

A new law has defined rules of remote general meetings of shareholders of joint-stock companies and members of limited liability companies

FAO legal entities and individuals, as well as employees of corporate practices and legal departments

Pepeliaev Group advises that the State Duma (the lower chamber of Russia's Parliament) has passed a law defining rules for holding remotely general meetings of shareholders and members of business entities.

On 31 July 2024, the State Duma passed in the second and third readings draft Federal Law No. 103501-8 "On amending the Federal Law 'On Joint-Stock Companies' and individual items of legislation of the Russian Federation". The draft provides for detailed regulation of the procedure under which general meetings of members (shareholders) of business entities will be held remotely.

The principal amendments come into effect on 1 March 2025.

Principal amendments

According to the law that has been passed, a remote general meeting of members of a business entity will be held with a possibility for participants to be present at the location where the meeting is held. That a meeting can be held remotely should be directly enshrined in a company's charter.

Information regarding the procedure of accessing a meeting remotely, including methods of identifying persons who participate in the meeting, should be included in the notification of the general meeting of company's members which is to be held remotely, together with other necessary information.

When a general meeting of company's members (shareholders) is held remotely, the real-time transmission of images and sounds must be arranged. The company will provide access to such transmission to all those taking part

who have the right to vote when resolutions are passed or to their representatives who have registered to take part in the meeting.

Within the meaning of new regulation, a company will be obliged to keep a record of the meeting together with the minutes of the general meeting of members throughout the statutory storage period.

Further, the new law provides that voting can be declared as not having taken place if the meeting was not held owing to some technical failings.

Participants in a remote general meeting of members (shareholders) must be identified

Starting from 1 September 2027, participants in remote meetings will be identified with the use of a qualified electronic signature. According to the amendments that are being introduced, a person who attends a meeting remotely will be accurately identified with the help of an enhanced qualified electronic signature, and, if available, a qualified certificate of the verification key to an electronic signature. This includes a legal entity's enhanced qualified electronic signature, where a person attends a meeting remotely acting on behalf of a legal entity without a power of attorney.

It is further permitted for simpler methods of identification to be stipulated in either a company's charter or another internal document for a person who attends a meeting remotely. In these cases, such procedure may be also performed by:

- using a non-qualified digital signature;
- identification or authentication being verified with the help of the Gosuslugi web-portal (i.e. the Russian portal of public services).

Please be reminded that although current provisions of the Russian Civil Code allow for a general meeting of members (shareholders) to be held remotely, they, however, do not establish any specific requirements for how such meetings are to be arranged and held.

What to think about and what to do

Companies should take account of the above amendments in their operations.

Please note that methods of identification for which the new law provides imply that a participant in a remote meeting should have either an electronic signature or a verified account on the Gosuslugi portal. If such procedures are enshrined in the law, this may significantly restrict the opportunity of foreign persons to attend general meetings of members (shareholders).

Help from your adviser

Pepeliaev Group's experts stand ready to provide the legal support required in relation to any corporate law matters.

Our corporate practice has extensive experience of providing legal support when general meetings of members (shareholders) are held and of advising clients on any issues of corporate governance.

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