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CHANGES TO CORPORATE LEGISLATION: HOLDING OF MEETINGS IN COMPANIES

Dear Sirs or Mesdames,

we would like to inform you about the changes in the field of corporate law which will be important in the nearest time.

From March 01, 2025, significant new developments made by the Federal Law dated August 08, 2024 No. 287-FZ will come into force. A number of changes relates to limited liability companies (LLC).

So, the rules of holding general meetings of LLC participants have been amended, the related terminology has been changed. New rules will be applied, namely, while holding the annual meetings of participants according to the results of the year 2024.

Main changes are as follows:

The expression "general meeting" has been changed to "adoption of a resolution by the general meeting" or "meeting or absentee voting for adoption of a resolution by the general meeting".

The meeting chairman will be elected only if the company does not have a Board of Directors (Supervisory Board). If it exists, the Chairman of such Board of Directors will take chair.

The forms of the general meeting will be as follows:

- a meeting, possible with remote participation;
- absentee voting, incl. by e-bulletins;
- a meeting combined with absentee voting.

In case of remote participation:

- participation will be executed using electronic/technical communications;
- a possibility is established to attend a meeting at the place of its holding or to hold a meeting without determining a place of holding;
- a possibility is established to make an online-broadcasting with access for the registered persons (upon a participant's demand the company is obliged to provide access to the broadcasting recording).

Additionally, the rules of holding meetings combined with absentee voting have been fixed. Such meetings may be held in the cases stipulated by the company's articles of association or by a unanimous resolution of all the company participants. Approval of annual reports and accounting (financial) statements is admitted at such meetings.

A separate article has been introduced dedicated to drafting and contents of the minutes of an LLC general meeting. It also stipulates that signing of the minutes by the secretary of the meeting will not be required.

Furthermore, a procedure was established in relation to adopting resolutions by the Board of Directors (the supervisory authority which is formed when it is stipulated by the articles of association). This authority may adopt resolutions at meetings (including those with remote participation) or by means of absentee voting. Similarly to meetings of company's participants, meetings of the Board of Directors will be held with the possibility of personal attendance at the place of their holding as well as without determining such place.

The quorum when adopting Board resolutions will be not less than 1/2 of the number of Board members (if the greater number is not stipulated by the articles of association). The meeting may be combined with absentee voting.

The minutes according to the results of the meeting or the absentee voting will be prepared not later than 3 calendar days after the meeting or the end of document acceptance from the Board members (in case of absentee voting).

We will be happy to answer your questions arising in connection with the specified changes.

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