses of the Company subject to the results of the reporting year;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (19) **determination of the General Meeting of Shareholders procedure;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (20) **determination of the number of members to be elected to the Counting commission, election of the members of the Counting commission and early termination of their powers;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (21) **consolidation and splitting of shares;**  
(the resolution is made only by the proposal of the Board of Directors by the simple majority (more than ½ (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (22) **consent to make (approval in advance), subject to the procedure provided by the law and this Statute, any interested party transactions, in case the amount of such transaction or a series of related transactions or the price or balance cost of the property to be acquired, disposed of or probably disposed of, makes 10% (ten percent) and more of the Company's assets book value subject to its accounting (financial) statements as for the last reporting date, except for the transactions provided by subparagraphs 28.1.(23) and 28.1.(24) of this Statute.**
- (23) **consent to make (approval in advance), subject to the procedure provided by the law and this Statute, any interested party transactions, in case such transaction or a series of related transactions are made to dispose of the ordinary shares making more than 2% (two percent) of the ordinary shares earlier placed by the Company and the ordinary shares to which earlier placed issue-grade securities convertible to shares may be converted;**
- (24) **consent to make (approval in advance), subject to the procedure provided by the law and this Statute, any interested party transactions, in case such transaction or a series of related transactions are made to sell preferred shares making more than 2% (two percent) of the ordinary shares earlier placed by the Company and the shares to which earlier placed issue-grade securities convertible to shares may be converted;**
- (25) **consent to make (approval in advance) subject to the procedure provided by the law and this Statute, the interested party transactions, if the number of non-interested directors, in case the Board of Directors makes the resolution to approve such interested party transaction, in all other cases not provided by subparagraphs 28.1.(22)–28.1.(24) of this paragraph of the Statute constitutes less than the quorum determined by this Statute for holding of the meeting of the Company's Board of Directors and the appropriate issue is submitted by the Board of Directors to the resolution of the General Meeting of Shareholders;**
- (26) **consent to make (approval in advance) subject to the procedure provided by the law and this Statute the interested party transactions, in the case in the course of the Company's Board of Directors making the resolution to approve such interested party transaction, all the members of the Company's Board of Directors, in all other cases not provided by subparagraphs 28.1.(22)–28.1.(24) of the present paragraph of the Statute, are deemed interested persons and (or) are not independent directors, and the relevant issue has been submitted by the Board of Directors to the resolution of the General Meeting of Shareholders;**  
(the resolutions on approving the interested party transactions, specified in all above mentioned paragraphs 28.1.(22)–28.1.(26), shall be made only by the proposal of the Company's Board of Directors by the simple majority (more than ½ (a half)) of votes given by all the shareholders not interested in the transaction holding the Company's voting shares taking part in the meeting  
If when making a transaction that requires consent for making thereof subject to subparagraphs 28.1. (22) – 28.1. (26), all shareholders holding the voting shares of the Company are deemed interested, and there is an interest of another person (other persons) subject to para. 1 of Clause 81 of Federal Law "On Joint Stock Companies", consent to such transaction shall be given by the majority of all shareholders' votes holding the voting shares of the company participating in the voting);
- (27) **in case of receiving by the Company a voluntary or mandatory offer to purchase shares, as well as other issue-grade securities convertible into shares of the Company, the General Meeting of Shareholders approves interested party transactions subject to the procedure provided by the law;**  
(the resolution is made by the simple majority (more than ½ (a half)) of votes of all shareholders not interested in the transaction holding the voting shares of the Company);
- (28) **consent to make (approval in advance) subject to the procedure provided by the law and this Statute, major transactions if the subject of such transaction is the property of the value exceeding 50% (fifty percent) of the book value of the Company's assets, estimated subject to its accounting (financial) statements as for the last reporting date;**
-

## Statute of Detsky Mir PJSC

- 
- (the resolution is made only by the proposal of the Board of Directors by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (29) **consent to make (approval in advance) subject to the procedure provided by the law and this Statute, major transactions in case there is no unanimity among the members of the Company's Board of Directors as to the issue of approving a major transaction, specified in subparagraph 33.2.(30) of this Statute, and, subject to the procedure provided by the law, when a relevant issue has been submitted by the Board of Directors to the resolution of the General Meeting of Shareholders;**  
(the resolution is made only by the proposal of the Board of Directors by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (30) **making the resolution on participation in financial and industrial groups, associations and other business companies consolidations;**  
(the resolution is made only by the proposal of the Board of Directors by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (31) **approval of internal documents regulating the activities of bodies of the Company;**  
(the resolution is made only by the proposal of the Board of Directors by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (32) **transfer of the powers of the Company's chief executive officer under the contract to any business company (management company) or individual entrepreneur (manager), as well as making a resolution on early termination of powers of such management company or manager;**  
(the resolution is made only by the proposal of the Board of Directors by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (33) **in case of receiving by the Company a voluntary or mandatory offer to purchase the shares as well as other issue-grade securities convertible to the Company's shares, approval of the transaction or several related transactions in connection with purchase, disposal or possible disposal by the Company, directly or indirectly, of the property with the value of 10% (ten percent) or more percent of the book value of the Company's assets, estimated subject to its accounting (financial) statements as for the last reporting date, unless such transactions are made in the normal course of the Company's business or unless they are made before the Company has received such voluntary or mandatory offer;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (34) **if the Company receives a voluntary or mandatory offer to acquire shares and other issue-grade securities convertible into shares of the Company's the resolution to increase the remuneration of the persons holding management positions in the Company, to determine the conditions for terminating their powers, including the establishment of or increase in compensations paid to such persons in case of their powers termination;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (35) **if the Company receives a voluntary or mandatory offer to acquire shares and other issue-grade securities convertible into the Company's shares acquiring the shares placed by the Company;**  
(the resolution is made only by the proposal of the Company's Board of Directors by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes given by the shareholders holding the Company's voting shares attending the General Meeting of Shareholders)
- (36) **making the resolution to file an application to delist the Company's shares and (or) the Company's issue-grade securities convertible to its shares;**  
(the resolution is made only by the proposal of the Board of Directors by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes of shareholders holding the voting shares of the Company attending the General Meeting of Shareholders)
- (37) **other issues provided by the law and present Statute.**
- 28.2. Issues referred to the competence of the General Meeting of Shareholders may not be delegated to the Company's Board of Directors and chief executive officer.
- 28.3. The General Meeting of Shareholders may not consider and make resolutions on the matters not falling within its competence.
- 28.4. The resolutions of the General Meeting of Shareholders made on any issues not included to the agenda of the General Meeting of Shareholders (except when all shareholders of the company attended it), or in violation of the competence of the General Meeting of Shareholders, in the absence of a quorum for the General Meeting of Shareholders or without the required majority of the votes to make such resolution have no effect regardless of appealing thereof in court.

### 29. PREPARATIONS TO HOLD AND CONVENE THE GENERAL MEETING OF SHAREHOLDERS

- 29.1. The Company shall hold the Annual General Meeting of Shareholders not earlier than in 2 (two) months and not later than in 6 (six) months after the end of the reporting year.
- 29.2. An Extraordinary General Meeting of Shareholders is held subject to the resolution of the Company's Board of Directors at its own discretion, at the request of the Company's Auditor, at the request of the shareholder(s), totally holding not less than 10% (ten percent) of the Company's voting shares as for the date when the request is made or on other grounds provided by the Russian law. An Extraordinary General Meeting of Shareholders shall be convened by the Company's Board of Directors, or, in the cases provided by the Russian law, in another way. Such Extraordinary General Meeting of Shareholders should be held within 40 (forty) days as of the moment of a



## Statute of Detsky Mir PJSC

- 
- request filing to hold thereof. Where the proposed agenda of the General Meeting of Shareholders includes an issue of electing the members to the Company's Board of Directors, such General Meeting of Shareholders shall be held within 75 (seventy five) days following the date when the request for holding the Extraordinary General Meeting of Shareholders was submitted. The specified terms and other deadlines in connection with preparation and holding the General Meeting of Shareholders may be shortened by the resolution of the Company's Board of Directors with due account of the time required to the Company Registrar to perform its functions and procedures in connection with holding the Extraordinary General Meeting of the Company's Shareholders.
- 29.3. The resolution of the Company's Board of Directors to convene an Extraordinary General Meeting of Shareholders or to refuse to convene thereof at the request of the Company's Auditor, the shareholder(s) totally holding not less than 10% (ten percent) of the Company's voting shares, shall be made within 5 (five) days as of the date when a relevant request has been submitted.
- 29.4. Motivated resolution to refuse to convene thereof shall be sent to the persons requesting convening thereof not later than within 3 (three) days as of such resolution making.
- 29.5. A list of persons entitled to attend the General Meeting of Shareholders shall be drawn up subject to the regulations provided by the Russian securities law for preparing the list of persons who exercise the rights subject to securities, as for the specific date fixed by the Company's Board of Directors subject to the requirements of the current law and this Statute.
- 29.6. The date when the persons entitled to take part in the General Meeting of Shareholders are determined (fixed) may not be set earlier than in 10 (ten) days as of the date of making the resolution on holding the General Meeting of Shareholders, and more than in 25 (twenty five) days and in case the agenda of the Extraordinary General Meeting of Shareholders has any issues to elect the members of the Board of Directors, – more than 55 (fifty five) days before the date when the General Meeting of Shareholders is held.
- 29.7. When making arrangements for the General Meeting of Shareholders, the Board of Directors shall determine:
- the form of the General Meeting of Shareholders (meeting or absentee voting);
  - date, place and time of the General Meeting of Shareholders holding and (or) the deadline for receiving the ballots for voting and the postal address where the completed ballots shall be sent;
  - date, place and time when the registration of persons who are entitled to attend the General Meeting of Shareholders, being held in the form of a meeting starts;
  - date to determine (fix) the persons entitled to attend the General Meeting of Shareholders;
  - date when the shareholders' offers to nominate the candidates to be elected to the Company's Board of Directors are accepted no more in case the agenda of the Extraordinary General Meeting of Shareholders includes the issue to elect the members of the Company's Board of Directors;
  - daily agenda of the General Meeting of Shareholders;
  - types of preferred shares, whose owners have the right to vote on the issues of the agenda of the General Meeting of Shareholders;
  - procedure for notifying the shareholders of holding the General Meeting of Shareholders;
  - list of information (materials) submitted to the shareholders in the course of preparations for the General Meeting of Shareholders; and the procedure for presenting thereof;
  - form and text of the ballot for voting, in case of the poll voting, as well as the wording of resolutions on the issues in the agenda of the General Meeting of Shareholders, that shall be sent in electronic form (in the form of electronic documents) to the nominal holders of shares included in the register of the Company's shareholders.
- 29.8. The agenda of the Annual General Meeting of Shareholders shall bindingly include the issues about election of the Company's Board of Directors, approval of the Company's auditor, approval of annual reports, annual accounting (financial) statements, distribution of profits (including payment (declaration) of dividends, except for the payment (declaration) of any dividends on the results of the first quarter, six months, nine months of the reporting year) and losses of the Company subject to the results of the reporting year.
- 29.9. The Company's Board of Directors may not amend the wording of the issues proposed to be included to the agenda of the General Meeting of Shareholders, and the wording of the resolutions made on such issues. Along with the issues proposed by shareholders to be included to the agenda of the General Meeting of Shareholders as well as candidates proposed by shareholders to form a relevant body, the Company's Board of Directors (Supervisory Board) may include the issues to the agenda of the General Meeting of Shareholders and (or) the candidates to the list of candidates to vote on the elections to a the Company's relevant body by their own discretion. The number of candidates proposed by the Company's Board of Directors (Supervisory Board) may not exceed the number of members of the relevant body.
- 29.10. Voting at the General Meeting of Shareholders is made with voting ballots. The Company shall send voting ballots or deliver such ballots to be signed by each person included in the register of the Company's shareholders entitled to take part in the General Meeting of Shareholders, subject to the procedure and within the terms provided by the Russian law.
- 29.11. During the General Meeting of Shareholders holding the information and communication technologies can be used allowing remote participation in the General Meeting of Shareholders, discussion of the agenda items without being present at the place of holding the General Meeting of Shareholders and making resolutions on issues put to vote by filling in electronic ballots.
-

## Statute of Detsky Mir PJSC

- 29.12. The address on the information and telecommunications network Internet, where a person entitled to take part in the General Meeting of Shareholders can be registered to attend the General Meeting of Shareholders, fill in an electronic ballot and vote by this ballot, shall be determined by the Board of Directors and specified in the notice of holding the General Meeting of Shareholders.
- 29.13. A notice of the General Meeting of Shareholders holding shall be made not later than 21 (twenty one) days before the meeting, and the notice of the General Meeting of Shareholders holding, whose agenda includes the issue of the Company reorganization, not later than 30 (thirty) days before such meeting holding. If the proposed agenda of an extraordinary General Meeting of Shareholders includes the election of members to the Company's Board of Directors and (or) on the early termination of the powers of the body, the notice of the General Meeting of Shareholders holding shall be made 50 days before holding thereof.
- 29.14. In case a nominee shareholder is registered in the Company's Register of shareholders, a notice of the General Meeting of Shareholders holding shall be given subject to the regulations provided by the Russian securities law for information submitting to persons exercising their rights subject to securities.
- 29.15. Notice of the General Meeting of Shareholders holding shall be published on the Company's official web site <https://ir.detmir.ru>.
- 29.16. A notice of the General Meeting of Shareholders holding can be additionally sent to persons entitled to attend the General Meeting of Shareholders and registered in the Company's Register of shareholders, by a registered mail to the address specified in the Company's Register of shareholders or delivered by hand to such persons with signature confirmation, and ballots for voting shall be sent or delivered at the same time subject to the procedure specified in paragraph 29.10 of this Statute.
- 29.17. The Date of notifying the Shareholders of the General Meeting of Shareholders is the date of the notice text publishing on the Company's web site specified in paragraph 29.15 of this Statute.
- 29.18. Additional requirements applied to the procedure for holding and convening the General Meeting of Shareholders of the Company shall be provided by the Russian law and the internal documents of the Company.
- 29.19. The list and procedure for submitting the shareholders materials and information on the agenda issues for the General Meeting of Shareholders shall be determined subject to the requirements of the applicable Russian law as well as by the Regulation on the Company's General Meeting of Shareholders.
- 29.20. The proposals to include issues to the agenda of the Annual General Meeting of Shareholders and the proposals to nominate the candidates to the Company's bodies, being elected by the General Meeting of Shareholders, shall be made by the shareholders of the Company holding not less than 2% (two percent) of the Company's voting shares, not later than in **100 days** after the end of the reporting year.

### **30. HOLDING THE GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY**

- 30.1. The General Meeting of Shareholders shall be held in the form of joint attendance of the shareholders of the Company to discuss the issues of the agenda and make resolutions on the issues put to the vote.  
The General Meeting of Shareholders in the form of joint attendance of the shareholders shall be held at the place of the Company's location. The General Meeting of Shareholders in the form of joint attendance of the shareholders may also be held in Moscow, at the address specified by the Company's Board of Directors. The Chairman at the General Meeting of Shareholders shall be the Chairman of the Company's Board of Directors or a person authorized by the Board of Directors or by the General Meeting of Shareholders. The Secretary of the Board of Directors/Corporate Secretary of the Company, or a person appointed by the Chairman of the meeting, or a person authorized by the Board of Directors or by the General Meeting of Shareholders, being the Secretary of the General Meeting of Shareholders, shall keep minutes of the Meeting.
- 30.2. The resolution of the General Meeting of Shareholders may also be made without holding a meeting by absentee voting.
- 30.3. The General Meeting of Shareholders with its agenda including the issues of electing the Company's Board of Directors, of approving the Company's Auditor as well as the issues provided by subparagraph 28.1(18) of this Statute may not be held as absentee voting.
- 30.4. Among the persons who may attend the General Meeting of Shareholders are the persons included in the list of the persons entitled to attend the General Meeting of Shareholders, the persons, whom the rights of the specified persons have been transferred in order of succession or via reorganization, or their representatives, acting subject to the Power of Attorney to Vote or law. If the General Meeting of Shareholders is held in the form of joint attendance, the persons included in the list of persons entitled to attend the General Meeting of Shareholders (their representatives), may either participate in such meeting or send the filled in ballots to the Company, or fill in electronic ballots on the web site on the information and telecommunications network Internet, whose address is given in the notice of convening of the General Meeting of Shareholders, if such option is provided by the resolution to convene the General Meeting of Shareholders. When determining the quorum and counting the voting results during the General Meeting of Shareholders held in the form of joint attendance, together with the votes, cast during the General Meeting of the Shareholders registered for participation in the General Meeting of Shareholders, the votes shall be counted cast in the voting ballots received by the Company no later than 2 days before the date of the General Meeting of Shareholders holding and the shareholders who subject to the regulations provided by the Russian securities law have given their orders (instructions) regarding the voting to the persons

## Statute of Detsky Mir PJSC

- 
- registering their rights to shares, if the expression of such shareholders' will is received no later than two days before the date of the General Meeting of Shareholders holding.
- 30.5. The registration of the persons attending the General Meeting of Shareholders held as a meeting shall be made by the Company's Counting Commission. The Counting Commission functions are exercised by the Company registrar licensed as provided for by the law. The Counting Commission shall verify the powers of the persons being registered to attend the General Meeting of Shareholders.
- 30.6. The General Meeting of Shareholders held as a meeting, shall be opened if by the time it begins there is the quorum at least for one of the issues included into the agenda of the General Meeting of Shareholders. Registration of the persons entitled to attend the General Meeting of Shareholders, who are not registered to attend the General Meeting of Shareholders before opening thereof, shall be deemed finished upon completing the discussion of the last issue on the agenda of the General Meeting of Shareholders, where there is a quorum, but before the time fixed for voting by the persons not having voted earlier.
- 30.7. If the agenda of the General Meeting of Shareholders includes the issues, when voting shall be made by different voters, the quorum required to make a resolution on such issues shall be determined separately. In this case the absence of a quorum for making the resolution on issues, when voting shall be made by different voters, does not prevent from making resolutions on issues, when voting is done by other voters, in case for making thereof there is a quorum.
- 30.8. The quorum of the General Meeting of Shareholders is determined depending on the number of voting persons for the appropriate issues included to the agenda of the General Meeting of Shareholders.
- 30.9. All shareholders holding ordinary shares of the Company are included to the voting persons on any issues included to the agenda of the General Meeting of Shareholders, except for the following issue
- of approving the interested party transaction (subparagraphs 28.1.(22)–28.1.(26) of this Statute), the shareholders of the Company who are deemed to be interested in such transaction to be made by the Company, subject to the procedure provided by the law, shall not be counted as voters;
- 30.10. A quorum of the General Meeting of Shareholders on any issue included into the agenda of the General Meeting of Shareholders shall be determined as the simple majority (over ½ (a half)) of the votes of shareholders holding the Company shares voting on a relevant issue. When making a resolution on approving any interested party transaction the General Meeting of Shareholders shall be deemed duly constituted irrespective of the number of shareholders not interested in making a relevant transaction holding the Company's voting shares and attending such meeting.
- 30.11. If there is a quorum, the number of votes required to make a relevant resolution by the General Meeting of Shareholders specified in paragraph 28.1. of this Statute, shall be determined based on the total number of the shareholders votes holding the Company's voting shares and attending the General Meeting of Shareholders.
- 30.12. In case by the opening time of the General Meeting of Shareholders fixed in the notice on the General Meeting of Shareholders holding, there is no quorum on either issue included to the agenda of the General Meeting of Shareholders, such opening of the General Meeting of Shareholders may be postponed to a later time, however not more than by 2 (two) hours.
- 30.13. If there is no quorum to hold an annual General Meeting of Shareholders, a repeated General Meeting of Shareholders shall be held with the same agenda. If there is no quorum to hold an extraordinary General Meeting of Shareholders a repeated General Meeting of Shareholders may be held with the same agenda. Such repeated General Meeting of Shareholders shall be duly constituted (have a quorum), if shareholders totally holding not less than 30 (thirty) percent of the votes of the Company's placed voting shares participated therein.
- 30.14. The notice of holding such repeated General Meeting of Shareholders and the ballots to vote at such repeated General Meeting of Shareholders shall be served subject to the procedure provided by the Russian law.
- 30.15. If such repeated General Meeting of Shareholders is held in less than 40 (forty) days as of the date of the failed General Meeting of Shareholders, the persons entitled to attend such General Meeting of Shareholders, shall be determined (fixed) as for the date when the persons entitled to attend the failed General Meeting of Shareholders were determined (fixed).
- 30.16. Voting at the General Meeting of Shareholders is made by the principle "one Company's voting share – one vote", except for cumulative voting holding in case it is provided by the law and this Statute.
- 30.17. Voting at the General Meeting of Shareholders shall only be made using the voting ballots to vote on all issues of the agenda. The form and text of the ballot to vote shall be approved by the Board of Directors. The Company registrar's receiving the notices with the wills expressed by the persons entitled to attend the General Meeting of Shareholders not registered in the Company's register of shareholders and who, subject to the regulations provided by the Russian securities law, issued voting orders (instructions) to the persons registering their rights to shares shall be deemed equal to voting by ballot.
- 30.18. The additional requirements to the procedure for holding the General Meeting of Shareholders of the Company shall be provided by the Russian law and the internal documents of the Company.
- 30.19. In case there is no quorum to hold subject to the court resolution the annual General Meeting of Shareholders not later than in 60 (sixty) days repeated General Meeting of Shareholders shall be held with the same agenda. In this case additional appeal to court is not required. A repeated General Meeting of Shareholders is convened and held by the person or body of the Company specified in the court resolution and if the specified person or body of the Company failed to convene the annual General Meeting of Shareholders within the term fixed by the court
-

resolution, a repeated meeting of shareholders is convened and held by other persons or by the Company's body appealing to court provided these persons or Company's body are specified in the court resolution.

If there is no quorum to hold on the basis of the court resolution an extraordinary General Meeting of Shareholders repeated General Meeting of Shareholders is not held.

### **31. DOCUMENTS OF THE GENERAL MEETING OF SHAREHOLDERS**

- 31.1. Upon the voting results, the Counting Commission shall execute a Minutes on the voting results at the General Meeting of Shareholders signed by the members of the Counting Commission or by the person who performs its functions. The Minutes on the voting results shall be executed not later than in 3 (three) business days following the day when the General Meeting of Shareholders is closed or the final date for accepting the ballots if the General Meeting of Shareholders is held as an absentee voting.
- 31.2. The resolutions made by the General Meeting of Shareholders as well as the voting results shall be announced at the General Meeting of Shareholders, in the course of which the voting is held, and shall be communicated to the persons included in the list of persons entitled to attend the General Meeting of Shareholders, not later than in 4 (four) business days after the date when the General Meeting of Shareholders has been closed or the final date for accepting the ballots, if the General Meeting of Shareholders is held as an absentee voting, in the form of the Report on the voting results subject to the procedure applicable to the notice on holding the General Meeting of Shareholders. The Report on the voting results at the General Meeting of Shareholders shall be signed by a person being the Chairman of the General Meeting of Shareholders and by the Secretary of the General Meeting of Shareholders. Voting results on the election of the members to the Board of Directors of the Company shall be declared at the General Meeting of Shareholders and shall take effect upon declaration. Making by the General Meeting of Shareholders a resolution and the list of the Company's shareholders, who have participated in making thereof shall be confirmed by the person responsible for keeping the Register of the Company's shareholders and performing the duties of the Counting Commission.
- 31.3. The Minutes on the voting results shall be attached to the Minutes of the General Meeting of Shareholders.
- 31.4. The Minutes of the General Meeting of Shareholders shall be executed in two copies within 3 (three) business days following the day when the General Meeting of Shareholders is closed. Both copies shall be signed by a person acting the Chairman at the General Meeting of Shareholders and by the Secretary of the General Meeting of Shareholders. An extract from the minutes of the General Meeting of the Company Shareholders or from the minutes of voting results at the General Meeting of Shareholders may be signed by the person acting the Chairman at the General Meeting of Shareholders and by the Secretary of the General Meeting of Shareholders or by the Company's General Director.
- 31.5. Once the Minutes on the voting results at the General Meeting of Shareholders are executed and once the Minutes of the General Meeting of Shareholders are signed, the voting ballots shall be sealed by the Counting Commission and put to the Company's files for storage.
- 31.6. The additional requirements to the procedure for executing the documents of the General Meeting of Shareholders of the Company shall be provided by the Russian law and the internal documents of the Company.

### **32. COMPANY'S BOARD OF DIRECTORS**

- 32.1. The Board of Directors is responsible for the general management of the Company, except for the issues referred by the law and this Statute to the competence of the General Meeting of Shareholders.
- 32.2. Only natural persons may be the members of the Board of Directors. The persons elected to the Company's Board of Directors may be reelected any number of times. It is not binding for a member of the Company's Board of Directors to be a shareholder of the Company. Requirements to be met by the persons elected to the Company's Board of Directors may be established by the Regulations on the Board of Directors.
- 32.3. The person performing the functions of the General Director of the Company may not at the same time be the Chairman of the Company's the Board of Directors.
- 32.4. The Members of the Board of Directors are elected by the General Meeting of Shareholders subject to the procedure provided by the law and this Statute, for the period up to the next annual General Meeting of Shareholders except for cases of an extraordinary General Meeting of Shareholders holding, that addresses the issue of early termination of the powers of the current Board of Directors and electing a new Company's Board Directors. If the annual General Meeting of Shareholders is not held within the fixed term, the powers of the Company's Board of Directors shall terminate except for the powers to prepare, convene and hold the annual General Meeting of Shareholders.

A retired member of the Board of Directors is a member of the Board of Directors who has died or is limited in capacity by a court decision, recognized as incapacitated or disqualified, as well as a member of the Board of Directors who has notified the Company of the waiver of his powers. The corresponding refusal of a member of the Board of Directors must be made in writing in advance of the meeting of the Board of Directors.
- 32.5. The number of the members of the Company's Board of Directors shall be determined by the resolution of the General Meeting of Shareholders, but there can not be less than five members.
- 32.6. The Chairman of the Company's Board of Directors shall arrange and manage the work of the Board of Directors. The Chairman of the Board of Directors shall act as the Chairman at the meetings of the Company's Board of Directors, arranges keeping the minutes at meetings.

## Statute of Detsky Mir PJSC

- 32.7. The Chairman of the Board of Directors and his deputies are elected by the members of the Board of Directors among such members by the majority of the votes cast by the members of the Company's Board of Directors. The Board of Directors may at any time re-elect the Chairman of the Board of Directors and his deputies by the majority of the votes cast by the members of the Company's Board of Directors.
- 32.8. The Members of the Board of Directors shall act to the benefit of the Company, exercise their rights and duties assumed to the Company in good faith and reasonably.
- 32.9. The Company's Board of Directors shall report annually on its activities to the General Meeting of Shareholders.
- 32.10. The duties of the Company's Board of Directors are provided by the Russian law, this Statute and the Company's internal documents. The members of the Board of Directors in particular shall:
- (1) comply with the requirements of this Statute and resolutions of the Company's General Meeting of Shareholders;
  - (2) timely submit to the Company the information about themselves and their affiliated persons and notify of any changes to such data subject to the procedure provided by the law;
  - (3) notify the Company of the Company's shares held by them specifying the number and category (type), not later than within 10 (ten) days as of the date of such shares purchasing;
  - (4) within two months as of the day when they became aware or were to become aware of any circumstances, due to which they may be recognized interested in making transactions by the Company, bring to the notice of the Company the information regarding the transactions being made by the Company and (or) any expected transactions for which they may be recognized interested parties, and the information on the controlled legal persons for which they, their spouses, parents, children, full- and half-blood siblings, adoptive parents and adoptees and (or) their controlled organizations act as the controlling entities or are authorized to give any binding instructions, and on the legal persons where the positions in the management bodies are held by them, their spouses, parents, children, full- and half-blood siblings, adoptive parents and adoptees and (or) their controlled entities, as well as notify the Company of any amendments made to such data within 14 days as of the day when they became aware or were to become aware of such amendments.
- 32.11. Subject to the resolution of the General Meeting of Shareholders the members of the Company's the Board of Directors in the course of performing their duties may receive remunerations and expenses reimbursement in connection with performing their duties of the members of the Company's Board of Directors. The amounts of such remunerations and reimbursements shall be established by the resolution of the General Meeting of Shareholders. By the resolution of the Company's Management Bodies the liability of the members of the Board of Directors in the course of their duties performing may be insured.
- 32.12. The Company's Board of Directors (Supervisory Board) may arrange committees for preliminary consideration of the issues within its competence. The competence and procedure of the committee's activities shall be determined by the company's internal document to be approved by the Company's Board of Directors (Supervisory Board).

### 33. COMPETENCE OF THE COMPANY'S BOARD OF DIRECTORS

- 33.1. To keep the Company's stable financial position and competitiveness the Board of Directors ensures forming an effective corporate organization and management system in the Company, developing key strategic and tactical goals and assisting to implement thereof by the Company. The Board of Directors plays a key role in making decisions or making recommendations regarding significant corporate actions, based on the position of the independent members of the Company's Board of Directors. Significant corporate actions include reorganization of the Company, acquisition of 30 percent or more of the Company's voting shares (takeover), effecting major transactions by the Company, the increase or decrease in the Company's authorized capital, the listing and delisting of the Company's shares. As regards the reserved significant corporate actions of the General Meeting of Shareholders, the Board of Directors develops recommendations and includes them into the information (materials) to be presented while preparing for holding the Company's General Meeting of Shareholders.
- 33.2. The competence of the Company's Board of Directors includes the following issues:
- (1) **defining the Company's priority activities, determining the development strategy of the Company, approval of annual budgets (financial plans) of the Company, consideration of the main activities and the development strategy of its subsidiaries;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
  - (2) **consideration of the results of financial and economic activities of the Company and its subsidiaries; preliminary review of annual statements and annual accounting statements of the Company;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
  - (3) **convening the Annual and Extraordinary General Meetings of Shareholders, except for the cases provided by Subparagraph 24.6.(2) of this Statute;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
  - (4) **approval of the agenda of the General Meeting of Shareholders;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)

- 
- (5) **fixing the date of making the list of persons entitled to attend the General Meeting of Shareholders and dealing with other matters related to preparation and holding of the General Meeting of Shareholders and Board of Directors meetings and related by the Russian law and this Statute to the competence of the Company's Board of Directors;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (6) **determining the amount of the remuneration for the services of the Company's Auditor;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (7) **making recommendations to the General Meeting of Shareholders concerning the size of the dividend on shares and the procedure for paying thereof, and the date when the persons entitled to receive dividends shall be determined;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (8) **inclusion in the agenda of the General Meeting of Shareholders of issues in cases provided for by law and this Charter, including the introduction of a proposal for the reorganization of the Company, reduction of the authorized capital of the Company, splitting and consolidation of the shares of the Company;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (9) **appointment of the Company's General Director; determination of the number of the members to be elected to the Management Board, election of its members; approving the terms of the employment, civil and any other types of contracts to be made with the General Director and members of the Management Board and the procedure for making amendments and termination thereof; early termination of the powers of the Company's General Director and members of the Management Board;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (10) **approval of the management company (manager) and the terms of the contract to be made with it, for including into the agenda of the Company's General Meeting of Shareholders the issue of transferring the powers of the Company's chief executive officer to such management company (manager);**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (11) **suspension of the powers of the management company (manager), together with the resolution on forming a temporary chief executive body of the Company and on holding the Extraordinary General Meeting of Shareholders to decide on early termination of the powers of the management company (manager) and the transfer of the powers of the chief executive officer to the management company (manager);**  
(resolution is taken by the qualified majority of  $\frac{3}{4}$  (three fourths) of the votes of all the members of the Board of Directors without those who left the Board of Directors)
  - (12) **approval of the corporate organization of the Company (in the form of a list of supreme officials of the Company and the Company's structural units directly (immediately) subordinate to the Company's General Director);**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (13) **approving the principles to assess the performance and reward system; as well as exercising control over the activity of the Company's supreme officials directly (immediately) subordinate to the Company's General Director;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (14) **negotiating the nominated candidates to replace the Company's supreme officials directly (immediately) subordinate to the Company's General Director; approving the terms of the employment, civil and any other types of contracts to be made with the Company's supreme officials directly (immediately) subordinate to the Company's General Director and the procedure for making amendments and termination thereof;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (15) **prior approval of the terms for making, amending and terminating collective contracts with the Company's employees;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (16) **electing the Chairman of the Company's Board of Directors, Deputy Chairman of the Company's Board of Directors and early termination of their powers, determining the status of the members of the Company's Board of Directors;**  
(the resolution is made by the simple majority (more than  $\frac{1}{2}$  (a half)) of the votes attending the meeting of the Board of Directors)
  - (17) **appointment of the Corporate Secretary / Secretary of the Company's Board of Directors and termination of its powers, as well as approval of the principles of assessment of his work and reward system;**
-

## Statute of Detsky Mir PJSC

- 
- (the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (18) **making committees of the Company's the Board of Directors, approval of internal documents that determine their competence and procedure for their activities, determining the number of its members, appointing of the Chairman and members of such committee and terminating their powers;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (19) **increase of the authorized capital of the Company by placing additional shares by the Company by public subscription, except for the cases specified in subparagraphs 28.1.(9) and 28.1.(10) of this Statute;**  
(the resolution is made unanimously by all the members of the Board of Directors without those who left the Board of Directors)
- (20) **increase of the Authorized Capital by placing the Company's additional shares by conversion of earlier issued issue-grade securities convertible into such shares;**  
(the resolution is made unanimously by all the members of the Board of Directors without those who left the Board of Directors)
- (21) **placement of bonds and other issue-grade securities by the Company (except for issue-grade securities, convertible into the Company's shares), except for the cases when such resolution falls within the competence of the General Meeting of Shareholders;**  
(resolution on issue-grade securities placement convertible into shares shall be made unanimously by all members of the Board of Directors without those who left the Board of Directors;  
resolution on placement of bonds and other issue-grade securities is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (22) **purchase of shares, bonds and other securities placed by the Company in the cases and subject to the procedure provided by the Russian law, except for the cases when such acquisition is associated with a decrease in the Authorized Capital of the Company;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (23) **resolution making on disposing of the Company's shares redeemed and acquired on other grounds, being under the Company's possession subject to the requirements of the law and this Statute;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (24) **approval of the resolutions on the issue (additional issue) of issue-grade securities, securities prospectuses, making amendments and addenda thereto, as well as reports on the securities acquisition by the Company;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (25) **making recommendations regarding voluntary or mandatory offer received by the Company subject to Chapter XI.1 of Federal Law "On Joint Stock Companies", including the assessment of such offered price of the securities to acquire and possible changes in their market value after acquisition, evaluation of the plans of the person submitting a voluntary or mandatory offer in relation to the Company, including in relation to its employees;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (26) **determination in the cases provided by Federal Law "On Joint Stock Companies" of the price (monetary value) of property, placement price or the procedure for determining thereof and price of redemption of the Company's issue-grade securities;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors) If a person interested in making of one or several transactions where the price (monetary value) of the property is determined by the Company's Board of Directors, is a member of the Company's Board of Directors, the price (monetary value) of the property is determined by the resolution of the members of the Company's Board of Directors who are not interested in the transaction.)
- (27) **consent to make (approval in advance) any transaction or a series of interrelated transactions in connection with disposal or possible disposal of the immovable property fully owned by the Company;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (28) **prior approval (prior to a transaction making) of any transactions related to disposal of the intellectual property rights (including the existing ones and those undergoing registration), as well as related to the disposal of any intellectual property rights used by the Company subject to the license agreement;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (29) **consent to make (approval in advance) of the transactions solely listed below, including a series of interrelated transactions where the subject is the property with the value less than 25% (twenty five percent) of the book value of the Company's assets determined based on its accounting (financial) statements as of the last reporting date, namely:**
- a) **transactions made by the Company in the ordinary course of its business for the amount in any currency that is equal to or exceeding the equivalent of 7,000,000,000 (seven billion) rubles (net of any applicable taxes);**
-

**b) transactions that are beyond the Company's ordinary course of business made for the amount in any currency that is equal to or exceeding the equivalent of 600,000,000 (six hundred million) rubles (net of any applicable taxes);**

**c) transactions in connection with granting and receiving by the Company any loan, credit, surety, bank guarantee or letter of credit, as well as with the Company's participation in bill transactions (such as related to issuance, acceptance, endorsement, availing of bills and acceptance thereof as mediation), for the amount in any currency that is equal to or exceeding the equivalent of 7,000,000,000 (seven billion) rubles (net of any applicable taxes);**

(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors);

- (30) **consent to make (approval in advance) subject to the procedure provided by the law, major transactions if the subject thereof is the property with the value from 25% (twenty five percent) to 50% (fifty percent) of the book value of the Company's assets, that is determined subject to its accounting (financial) statements as of the last reporting date, approval of major transactions making;**

(the resolution is made unanimously by all the members of the Board of Directors without those who left the Board of Directors)

- (31) **consent to make (approval in advance) subject to the procedure provided by the law, the interested party transactions, except for the cases when a relevant resolution making falls within the competence of the General Meeting of Shareholders of the Company subject to the subparagraphs 28.1.(22)–28.1.(26) hereof;**  
(the resolution shall be made by the simple majority (more than ½ (a half)) of the votes of all members of the Board of Directors not interested in such transaction, who are not and have not been within one year before such resolution making:

a) a person performing the functions of the chief executive officer of the Company, including its manager or a person holding positions in the management bodies of the Company's management company;

b) a person whose spouse, parents, children, full- and half-blood siblings, adoptive parents and adoptees are the persons holding positions in the management bodies of the Company's management company, the Company's management company, or a person who is the Company's manager;

c) a person controlling the Company or the management company (the manager) that has received the functions of the chief executive officer of the Company, or a person entitled to give any binding instructions to the Company).

- (32) **approving the agreement making for a shareholder to make a contribution to the Company's property subject to paragraph 15.1 of the Statute;**

(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)

- (33) **approval of the Report on the Interested Party Transactions made by the Company in the reporting year, to be submitted for consideration by the General Meeting of Shareholders;**

(the resolution shall be made by the simple majority (more than ½ (a half)) of the votes given by the members of the Board of Directors, who are not interested in the transaction)

- (34) **use of the surplus fund and other funds of the Company, as well as approval of internal documents regulating the procedure of generating and using the Company's funds;**

(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)

- (35) **approval of internal documents of the Company (except for the internal documents, whose approval is within the competence of the General Meeting of Shareholders), governing the principles of the Company's activities in the following areas:**

- **strategy, investment, new types of activities;**
- **HR strategy, system of motivation and remuneration of the General Director, members of the Company's Management Board, as well as of other top executives of the Company who report directly to the Company's General Director, including the issues of granting payments, benefits, compensation, guarantees;**
- **the Company's participation in other companies, groups or associations; determining the procedure of interaction with business companies and organizations, whose shares and stocks the Company holds;**
- **corporate management;**
- **procurement activities;**
- **financial and logistical support;**

(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)

- (36) **establishing branches and opening the representative offices of the Company; as well as making a resolution on their liquidation, renaming, on including their data in the Unified State Register of Legal Persons; removing their data from the Unified State Register of Legal Persons; adopting the Regulations on Branches and Representative Offices;**

(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)

- (37) **making a resolution on participation, change of the participation interest and termination of the Company participation in other companies (except for the cases when making such resolution is referred to the competence of the Company's General Meeting of Shareholders subject to subparagraph 28.1.(30) hereof), including on establishing a subsidiary (hereinafter – "S"). Approval of the terms and conditions of the**



- 
- agreements for establishing Ss, shareholder (member) agreements and other documents regulating the issues of incorporating legal persons in whose authorized capital the Company intends to participate;  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (38) **considering and approving the candidates to be nominated to the management and control bodies of the Company's subsidiaries;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (39) **determining the Company's position on the following issues of the agenda of the General Meetings of Shareholders/Members and of the meetings of the Boards of Directors of subsidiaries (that includes giving instructions to the Company's representatives to participate in or abstain from voting on the issues of the agenda, to vote on draft resolutions "for", "against" or "abstained"):**
- **making amendments to the Statute of a subsidiary or approval of such Statute as amended;**
  - **S's reorganization or liquidation;**
  - **determination of the number of members to be elected to the Board of Directors of a S; election and early termination of the powers of the members of the Board of Directors of a S;**
  - **increasing/decreasing the authorized capital of a S;**
  - **making resolutions on placement of securities of a S, that are convertible to ordinary shares;**
  - **split and consolidation of shares of a S;**
  - **making resolutions on S's participation in associations and other commercial and non-commercial companies consolidations, and on participation (including on establishing a subsidiary), changing of the participation interest and termination of participation in other entities by acquiring, selling, any reorganization, disposal and encumbrance of shares, participatory interests and / or parts thereof, as well as by making additional contributions to the authorized capitals of other companies. Approving the terms of agreements on establishing by Ss of their subsidiaries, shareholders (members) agreements and other documents, that govern the issues of incorporating legal persons in whose authorized capital the S intends to participate;**
  - **consent to make (approval in advance) any transaction or series of interrelated transactions in connection with possible disposal of any immovable property of the S, regardless of the transaction value;**
  - **consent to make (approval in advance) subject to the procedure provided by the law, any transactions related to disposal and/or encumbrances of any intellectual property rights (including the existing ones and those undergoing registration), as well as related to disposal and/or transfer subject to a sublicense agreement of the intellectual property rights, that are used by the S under the license agreement;**
  - **consent to make (approval in advance) by the S any interested party transactions with other Company's Ss where the scope is the property of a value or book value equal to or exceeding in any currency 150,000,000 (one hundred fifty million) rubles, the resolution for which is made by the General Meeting of Shareholders/Members of the S;**
  - **consent to make (approval in advance) by the S of any major transactions or a series of interrelated transactions, interested party transactions, the resolution for which is made by the General Meeting of Shareholders/Members of the S;**
  - **consent to make (approval in advance) by the S of any transaction or a series of interrelated transactions where the scope is the property of a value less than 50% (fifty percent) of the book value of the S's assets, that is estimated subject to its accounting statements as for the last reporting date:**
    - **those made by the S in the ordinary course of business for the amount in any currency that is equal to or exceeding the equivalent of 500,000,000 (five hundred million) rubles;**
    - **those beyond the S's ordinary course of business made for the amount in any currency that is equal to or exceeding the equivalent of 100,000,000 (one hundred million) rubles;**
    - **those related to granting and receiving by the S of any loan, credit, surety, bank guarantee or letter of credit, as well as to the S's participation in any bill transactions (in particular, related to issuance, acceptance, endorsement, availing of bills and acceptance thereof as mediation), for the amount in any currency equal to or exceeding the equivalent of 500,000,000 (five hundred billion) rubles;**
  - **approving any transactions defined by the S's Statute as special procedure transactions, the resolution on which shall be made by the General Meeting of the S's Members;**
  - **appointing the chief executive officer of the S and early termination of its powers, as well as making a resolution on the transfer of powers of the S's chief executive officer to a business company or a self-employed entrepreneur, approval of the terms of agreements to be made with such company or entrepreneur;**
  - **prior approval of the terms for making, amending and terminating by the S of collective agreements with the S's employees;**
  - **S making contributions to the property;**
  - **negotiating the agenda of the General Meeting Shareholders/Members of the S, that is convened at the Company's discretion.**
-

## Statute of Detsky Mir PJSC

- 
- (the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (40) **approval of the Company's registrar and terms of the contract to be made with him, as well as termination of the contract with him;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (41) **developing the Company's opinion with regard to any corporate conflicts that may arise, including those arising out of the shareholders agreements, the Corporate Governance Code and other corporate documents;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (42) **applying for delisting of the Company's shares and (or) of the Company's issue-grade securities convertible to the Company's shares;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (43) **approving the Company's address that is specified in the Unified State Register of Legal Persons;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (44) **determination of the principles and approaches to the risk management, internal control and internal audit in the Company;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (45) **approval of the Company's internal documents determining the Company's policy in the sphere of risk management and internal control and internal audit;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (46) **appointing an official responsible for arranging and performing the internal audit (the head of the structural unit responsible for arranging and performing internal audit), approval of the terms of an employment contract with the above person and his dismissal;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (47) **approval of the Company's dividend policy;**  
(the resolution is made by the simple majority (more than ½ (a half)) of the votes attending the meeting of the Board of Directors)
- (48) **making resolutions on other issues, that are referred by law, this Statute and by the Company's contractual obligations, to the competence of the Board of Directors, and provided by the applicable foreign laws to the Company, being an issuer of the securities placed outside the Russian Federation.**
- 33.3. The issues referred by law and this Statute to the competence of the Company's Board of Directors may not be delegated for resolution to an executive officer of the Company.
- 33.4. The resolutions made by the Board of Directors within the limits of its competence are binding for the General Director, Management Board of the Company and employees of the Company.

### 34. MEETINGS OF THE COMPANY'S BOARD OF DIRECTORS

- 34.1. The Board of Directors arranges its work in the form of meetings held by the joint presence of members of the Board of Directors, based on collective and free discussion of the issues on the agenda, to make resolutions on the matters within its competence. When necessary, the Company's Board of Directors may make resolutions by absentee voting. The resolution to hold the meeting of the Company's Board of Directors in the form of absentee voting shall be made by the Chairman of the Board of Directors.
- 34.2. The Board of Directors may hold meetings via audio/video communication, and with the use of computer programs. In this case, the Secretary of the Board of Directors ensures audio/video recording of the meeting of the Board of Directors or registration of its results using the computer programs. The participation in the meeting of the Board of Directors, that is held using the specified means of communication, shall be deemed equivalent to attending in person.
- 34.3. The meetings of the Company's Board of Directors shall be held when necessary, but not less than twice in a quarter, and shall be convened by the Chairman of the Company's Board of Directors at his own discretion, at the request of a member of the Company's Board of Directors, an official responsible for arranging and performing the internal audit (head of a structural unit responsible for arranging and performing the internal audit) or the Company's auditor, as well as at the request of the executive officer of the Company.
- 34.4. 30 (thirty) days before the date of the Company's annual General Meeting of Shareholders holding, the meeting of the Company's Board of Directors shall be held to preliminary approve the annual statements, annual accounting (financial) statements, including profit and loss accounts (accounts of profits and losses) of the Company, Auditor's Report, that has been made subject to the results of the audit of annual accounting statements, the report on the interested party transactions made by the Company in the reporting year. At the aforementioned meeting of the Board of Directors, the Chairman of the Company's Board of Directors shall present to the Board

- 
- of Directors complete current financial information as well as a complete report regarding the current state of the Company's affairs, the main results of the Company's business activity and the plans.
- 34.5. The Board of Directors meetings are held at the place of the Company's location or in some other place specified by the Chairman of the Board of Directors.
- 34.6. The Board of Directors members shall be notified in advance of the forthcoming meeting of the Board of Directors. The notice shall contain the agenda of the upcoming meeting.
- 34.7. The quorum for meetings of the Board of Directors is  $\frac{1}{2}$  (a half) of the elected members of the Board of Directors. In case the number of members of the Company's Board of Directors is less than the specified quorum, the Board of Directors shall make a resolution to hold an extraordinary General Meeting of Shareholders to elect new members to the Company's Board of Directors. In this case the powers of the Board of Directors shall be terminated except for the powers to prepare, call and hold the extraordinary General Meeting of Shareholders.
- 34.8. During settling the matters at a meeting of the Board of Directors, each member of the Board of Directors shall have 1 (one) vote.
- 34.9. Unless otherwise provided by the law and this Statute, the resolution of the Board of Directors shall be deemed made if more than a half of the Board of Directors members participating in the meeting of the Company's Board of Directors voted to support it. In case of equality of the votes of the members of the Board of Directors the vote of the Chairman of the Board of Directors at the meeting is casting.
- 34.10. When determining the quorum and the voting results on the agenda of the Board of Directors meeting the written opinion of an absent member of the Board of Directors is taken into consideration.
- 34.11. In the cases provided by Federal Law "On Joint Stock Companies" in the course of voting on the relevant issues, the votes the members who left the Board of Directors are not taken into consideration.
- 34.12. Transfer of the right to vote by one member of the Board of Directors to another member of the Company's Board of Directors or any other person is prohibited.
- 34.13. The casting vote of the Chairman of the Board of Directors can not be used by the deputy Chairman of the Board of Directors or any other member of the Board of Directors performing its functions in the absence of the Chairman of the Board of Directors.
- 34.14. The Minutes of the Board of Directors meeting are kept by the Secretary of the Board of Directors. The Minutes of the meeting of the Company's Board of Directors shall be completed within 3 (three) days after the meeting holding. The Minutes of the meeting of the Company's Board of Directors shall be signed by the person being the Chairman thereof. The documents approved by the Board of Directors are attached to the Minutes. The extract from the Minutes of the meeting of the Company's Board of Directors may be signed by the Chairman of the Company's Board of Directors or by the Secretary of the Company's Board of Directors or by the General Director of the Company.
- 34.15. Additional requirements to the procedure for convening and holding meetings of the Board of Directors are provided by the Russian law, Regulation on the Board of Directors, other internal documents of the Company.

### 35. EXECUTIVE BODIES OF THE COMPANY

- 35.1. The executive bodies of the Company shall be collective executive body – the Management Board and the chief executive officer – **the General Director**.
- 35.2. The executive bodies shall administer the Company's day-to-day operations and shall report to the Board of Directors and the General Meeting of Shareholders.
- 35.3. Dealing with all the matters of the Company's day-to-day operations, except for the matters referred to the competence of the General Meeting of Shareholders and the Company's the Board of Directors, shall fall under the competence of the Executive Bodies of the Company.
- 35.4. The executive bodies of the Company are established by the Company's Board of Directors.
- 35.5. Rights and responsibilities of such executive bodies of the Company are governed by the Russian law, this Statute and internal regulatory documents of the Company.
- 35.6. The executive bodies of the Company shall arrange the Company's activities and are responsible for their results, ensure compliance with the resolutions of the General Meetings of Shareholders and the Board of Directors.
- 35.7. The executive bodies of the Company are responsible for the effectiveness of economic, financial, scientific, technical and social policy of the Company.
- 35.8. Combination by the General Director and the members of the Management Board of positions in the management bodies of other companies is possible only upon the consent of the Company's the Board of Directors.
- 35.9. The Board of Directors may at any time make a resolution to terminate the powers of the General Director, as well as powers of any individual member of the Management Board or all members of the Management Board and to establish new executive bodies of the Company.
- 35.10. If the functions of the chief executive officer are performed by a management company (manager), such management company (manager) may not perform similar functions in any company competing with the Company.
- 35.11. The chief executive officer and the Management Board members shall within two months as of the day they became aware of or were to become aware of any circumstances due to which they may be recognized interested in making any transactions by the Company, bring to the notice of the Company the information regarding the transactions being made by the Company and (or) any expected transactions for which they may be recognized

## Statute of Detsky Mir PJSC

---

interested parties, and in case they are the persons interested in the Company's transaction, the information on the controlled legal persons for which they, their spouses, parents, children, full- and half-blood siblings, adoptive parents and adoptees and (or) their controlled organizations act as the controlling entities or are authorized to give any binding instructions, and on the legal persons where the positions in the management bodies are held by them, their spouses, parents, children, full- and half-blood siblings, adoptive parents and adoptees and (or) their controlled entities, as well as notify the Company of any amendments made to such data within 14 (fourteen) days as of the day when they became aware or were to become aware of such amendments

### **36. COMPANY'S MANAGEMENT BOARD**

36.1. The Management Board acting within its competence provided by this Statute and the internal documents of the Company, that are approved by the General Meetings of Shareholders, shall deal with the following issues:

- (1) coordinating the activity of the Company on the issues of the Company's interaction with its subsidiaries;
- (2) reviewing the results of the activity of subsidiaries and of the structural units of the Company;
- (3) prior review of major innovation and investment projects and programs, being implemented by the Company and its Ss, that have been submitted for consideration to the Management Board by the specified companies;
- (4) preparation of proposals to the Company's Board of Directors on the approval of the budget and financial and economic plan of the Company, as well as on making amendments to the previously approved budget;
- (5) approving and arranging the implementation of the programs for the Company to attract investments;
- (6) approval of the internal documents submitted to be considered by the Management Board by the resolution of the General Director;
- (7) taking part in the process of resolving of labor disputes and appointing a representative of the Company's administration to resolve arising disputes on an out-of-court basis;
- (8) dealing with other issues of the Company's and its S's current activity.
- (9) prior approval of the terms for making, amending and terminating civil and any other contracts with natural persons and/or self-employed entrepreneurs not being the Company employees, provided such contracts are beyond the Company's ordinary course of business with the amount in any currency exceeding the equivalent of 10,000,000 (ten million) rubles (net of any applicable taxes).

The General Director of the Company may submit for consideration by the Management Board any issues in connection with the Company's day-to-day operations, that do not fall under the competence of the General Meeting of Shareholders or the Company's Board of Directors.

36.2. The members to the Management Board of Directors are approved by the Board of Directors on the proposal of the General Director for the period of 3 years. Members of the Management Board may be reelected any number of times.

36.3. The contract with a member of the Management Board of the Company is signed by the Chairman of the Company's the Board of Directors or by any person authorized by the Board of Directors. Terms for making, amending and terminating such contract shall be approved by the Company's the Board of Directors. The specific labor regulations provided by Chapter 43 of the Labor Code of the Russian Federation shall apply to all the members of the Company's Management Board who have made labor contracts with the Company.

36.4. The Board of Directors may at any time terminate the powers of any member of the Management Board.

36.5. In case of terminating the powers of a member of the Management Board, such member of the Management Board shall, within the term specified in his contract, submit to the Board of Directors a report on his work.

36.6. The Management Board performs its activities by holding meetings and making resolutions. The Meetings of the Management Board are held on a regular basis.

36.7. The agenda of the next meeting of the Management Board is determined subject to the Plan for the Management Board proposed by the Chairman and members of the Management Board. Meetings of the Management Board shall be held in the form of joint attendance only. At the same time in determining the quorum and voting results a written opinion of an absent member of the Management Board on the agenda is taken into consideration.

36.8. The Management Board is duly constituted to make resolutions (has a quorum) if at least half of its members attend the meeting of the Management Board. If the number of the Management Board members becomes less than the quorum, the Board of Directors shall decide on electing new members to the Management Board.

36.9. The resolutions on the agenda of the meeting of the Management Board are made by the simple majority of the votes of the members attending the meeting. In case of equality of votes, the Chairman of the Management Board shall have a casting vote.

36.10. The Minutes shall be kept at the Management Board meeting. The Minutes of the Management Board meeting shall be submitted to the members of the Company's the Board of Directors, the officer responsible for arranging and performing the internal audit (the head of the structural unit responsible for arranging and performing internal audit), and the auditor of the Company upon their request.

36.11. Any member of the Management Board in case he does not agree to the made resolution may request to attach to the minutes of the meeting of the Management Board his/her special opinion, that he/she shall submit in writing to the Secretary of the Management Board within 2 days as of the date of such Management Board meeting.

36.12. The Management Board members shall act within the competence defined by this Statute, internal documents of the Company, resolutions of the General Meetings of Shareholders, the Board of Directors and/or powers of attorney by the General Director.

**37. GENERAL DIRECTOR OF THE COMPANY**

- 37.1. The General Director of the Company is fully authorized and empowered to perform day-to-day management of all current operations of the Company and to resolve relevant issues not within the competence of the General Meeting of Shareholders, the Board of Directors and the Management Board.
- 37.2. The General Director presents the view of the executive bodies at meetings of the Board of Directors and the General Meetings of Shareholders.
- 37.3. The General Director is the head of the Management Board and arranges its work.
- 37.4. The General Director without a power of attorney acts on behalf of the Company and represents it in relations with any persons on any range of issues, including representing and defending the interests of the Company in public authorities and in court.
- 37.5. Within its competence the General Director, including:
- (1) for and on behalf of the Company, disposes of the property and assets of the Company;
  - (2) makes, on behalf of the Company, any transactions both in the Russian Federation and abroad, except for cases provided by the Russian law and this Statute;
  - (3) approves the staffing table of the Company, hires and dismisses employees of the Company in accordance with the legislation of the Russian Federation, approves of the internal regulations of the Company and other local regulations governing labour relationships, establishes the remuneration system, gives incentives for excelled employees and applies disciplinary sanctions, establishes the incentive and remuneration systems, including the issues of granting payments, benefits, compensation, guarantees, as well as approval and change of KPIs with respect to the Company employees, except for the General Director, members of the Company's Management Board, and other top executives of the Company who report directly to the Company's General Director;;
  - (4) arranges accounting and taxation management and statements making; ensures the safety of accounting documents, accounting and book-keeping registers;
  - (5) takes measures to ensure the safety of commercial and confidential information relating to the Company;
  - (6) represents the Company in court, arbitration court and referees court;
  - (7) issues powers of attorney to perform any action on behalf of the Company, including with the power of substitution;
  - (8) issues orders, approves internal documents governing the financial and business operations of the Company, activity of internal structural divisions of the Company and other internal documents except for the documents whose approval is referred to the competence of the Company's General Meeting of Shareholders, the Board of Directors;
  - (9) submits at his discretion for consideration of the Management Board of the Company the documents listed in paragraph 36.1.(7) hereof;
  - (10) signs the reports on the interested party transactions made by the Company in the reporting year, to be submitted for approval by the Company's Board of Directors;
  - (11) in the cases provided by Federal Law "On Joint Stock Companies", at least 7 (seven) days before making any interested party transactions notifies the members of the Company's Board of Directors of such transactions by sending a notice to the email address of the member of the Board of Directors known to the Company, or by sending registered letters to the places of location or residential addresses of the members of the Board of Directors known to the Company, or by the courier delivery of such letters (at the sender's option), and in the cases when all members of the Company's Board of Directors are interested in such transactions making, notifies the shareholders subject to the procedure provided for notifying the shareholders on holding a General Meeting of Shareholders;
  - (12) brings the information contained in the notices received under paragraphs 25.1.(3) and 32.10.(4) hereof to the attention of the Company's Board of Directors, and of the Company's auditor at his request;
  - (13) exercises other powers required to perform day-to-day management of all current operations of the Company.
- 37.6. Within the powers granted in him, the General Director shall issue orders and give oral instructions binding for execution by all employees of the Company.
- 37.7. The General Director shall be appointed to the position by the Company's Board of Directors, and, in case of its absence (failure to be elected) – by the General Meeting of Shareholders of the Company for the period of 3 (three) year and may be reelected any number of times. The General Director's powers may be terminated earlier by the resolution of the Company's Board of Directors.
- 37.8. An employment contract with the General Director of the Company is signed by the Chairman of the Company's the Board of Directors, or by a person authorized by the Board of Directors. Terms for making, amending and terminating such contract shall be approved by the Company's the Board of Directors.
- 37.9. When performing the functions imposed on him, the General Director of the Company shall be governed by the Russian law, the provisions of this Statute and the internal documents of the Company. Violation by the General Director of the Company of any regulatory acts or internal documents regulating the Company's activity referred to in this paragraph will be the basis for making a resolution on early termination of powers of the Company's General Director, terminating his employment contract and filing a lawsuit to court seeking the recovery of losses caused to the Company.

---

37.10. The Company's chief executive officer (General Director), the temporary chief executive officer as well as the management company or the manager shall when exercising their rights and performing their duties act to the benefit of the Company, exercise their rights and perform the duties in respect of the Company reasonably and in good faith and shall be liable to the Company for any losses caused to the Company by their fraudulent acts (omission).

The Company or the shareholder (shareholders) totally holding at least 1 percent of the allotted ordinary shares of the Company shall be entitled to file a lawsuit to court against the Company's chief executive officer (General Director), the temporary chief executive officer of the Company as well as the management company (manager) seeking recovery of losses caused to the Company by their fraudulent acts (omission).

## **PART VI. CONTROL OVER FINANCIAL AND BUSINESS OPERATIONS OF THE COMPANY**

### **38. COMPANY'S AUDITOR**

- 38.1. To audit and approve the annual financial statements of the Company, the General Meeting of Shareholders shall annually approve the Company's Auditor with no financial interests in the Company or its shareholders.
- 38.2. The procedure for arranging and performing the inspections of financial and business operations of the Company by the Auditor shall be determined by the provisions of the contract being made with him.
- 38.3. In addition to the annual audits provided by the Russian law, at any time and at the request of Shareholders, who totally hold not less than 10 (ten) percent of the Company's voting shares, an additional audit of the Company may be performed by any audit company chosen by such shareholders. Such additional audit shall be performed at the expense of the shareholder (shareholders) who have requested thereof. Company's officials shall ensure free access of the relevant audit company to the Company's accounting statements and other documents required to perform such audits.

