

COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

THE RUSSO-BRITISH CHAMBER OF COMMERCE

COMPANY NUMBER 00145140

RESOLUTION OF THE ANNUAL GENERAL MEETING

At the Annual General Meeting of the Russo-British Chamber of Commerce held in London on 05 December 2024, **IT WAS RESOLVED** to amend the wording of the Articles of Association as follows:

Article 5 – Current Wording	Article 5 - Amended Text (amendments highlighted in red)
<p>5. Firms that conduct significant business activity in the United Kingdom and/or the Russian Federation (wherever any such Firm is incorporated, established or domiciled) shall be eligible for election by the Board to membership of the Chamber. Any Firm wishing to become a member of the Chamber and being eligible shall apply in writing to the Secretary, agreeing to be bound by the Memorandum and Articles of Association of the Chamber. Upon payment by the applicant of the appropriate entry fee and subscription, and subject to the application being approved by the Board, the Secretary shall enter the name of the applicant in the Register of Members of the Chamber and upon such entry the applicant shall become a member.</p>	<p>Firms that conduct significant business activity in the United Kingdom and/or the Russian Federation (wherever any such Firm is incorporated, established or domiciled) shall be eligible for election by the Board to membership of the Chamber. The Board may, at its sole discretion, allow an individual to become a member of the chamber. Any Firm or individual wishing to become a member of the Chamber and being eligible shall apply in writing to the Secretary, agreeing to be bound by the Memorandum and Articles of Association of the Chamber. Upon payment by the applicant of the appropriate entry fee and subscription, and subject to the application being approved by the Board, the Secretary shall enter the name of the applicant in the Register of Members of the Chamber and upon such entry the applicant shall become a member.</p>
<p>All members of the Russian Trade Delegation and Russian Embassy in the United kingdom, the British Embassy in the Russian Federation, and all senior representatives of the United Kingdom Foreign and Commonwealth Office and Department of Trade and Industry, shall for the purposes of election to the Board or election as officers of the Board or the Chamber, be treated as if they were representatives of members of the Chamber.</p>	<p>Where expedient to achieving the objectives set out in the Memorandum of Association, the Board may invite any member of the Russian Trade Delegation and Russian Embassy in the United Kingdom, the British Embassy in the Russian Federation, and any senior representative of the United Kingdom Foreign and Commonwealth Office and Department of Trade and Industry to apply for election to the Board. Any person so invited shall for the purposes of election to the Board or election as officers of the Board or the Chamber, be treated as if they were representatives of members of the Chamber.</p>

Article 10 – Current Wording	Article 10 - Amended Text (amendments highlighted in red)
10. Any member shall ipso facto cease to be a member of the Chamber if:-	
(a) being a corporate body, it is dissolved or goes into liquidation whether voluntarily or compulsorily otherwise than for the purpose of reconstruction, or it has a receiver for debenture holders appointed over any of its assets and such receiver is not discharged within three months from his appointment, or it makes any arrangement or compromise with its creditors generally or any class of its creditors; or	
(b) being a partnership or unincorporated firm or association, it is dissolved or it or all of the individual members thereof become bankrupt or insolvent, or it makes any assignment for the benefit of or by way of trust for its creditors, or it executes a deed of trust for the benefit of or on behalf of its creditors; or	
(c) its representative has a receiving order made against him or makes any arrangement or composition with his creditors, or becomes of unsound mind and is not replaced within three months as provided for in Article 7; or	
(d) it for its representative neglects or refuses to comply with any of these Articles or any of the Chamber Regulations after written notice is sent to the Firm or its representative by registered post by the Secretary on the instruction of the Board directing the Firm's or its representative's attention to neglect or refusal.	(d) it for its representative neglects or refuses to comply with any of these Articles or any of the Chamber Regulations after written notice is sent to the Firm or its representative by registered post by the Secretary on the instruction of the Board directing the Firm's or its representative's attention to neglect or refusal.; or
	(e) or if, through the application of any law or sanctions regime, it becomes ineligible to continue as a member.

Article 12 – Current Wording	Article 12 - Amended Text (amendments highlighted in red)
<p>12. The Ambassador of the Russian Federation to the United Kingdom for the time being, and the Ambassador of the United Kingdom to the Russian Federation for the time being, shall be Honorary Presidents of the Chamber. The Chamber shall also have such Honorary Life Members as the Board may from time to time invite to accept such position. The Honorary Presidents and honorary Life Members may attend meetings of the Chamber and of the Advisory Council but shall not be counted as members of either the Chamber or the Advisory Council for the purpose of determining either the quorum Honorary Presidents and Honorary Life Members shall not be entitled to vote at meetings of the Advisory Council and the Chamber.</p>	<p>12. The Ambassador of the Russian Federation to the United Kingdom for the time being, and the Ambassador of the United Kingdom to the Russian Federation for the time being, shall be Honorary Presidents of the Chamber. The Chamber shall also have such Honorary Life Members as the Board may from time to time invite to accept such position. The Honorary Presidents and honorary Life Members may attend meetings of the Chamber and of the Advisory Council but shall not be counted as members of either the Chamber or the Advisory Council for the purpose of determining either the quorum Honorary Presidents and Honorary Life Members shall not be entitled to vote at meetings of the Advisory Council and the Chamber. The Board, taking due account of all circumstances affecting the trading relationship between the United Kingdom and the Russian Federation, may suspend Honorary Membership of the Chamber.</p>
Article 13 – Current Wording	Article 13 - Amended Text (amendments highlighted in red)
<p>13. The Chamber shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the preceding Annual general Meeting.</p>	<p>13. The Chamber shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the preceding Annual general Meeting. The provisions of this article have been suspended until further notice.</p>
Article 37 – Current Wording	Article 37 - Amended Text (amendments highlighted in red)
<p>37. The Board shall consist of not less than seven and not more than fourteen members and shall represent a balance of</p>	<p>The Board shall consist of not less than seven and not more than fourteen members and shall represent a balance of the</p>

the Russian and British interests of the Chamber. The Board shall at all times include a Chairman, an Honorary Treasurer and the Executive Director, who shall also serve as the Secretary. A non-Executive Director may fulfil the functions of Executive Director and Secretary.	Russian and British interests of the Chamber. The Board shall at all times include a Chairman, an Honorary Treasurer and the Executive Director, where one has been appointed by the Board, who shall also serve as the Secretary. A non-Executive Director may fulfil the functions of Executive Director and Secretary at the Board's discretion.
Article 60 – Current Wording	Article 60 - Amended Text (amendments highlighted in red)
60. Any member of the Advisory Council may be removed from that position by a resolution approved by a two-thirds majority of the votes cast by members of the Board present at a meeting of the Board, the two-thirds majority consisting of not less than four votes. The member whom it is proposed to remove shall be given reasonable notice of the meeting at which the question is to be discussed and the grounds for the proposed removal, and shall be afforded a reasonable opportunity of being heard at the meeting, and of explaining the act, omission or other conduct being complained of. If, having heard any such representations, the Board resolves that the member be removed from the Advisory Council, he shall cease to be a member of the Advisory Council with immediate effect.	60. Any member of the Advisory Council may be removed from that position by a resolution approved by a two-thirds majority of the votes cast by members of the Board present at a meeting of the Board, the two-thirds majority consisting of not less than four votes. The member whom it is proposed to remove shall be given reasonable notice of the meeting at which the question is to be discussed and the grounds for the proposed removal, and shall be afforded a reasonable opportunity of being heard at the meeting, and of explaining the act, omission or other conduct being complained of. If, having heard any such representations, the Board resolves that the member be removed from the Advisory Council, he shall cease to be a member of the Advisory Council with immediate effect. The Board may, in its absolute discretion, decide that the role and activity of the Advisory Council should be suspended, if circumstances dictate. The role and activity of the Advisory Council must be reinstated as soon as circumstances permit.
Article 69 – Current Wording	Article 69 - Amended Text (amendments highlighted in red)
69. At the Annual General Meeting in every year the Board shall lay before the Chamber a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as of the same date. Every such balance sheet shall be accompanied by proper records of the Board and the Auditors, and copies of such account, balance	69. Where the small companies provisions of the Companies Act 2006 apply, the Chamber is not required to hold an Annual General Meeting. Where it does hold an Annual General Meeting in every year the Board shall lay before the Chamber a proper income and expenditure account for the period since the last preceding account

<p>sheet and reports(all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 238(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are, in accordance with these Articles, directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.</p>	<p>together with a proper balance sheet made up as of the same date. Every such balance sheet shall be accompanied by proper records of the Board and the Auditors, and copies of such account, balance sheet and reports(all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 238(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are, in accordance with these Articles, directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act. Where the Chamber does not hold an Annual General Meeting, the Board must review and approve the balance sheet, income and expenditure statement and relevant notes in accordance with the statutory requirements currently in force.</p>
<p>(a) Every member of the Board and every other officer of the Chamber shall be entitled to be indemnified out of the assets of the Chamber against all costs, charges, expenses, losses and damages and liabilities sustained or incurred by him in or about the conduct of the business of the Chamber or in the discharge of his duties of office including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the Act in which relief is to him by the Court, and no member of the Board or any other officer of the Chamber shall be liable for any loss or damage that he may cause to be sustained or incurred by the</p>	

Chamber in or about the conduct of the business of the Chamber or in the discharge of his duties.	
(b) No member of the Board or any other officer of the Chamber shall be liable for any money that he shall not actually receive or be liable or answerable for the act, neglect or default of any other member of the Board or of any other officer of the Chamber, or of any banker, agent or other person appointed by the Board or the Chamber with or by whom any property or funds of the Chamber may be deposited or received, or for the insufficiency of any security or investment in or upon which the Board of the Advisory Council or the Chamber may direct any of the funds of the Chamber to be invested	