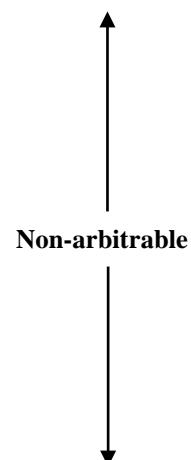


# Morgan Lewis

**Chart 1**  
to Russian Commercial Arbitration LawFlash

	TYPE OF CORPORATE DISPUTE (re a Russian-registered company)	ARBITRABLE / NON-ARBITRABLE
a)	on convening of a general meeting of a company's shareholders	
b)	arising out of activities of notaries on certification of transactions with participation interests in limited liability companies	
c)	related to challenging of non-normative actions or inactions of state and municipal bodies and other similar public authorities	
d)	all corporate disputes with respect to "strategic importance" companies (as defined by Russian law), <i>except for</i> disputes over the title to interests in such companies provided the underlying transactions did not require governmental approval	
e)	related to (i) buy-back and redemption of outstanding shares of a joint stock company by such company; (ii) voluntary, mandatory, and competitive tender offers; or (iii) buyout of shares by a party that has acquired more than 95% of the shares of a public joint stock company	
f)	related to the expulsion of a shareholder from a company	
g)	arising out of actions of a depositary connected to recording of rights to shares and other securities, or arising out of division of such property interests in connection with inheritance or divorce	
h)	connected with establishment, reorganization, and liquidation of a company	
i)	regarding claims of founders/shareholders of a company for recovery of damages caused to the company, or for invalidation of transactions of the company	
j)	connected with appointment/election or termination/suspension of authority of persons who are/were in the management or control bodies of a company	
k)	arising out of civil-law relations between persons who are/were in the management or control bodies of a company, and the company, in connection with exercise/termination/suspension of such persons' authority	
l)	arising out of agreements of shareholders in a company management of the company, including disputes arising out of <i>corporate agreements (SHAs)</i>	
m)	on challenging decisions of governing bodies of a company	
n)	connected with issuance of securities, including challenge of decisions of governing bodies of an issuer and challenge of transactions carried out in the process of issuance of securities, <i>except for</i> challenge of non-normative actions or inactions of state and municipal bodies and other similar public authorities relating to such issuance	
o)	related to title to shares (or participation interests) in charter capital of a company, establishment of encumbrances and exercise of rights therein, <i>including disputes arising out of SPAs</i> and disputes arising out of enforcement against shares/interests	
p)	over title to interests in such "strategic importance" companies, provided the underlying transactions did not require governmental approval	
q)	arising out of activities of the registrar with respect to shares in a company	
r)	other corporate disputes, not specified above, if such disputes arise between participants of a company and the company itself,	
s)	other corporate disputes, not specified above, except for the disputes covered in item (r) above.	



Non-arbitrable

Arbitrable, but only:

- by permanent arbitral institution seated in Russia
- under approved arbitration rules for corporate disputes
- if arbitration clause is entered into by all shareholders and by the company itself

Arbitrable, but:

- by permanent arbitral institution (seems not necessarily in Russia)

Arbitrable, but same requirements as for disputes in (h)-(n) above

Arbitrable, but same requirements as for disputes in (o)-(q) above