POWER OF ATTORNEY

**A POWER OF ATTORNEY** made on \_\_\_\_\_\_\_\_\_\_ [*year*] by **[AAA]**, a company incorporated under the laws of Germany and registered in the commercial register with the local court of [] under the registration number [], whose registered office is at [] and whose address is [] (the “**Company**”), represented by [CCC] and [DDD], the authorised representatives of the Company having joint power of representation, acting on the basis of the constitutional documents.

1. The Company hereby makes, appoints and constitutes each of the following (jointly and each of them individually):
2. **[XXX]**, passport No. [], issued by [], on [], registered at: [];
3. **[YYY]**, passport No. [], issued by [], on [], registered at: []; and
4. **[ZZZ]**, passport No. [], issued by [], on [], registered at: [],

(each an “**Attorney**”),

as its true and lawful attorney and agent, with full power of substitution, in the name and on behalf of the Company, to do any and all acts and things that any Attorney may deem necessary or advisable in connection with (i) amendment and/or restatement of the articles of association of [BBB], a company registered in the Unified State Register of Legal Entities under the main state registration number [] on [] ("**B**"), located at [], Russia (“**Amendment of the Articles**”) and (ii) dismiss and appoint the sole executive body of B (“**Change of the General Directors**”), including, without limitation:

1. summoning, holding, charring and organising the general meeting of participants of B;
2. voting by all the participatory interests in B, owned by the Company, on the general meeting of participants of B or adopting the resolutions as the sole participant of B (if applicable);
3. adopting, approving, signing, executing, certifying, delivering and/or issuing on behalf of the Company the decisions of the general meeting of the participants of B or the decisions of the sole participant of B (if applicable) and all other notices, instruments, documents or other writings or communications whatsoever that any Attorney may deem necessary or advisable in connection with the Amendment of the Articles and/or Change of the General Directors;
4. terminating, negotiating, approving, signing, executing, delivering and/or issuing on behalf of the Company employment contracts with the general director(s) of B (or any other employees constituting the sole executive body of B) and any and all other agreements, assumptions, certificates, notices, instruments, documents or other writings or communications whatsoever (with any amendments, including amendments of substance, which any Attorney may deem necessary or advisable) that any Attorney may deem necessary or advisable in connection with Change of the General Directors in such form, on such conditions and between such parties as any Attorney shall, in her/his absolute discretion, approve, which approval shall be evidenced by the Attorney’s execution of the relevant document concerned;
5. taking any other actions or steps and negotiating, approving, signing, executing, delivering and/or issuing on behalf of the Company any and all other documents, notifications, declarations, certificates, applications, instruments, notices and confirmations that may be required in connection with Amendment of the Articles and/or Change of the General Directors;
6. representing the Company in connection with any and all its powers and authorisations specified above in its relations with the notaries of the city of Moscow, the city of Saint-Petersburg and other cities of the Russian Federation with the rights to sign, obtain and deliver documents, to certify copies of the documents, as may be necessary,

in each case in the name of the Company and on its behalf and on the terms and conditions as the Attorney deems appropriate.

1. An Attorney may act under this Power of Attorney notwithstanding that another Attorney has previously acted or purported to act under it.
2. The appointment contained in this Power of Attorney shall in all circumstances remain in force and be irrevocable until [*date*], but shall be of no further effect after that date.
3. In favour of an Attorney or a person dealing with an Attorney, all acts done and documents executed or signed by the Attorney in good faith on or before the date specified in paragraph 3 in the purported exercise of any power conferred by this Power of Attorney shall for all purposes be valid and binding on the Company and its successors and assigns. The Company hereby ratifies and confirms and agrees to ratify and confirm whatever each Attorney does or purports to do in the exercise or purported exercise of the powers conferred by this Power of Attorney.

**IN WITNESS WHEREOF, this Power of Attorney has been executed on the date first above written**:

**EXECUTED** and **DELIVERED**
by **[AAA]**
acting by authorised signatory

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Name: [CCC] Name: [DDD]
Position: Executive board member Position: Executive board member

**Notarial Certificate**

**File No. [●] /[*year*]**

The undersigned notary [●] duly admitted and sworn in with official residence at [●], Germany, hereby notarize the signatures of [CCC], citizen of Germany, domiciled at [●], identity card number \_\_\_\_\_\_\_\_\_\_, and [DDD], citizen of Germany, domiciled at [●], identity card number \_\_\_\_\_\_\_\_\_, , and confirms – after today’s inspection of the electronic Commercial Register - that both these individuals are authorised to jointly represent and act on behalf of [AAA], a company incorporated under the laws of Germany and registered in the commercial register with the local court of [●] under registration number [●], whose registered office is at [●] and whose address is [●].

[●], this \_\_\_\_\_\_\_\_\_\_ **[*year*]**