

**ANNEX 3**  
**to the Regulation on the API Interaction with candidates**  
**to the Boards of Directors (Supervisory Boards) of**  
**Russian Issuers and with independent directors**  
**supported by the API**

**Candidate/Director Affiliation to Issuer Criteria**

The affiliation criteria are defined in accordance with the following provisions of article 4 of Federal Law 948-I “On Competition and Restriction of Monopolistic Activities on Product Markets” as of March 22, 1991:

The candidate to / member of the Board of Directors qualifies as an affiliate of the Issuer in case he/she meets any of the following criteria:

- 1) exercising the powers of the sole executive body of the Issuer;
- 2) being a member of the Board of Directors or another collective governance body, a member of the collective executive body of the Issuer;
- 3) being entitled to control more than 20 percent of the total vote attributable to the voting shares or constituting the authorized capital of the Issuer;
- 4) acting in the capacity of sole executive body, or being a member of one of the Boards of Directors or other collective governance bodies of members of the financial industrial group that includes the Issuer;
- 5) belonging to the same group of entities as the Issuer (see below).

The affiliation of a candidate/member of the Board of Directors with the group to which the Issuer belongs is defined in accordance with the following provisions of article 9 of Federal Law 135-FZ “On Protection of Competition” as of July 26, 2006:

A group of persons is a totality of physical persons and/or legal entities that meet one or several of the following criteria:

- 1) a business entity and a physical person or a legal entity, if such physical person or such legal entity owns, due to its participation in this business entity or by virtue of the authority received from other persons (pursuant to a written agreement, among other things), more than 50 percent of the total vote attributable to the voting shares in the authorized capital of this business entity;
- 2) a business entity and a physical person or a legal entity, if such physical person or legal entity exercises the functions of the sole executive body of this business entity;
- 3) a business entity and a physical person or a legal entity, if the physical person or the legal entity is entitled, by virtue of the incorporation documents of this business entity or an agreement concluded with this business entity, to give binding instructions to the business entity;
- 4) business entities where more than 50 percent of the members of the collective executive body and/or the Board of Directors are the same physical persons;
- 5) a business entity and a physical person or a legal entity, if the sole executive body of the business entity was appointed or elected upon a proposal of such physical person or legal entity;
- 6) a business entity and a physical person or a legal entity, if more than 50 percent of the members of this business entity’s collective executive body or Board of Directors were elected on the proposal of such physical person or legal entity;
- 7) a physical person and his/her spouse, parents (including adoptive parents), children (including adoptees), siblings and half-siblings;
- 8) persons each of whom belongs to a group with one and the same person on any criteria provided in clauses 1-7 of the present section, as well as other persons belonging to the same group as any of such persons on any criteria provided in clauses 1-7.
- 9) a business entity, physical persons and/or legal entities belonging to a group of persons on any

criteria provided in clauses 1-8, if such persons, due to their joint interest in this business entity or by virtue of the authority received from other persons, own more than 50 percent of the total vote attributable to the voting shares in the authorized capital of this business entity.