

Company No 6505892

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

SPECIAL RESOLUTION

of

FIRTASH FOUNDATION (the "Charity")

On 30 January 2017 the following resolution was duly passed as a written resolution of the members of the Charity having effect as a special resolution Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

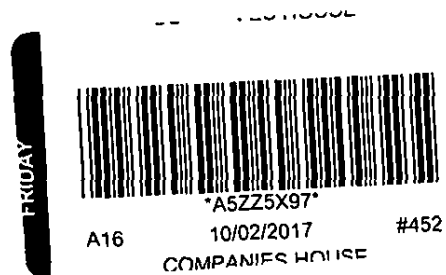
SPECIAL RESOLUTIONS

1 THAT the Articles of Association be amended by replacing article 7(1) with the following

"The number of Trustees shall be not less than one but shall not be subject to any maximum"

2 THAT the amended articles of association attached to this Resolution be adopted as the articles of association of the Charity to the exclusion of all existing articles


Lada Firtash
Director



THE COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION
- of the -
FIRTASH FOUNDATION**

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

- of -

FIRTASH FOUNDATION

As amended by Special Resolution dated 30 January 2017

1. INTERPRETATION

1.1 Definitions

In these Articles of Association

"the Charity"	means the company intended to be regulated by these articles,
"the Act"	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force,
"the Articles"	means these Articles of Association of the Charity,
"clear days"	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"executed"	includes any mode of execution,
"member"	means a member of the Charity without distinction as to class of member (if any),
"the Memorandum"	means the Memorandum of Association of the Charity,
"office"	means the registered office of the Charity,
"the seal"	means the common seal of the Charity if it has one,
"Secretary"	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary,
"the Trustees"	means the directors of the Charity (and "Trustee" has a corresponding meaning),
"the United Kingdom"	means Great Britain and Northern Ireland

1.2 Gender, Number and Persons

Words importing the masculine gender only shall include the feminine gender the singular the plural and references to persons shall be deemed to include references to bodies corporate and incorporate

1.3 Interpretation

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles became binding on the Charity

1.4 Headings

The headings in the Articles shall not be taken as part of them, or in any manner affect the interpretation or construction of the same

2. MEMBERS

2.1 Members of the Charity

The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 21 1 shall be members of the Charity No person shall be admitted a member of the Charity unless his application for membership is approved by the Trustees.

2.2 Retirement

Any member may retire from the Charity by giving notice in writing to the Trustees provided that after such retirement the number of members is not less than two and any member so resigning shall not be entitled to repayment of any subscription or any part thereof whether paid for the current year or for a year or years in advance

2.3 Removal

Any member may be removed from the Charity by resolution passed unanimously by the Trustees provided that notice of the general nature of the ground on which such resolution is proposed shall be sent to the member whose removal is in question at least seven clear days before the meeting and he shall be entitled to be heard by the Trustees at the meeting

3. GENERAL MEETINGS

3.1 Annual General Meeting

The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next Provided that so long as the Charity holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year The Annual General Meeting shall be held at such times and places as the Trustees shall appoint All General Meetings other than Annual General Meetings shall be called General Meetings

3.2 Procedure

The Trustees may call General Meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of the requisition If there are not within the United Kingdom sufficient Trustees to call a General Meeting, any Trustee or any member of the Charity may call a General Meeting

4. NOTICE OF GENERAL MEETINGS

4.1 Notice Periods

An Annual General Meeting and a General Meeting called for the passing of a Special Resolution or an Ordinary Resolution appointing a person as a Trustee shall be called by at least twenty-one clear days' notice in writing. All other General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice in writing if it is so agreed.

4.1.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote; and

4.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all the members and to the Trustees and auditors.

4.2 Procedure

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

5.1 Quorum

No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

5.2 Absence of Quorum

If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

5.3 Chairman of Meetings

The Chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as Chairman of the meeting, but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be Chairman and, if there is only one Trustee present and willing to act, he shall be Chairman.

5.4 Absence of Chairman

If no Trustee is willing to act as Chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.

5.5 Trustee's Rights

A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any General Meeting.

5.6 Adjournments

The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from

place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

5.7 Demand for Poll

A Resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded

- 5.7.1 by the Chairman, or
- 5.7.2 by at least two members having the right to vote at the meeting, or
- 5.7.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

5.8 Form of Voting

Unless a poll is duly demanded a declaration by the Chairman that a Resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.

5.9 Withdrawal of Demand for Poll

The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

5.10 Conduct of Poll

A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the Resolution of the meeting at which the poll is demanded.

5.11 Chairman's Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

5.12 Time of Poll

A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

5.13 Notice of Poll

No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

6. VOTES OF MEMBERS

6.1 Voting Rights

Subject to Article 5 11, every member shall have one vote

6.2 Entitlement to Vote

No member shall be entitled to vote at any General Meeting unless all monies then payable by him to the Charity have been paid

6.3 Objections to Votes

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive

6.4 Validity of Votes

A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

6 5 Authorised Representatives

Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity

7. TRUSTEES

7.1 Number

The number of Trustees shall be not less than one but shall not be subject to any maximum

7.2 Appointment

The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles Future Trustees shall be appointed as provided subsequently in the Articles

8. POWERS OF TRUSTEES

Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present (or, when (and for so long as) there is a sole Trustee, a written resolution of that sole Trustee) may exercise all the powers exercisable by the Trustees.

9. APPOINTMENT AND RETIREMENT OF TRUSTEES

9.1 Retirement at Annual General Meeting

At the first Annual General Meeting all the Trustees shall retire from office, and at every subsequent Annual General Meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office, but, if there is only one Trustee or only one Trustee who is subject to retirement by rotation, he shall retire

9.2 Retirement by Rotation

Subject to the provisions of the Act, the Trustees to retire by rotation shall be the sole Trustee (if applicable) or those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

9.3 Reappointment

If the Charity at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost

9.4 Selection

No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any General Meeting unless

- 9 4 1 he is recommended by the Trustees, or
- 9 4 2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed

9.5 Eligibility

No person may be appointed as a Trustee

- 9 5 1 unless he has attained the age of 18 years, or
- 9.5 2 in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 10

9.6 Notice of Recommended Persons

Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a Trustee The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of Trustees

9.7 Charity's Power to Appoint

Subject as aforesaid, the Charity may by Ordinary Resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire

9.8 Trustees' Power to Appoint

The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof

9.9 Reappointment

Subject as aforesaid, a Trustee who retires at an Annual General Meeting may, if willing to act, be reappointed

10. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he

- 10.1.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- 10.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- 10.1.3 resigns his office by notice to the Charity (but only if at least one Trustee will remain in office when the notice of resignation is to take effect), or
- 10.1.4 is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated

11. TRUSTEES' EXPENSES

The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration

12. TRUSTEES' APPOINTMENTS

12.1 Executive Office

Subject to the provisions of the Act and to clause 5 of the Memorandum, the Trustees may appoint one or more of their number to the unremunerated office of Managing Director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A Managing Director and a Trustee holding any other executive office shall not be subject to retirement by rotation

12.2 Conflicts of Interest

Except to the extent permitted by clause 5 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party

13. PROCEEDINGS OF TRUSTEES

13.1 Trustees Meetings

Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes, save in cases where the Charity has a sole Trustee, in which case the sole Trustee may take decisions without a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.

13.2 Quorum

The quorum for the transaction of the business of the Trustees may be fixed by the Trustees.

13.3 Absence of Quorum

The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.

13.4 Appointment of Chairman

The Trustees may appoint one of their number to be the Chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be Chairman of the meeting.

13.5 Delegation to Committees

The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.

13.6 Defect in Form

All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.

13.7 Written Resolution Procedure

A Resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a Resolution may consist of several documents in the same form, each signed by one or more of the Trustees.

13.8 Bank Account

Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and

orders for the payment of money from such account shall be signed by at least one Trustee

14. SECRETARY

Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

15. MINUTES

The Trustees shall keep minutes in books kept for the purpose

15.1.1 of all appointments of officers made by the Trustees, and

15.1.2 of all proceedings at meetings of the Charity and of the Trustees and of committees of Trustees including the names of the Trustees present at each such meeting

16. THE SEAL

The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee

17. ANNUAL REPORT

The Trustees shall comply with their obligations under the Charities Acts 1993 and 2006 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual report and its transmission to the Commissioners

18. ANNUAL RETURN

The Trustees shall comply with their obligations under the Charities Acts 1993 and 2006 (or any statutory re-enactment or modification thereof) with regard to the preparation of an annual return and its transmission to the Commissioners

19. NOTICES

19.1 Form

Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing

19.2 Service

The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity

19.3 Deemed Receipt

A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called

19.4 Proof of Service

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.

20. INDEMNITY

Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

21. RULES

21.1 Power to Make Rules

The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate

- 21.1.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
- 21.1.2 the conduct of members in relation to one another, and to the Charity's servants,
- 21.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
- 21.1.4 the procedure at General Meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles,
- 21.1.5 generally, all such matters as are commonly the subject matter of company rules.

21.2 Amendment of Rules

The Charity in General Meeting shall have power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.



DATED THIS 30th DAY OF JANUARY 2017

WITNESS TO THE ABOVE SIGNATURES



Mariia Litvin
2 Mechnikova street
19th floor office
Kiev, Ukraine
Office manager