

# Russian Federation

## Federal Law (2008)

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Russian Federation

# Federal Law On the Procedure for Foreign Investments in Business Entities of Strategic Importance for National Defense and State Security

Adopted by the State Duma on April 2, 2008

Approved by the Federation Council on April 16, 2008

(As amended by Federal Laws dated 28.12.2010 No. 420-FZ, 01.07.2011 No. 169-FZ, 16.11.2011 No. 322-FZ, 03.02.2014 No. 15-FZ, 12.03.2014 No. 29-FZ, 04.11.2014 No. 343-FZ, 01.07.2017 No. 155-FZ, 18.07.2017 No. 165-FZ, 31.05.2018 No. 122-FZ, 28.11.2018 No. 451-FZ, 31.07.2020 No. 255-FZ, 09.03.2021 No. 40-FZ, 02.07.2021 No. 339-FZ, 02.07.2021 No. 352-FZ, 16.02.2022 No. 10-FZ, 15.04.2022 No. 92-FZ, 28.06.2022 No. 230-FZ, 07.10.2022 No. 389-FZ, 05.12.2022 No. 498-FZ, 29.12.2022 No. 577-FZ, 28.04.2023 No. 139-FZ)

(Taking into account the Federal Law of 14.07.2022 No. 320-FZ)

## **Article 1. Objectives of this Federal Law**

In order to ensure the defense of the country and the security of the state, this Federal Law establishes restrictive measures for foreign investors and groups of persons that include a foreign investor (hereinafter referred to as the group of persons) when participating in the charter capitals of business entities that are of strategic importance for ensuring the defense of the country and the security of the state, and/or in transactions that involve the acquisition, ownership, or use of property of such business entities, which constitutes key production assets and whose value is 25% or more of the book value of the assets of a business entity that is of strategic importance for ensuring the defense of the country and the security of the state as of the latest reporting date according to the financial statements, and/or in other transactions or actions that result in the establishment of control by foreign investors or a group of persons over such business entities. (As amended by the Federal Law of 31.05.2018 No. 122-FZ) (Article as amended by the Federal Law of 04.11.2014 No. 343-FZ)

## **Article 2. Relations Regulated by this Federal Law and Its Scope**

1. This Federal Law regulates relations related to foreign investors or a group of persons making investments in the form of acquiring shares (stakes) that constitute the charter capitals of business entities of strategic importance for ensuring the defense of the country and the security of the state, and/or in the form of acquiring property that constitutes key production assets of such business entities and whose value is 25% or more of the book value of the assets of a business entity of strategic importance for ensuring the defense of the country and the security of the state as of the latest reporting date according to the financial statements, as well as transactions, including those on stock exchanges, or actions that result in the establishment of control by foreign investors or a group of persons over such business entities. (As amended by the Federal Laws of 04.11.2014 No. 343-FZ; 31.05.2018 No. 122-FZ)

1.1. The provisions of this Federal Law concerning business entities of strategic importance for ensuring the defense of the country and the security of the state also apply to business entities that apply for a license necessary to conduct at least one type of activity of strategic importance for ensuring the defense of the country and the security of the state as specified in Article 6 of this Federal Law, if such activities require mandatory licensing (hereinafter referred to as the license), or that apply for a certificate of accreditation necessary to conduct at least one type of activity of strategic importance for

certificate of accreditation necessary to conduct at least one type of activity of strategic importance for ensuring the defense of the country and the security of the state as specified in Article 6 of this Federal Law, if such activities require such a certificate of accreditation (hereinafter referred to as the certificate of accreditation), or that apply for a document confirming the compliance of legal entities engaged in aviation security with the federal aviation rules if such compliance requires obtaining the document (hereinafter referred to as the compliance document), or that apply for amendments to the register of licenses, or for the re-issuance of the certificate of accreditation or the compliance document in case of the reorganization of a legal entity in the form of transformation or merger of legal entities or in the form of the accession of a legal entity to another legal entity. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

2. Foreign legal entities, foreign organizations that are not legal entities, which do not provide the federal executive authority authorized to exercise control over foreign investments in the Russian Federation (hereinafter referred to as the authorized body) with information about their beneficiaries, beneficial owners, and controlling persons (hereinafter referred to as foreign investors not providing information), foreign states, international organizations, as well as organizations under the control of foreign investors not providing information, foreign states, international organizations, including those established in the territory of the Russian Federation, are not entitled to engage in transactions and other actions that establish control over business entities of strategic importance for ensuring the defense of the country and the security of the state, except for transactions specified in paragraph 51 of part 1 of Article 7 of this Federal Law and carried out by an organization under the control of a foreign state, and/or engage in transactions involving the acquisition, ownership, or use of property that constitutes key production assets of such business entities and whose value is 25% or more of the book value of the assets of a business entity of strategic importance for ensuring the defense of the country and the security of the state. (As amended by Federal Laws dated 31.05.2018 No. 122-FZ, 09.03.2021 No. 40-FZ)

2.1. The terms "control" and "controlling person" are used in the same meanings as in Articles 3 and 5 of this Federal Law, respectively. The terms "beneficiary" and "beneficial owner" are used in the meanings specified in Article 3 of the Federal Law dated 7 August 2001 No. 115-FZ "On Combating the Legalization (Laundering) of Proceeds of Crime and Financing of Terrorism". (Addition of part - Federal Law of 31.05.2018 No. 122-FZ)

2.2. The provision of information by foreign legal entities, foreign organizations that are not legal entities, and organizations under their control to the authorized body about their beneficiaries, beneficial owners, and controlling persons is carried out in accordance with the rules approved by the Government of the Russian Federation, as well as in the form of a request specified in part 6 of Article 8 of this Federal Law regarding the need for approval of planned transactions and other actions in accordance with this Federal Law. (Addition of part - Federal Law of 31.05.2018 No. 122-FZ)

3. Transactions carried out by foreign investors not providing information, foreign states, international organizations, or organizations under their control, resulting in foreign investors not providing information, foreign states, international organizations, or organizations under their control acquiring the right to directly or indirectly manage more than 25% of the total number of votes attached to voting shares (stakes) that make up the charter capitals of business entities of strategic importance for ensuring the defense of the country and the security of the state, or other possibilities to block decisions of the management bodies of such business entities, or acquiring the right to directly or indirectly manage more than 5% of the total number of votes attached to voting shares (stakes) that make up the charter capitals of business entities of strategic importance for ensuring the defense of the country and the security of the state and engaged in geological exploration and (or) exploration and extraction of minerals in subsoil areas of federal significance (hereinafter also referred to as the use of subsoil areas of federal significance) and (or) fishing, are subject to prior approval in accordance with the procedure established by this Federal Law, except for transactions involving international financial organizations established in accordance with international treaties to which the Russian Federation is a party, or international financial organizations with which the Russian Federation has concluded international treaties. The list of such international financial organizations is approved by the Government of the Russian Federation. (As amended by Federal Laws dated 16.11.2011 No. 322-FZ, 01.07.2017 No. 155-FZ, 31.05.2018 No. 122-FZ, 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ)

4. The establishment of control by foreign investors not providing information, foreign states, international organizations, or organizations under their control over business entities of strategic importance for ensuring the defense of the country and the security of the state is determined in accordance with the provisions of Article 5 of this Federal Law. (As amended by Federal Laws dated 01.07.2017 No. 155-FZ, 31.05.2018 No. 122-FZ)

5. The provisions of this Federal Law also apply to transactions conducted outside the territory of the Russian Federation and other agreements reached outside the territory of the Russian Federation, if such transactions and agreements result in the consequences specified in parts 1 to 3 of this Article.

6. This Federal Law does not apply to relations regulated by other federal laws or ratified international treaties to which the Russian Federation is a party, related to the implementation of foreign investments. Relations related to the implementation of foreign investments in the field of military-technical cooperation of the Russian Federation with foreign states are regulated in accordance with the legislation of the Russian Federation on military-technical cooperation.

7. The provisions of this Federal Law regulating relations related to the implementation of foreign investments in business entities of strategic importance for ensuring the defense of the country and the security of the state and engaged in the use of subsoil areas of federal significance and (or) fishing, except for the provisions specified in part 3 of this Article, do not apply to relations related to the implementation of foreign investments in business entities of strategic importance for ensuring the defense of the country and the security of the state and engaged in the use of subsoil areas of federal significance and (or) fishing, if before such transactions the Russian Federation has the right to directly or indirectly manage more than 50% of the total number of votes attached to voting shares (stakes) that make up the charter capitals of such business entities and retains this right after such transactions. (As amended by Federal Laws dated 04.11.2014 No. 343-FZ, 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ)

8. This Federal Law does not apply to relations related to the implementation of foreign investments in civil rights objects, except for civil rights objects specified in part 1 of this Article.

9. This Federal Law does not apply to relations related to transactions involving business entities of strategic importance for ensuring the defense of the country and the security of the state if the acquirer under such transactions is an organization under the control of the Russian Federation, a constituent entity of the Russian Federation, or under the control of a citizen (aggregate control including citizens not belonging to the same group of persons) of the Russian Federation, who is (are) in accordance with the legislation of the Russian Federation on taxes and fees a tax resident (tax residents) of the Russian Federation (except for citizens of the Russian Federation who also have another citizenship or a residence permit or other valid document confirming the right to permanent residence in a foreign state), provided that this organization provides information about its beneficiaries, beneficial owners, and controlling persons to the authorized body in accordance with the rules approved by the Government of the Russian Federation. For determining the fact of control by the Russian Federation, a constituent entity of the Russian Federation, or control by a citizen (aggregate control including citizens not belonging to the same group of persons) of the Russian Federation, who is (are) in accordance with the legislation of the Russian Federation on taxes and fees a tax resident (tax residents) of the Russian Federation, over the organization acquiring under such transactions, the provisions of paragraph 1 part 1 of Article 5 of this Federal Law apply by analogy. (Addition of part - Federal Law of 16.11.2011 No. 322-FZ) (As amended by Federal Laws dated 04.11.2014 No. 343-FZ, 18.07.2017 No. 165-FZ, 29.12.2022 No. 577-FZ, 28.04.2023 No. 139-FZ)

### **Article 3. Basic Concepts Used in this Federal Law**

1) Threat to the defense of the country and (or) the security of the state - a combination of conditions and factors creating a danger to the vital interests of individuals, society, and (or) the state; (As amended by Federal Law of 28.04.2023 No. 139-FZ)

2) Business entity of strategic importance for ensuring the defense of the country and the security of the state (hereinafter also referred to as a business entity of strategic importance) - a business entity established in the territory of the Russian Federation and engaged in at least one type of activity of strategic importance for ensuring the defense of the country and the security of the state as specified in Article 6 of this Federal Law;

3) Control by a foreign investor or a group of persons over a business entity of strategic importance (hereinafter also referred to as control) - the ability of a foreign investor or a group of persons, directly or through third parties, to determine the decisions made by a business entity of strategic importance by disposing of votes attached to voting shares (stakes) that make up the charter capital of such a business entity (including if this ability is temporarily transferred to another person (other persons) under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction), at the general meeting of shareholders (participants) of such a business entity, by participating in the board of directors (supervisory board) and other management bodies of such a business entity, by concluding a management agreement (management organization agreement) or similar agreement with such a business entity, as well as the ability of a foreign investor or a group of persons to directly or indirectly manage 25% or more of the total number of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance and engaged in the use of subsoil areas of federal significance and (or) fishing (including if this ability is temporarily transferred to another person (other persons) under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction), or the right of a foreign investor or a group of persons to appoint the sole executive body and (or) 25% or

more of the members of the collegial executive body of such a business entity or the unconditional ability of a foreign investor or a group of persons to elect 25% or more of the members of the board of directors (supervisory board) or another collegial management body of such a business entity; (As amended by Federal Laws dated 16.11.2011 No. 322-FZ, 31.07.2020 No. 255-FZ, 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ)

4) Indirect disposal by a foreign investor or a group of persons of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance - the ability of a foreign investor or a group of persons through third parties to actually dispose of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance;

5) The ability to block decisions of the management bodies of a business entity of strategic importance - the ability of a foreign investor or a group of persons, directly or through third parties, to prevent the adoption of decisions by the management bodies of a business entity of strategic importance, if, in accordance with the legislation of the Russian Federation and (or) the charter of the business entity, such decisions are made by a qualified majority of votes or unanimously. (As amended by Federal Law of 16.11.2011 No. 322-FZ)

2. For the purposes of this Federal Law, a foreign investor is recognized as:

(Part as amended by Federal Law of 31.05.2018 No. 122-FZ)

3. The terms "group of persons", "agreement" are used respectively in the meanings specified in the Federal Law dated 26 July 2006 No. 135-FZ "On the Protection of Competition" (hereinafter referred to as the Federal Law "On the Protection of Competition"). For the purposes of this Federal Law, an agreement also refers to arrangements in written or oral form aimed at exercising the right to vote in relation to a business entity of strategic importance at the general meeting of shareholders (participants) of such a business entity, the board of directors (supervisory board), or another collegial management body of such a business entity, as well as at obtaining another possibility to determine the decisions of the management bodies of such a business entity, including the conditions for conducting its business activities. (As amended by Federal Law of 04.11.2014 No. 343-FZ)

#### **Article 4. Conditions for Transactions and Other Actions Leading to the Establishment of Control by a Foreign Investor or a Group of Persons over Business Entities of Strategic Importance, and Certain Transactions Involving the Acquisition of Property of Such Business Entities**

(Title as amended by Federal Law of 04.11.2014 No. 343-FZ)

1. The execution of transactions and other actions leading to the establishment of control by a foreign investor or a group of persons over business entities of strategic importance, and transactions specified in part 1.1 of Article 7 of this Federal Law involving the acquisition of property of such business entities, is permitted if a decision on the prior approval of such transactions and actions is made in accordance with this Federal Law, formalized by the authorized body, and has a specified validity period, except for the case specified in part 4 of this Article. (As amended by Federal Laws dated 04.11.2014 No. 343-FZ, 31.05.2018 No. 122-FZ)

2. A foreign investor or a group of persons that have submitted a petition for the prior approval of a specific transaction or action are entitled to execute such a transaction or action within the validity

specific transaction or action are entitled to execute such a transaction or action within the validity period of the specified decision. (As amended by Federal Law of 04.11.2014 No. 343-FZ)

3. A foreign investor or a group of persons that have submitted a petition for the prior approval of a transaction, resulting in the foreign investor or the group of persons acquiring the right to directly or indirectly manage a specified number of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance, within the validity period of the specified decision are entitled to acquire the right to directly or indirectly manage the agreed number of votes attached to voting shares (stakes) that make up the charter capital of such a business entity as a result of one or several transactions.

3.1. A foreign investor or a group of persons that have submitted a petition for the prior approval of a transaction involving the acquisition, ownership, or use of property that constitutes key production assets of a business entity of strategic importance and whose value is 25% or more of the book value of the assets of such a business entity as of the latest reporting date according to its financial statements, within the validity period of the specified decision are entitled to acquire the agreed percentage of the book value of the specified assets of the business entity as a result of one or several transactions. (Addition of part - Federal Law of 04.11.2014 No. 343-FZ) (As amended by Federal Law of 31.05.2018 No. 122-FZ)

4. Transactions involving shares (stakes) that make up the charter capital of a business entity of strategic importance and other transactions specified in Article 7 of this Federal Law regarding such a business entity (except for a business entity of strategic importance engaged in the use of subsoil areas of federal significance and (or) fishing) are not subject to prior approval if, before the execution of such transactions, the foreign investor intending to carry out the transaction directly or indirectly manages more than 50% of the total number of votes attached to voting shares (stakes) that make up the charter capital of such a business entity, and (or) if the foreign investor intending to carry out the transaction is under the control of the person controlling such a business entity. For determining the fact of control by the specified person over such a foreign investor and a business entity of strategic importance, the provisions of paragraph 1 part 1 of Article 5 of this Federal Law apply. (As amended by Federal Laws dated 04.11.2014 No. 343-FZ, 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ)

#### **Article 5. Criteria for Business Entities of Strategic Importance Being Under Control**

1) The controlling person has the right to directly or indirectly manage (including under a trust management agreement, simple partnership agreement, commission agreement, or as a result of other transactions or on other grounds) more than 50% of the total number of votes attached to voting shares (stakes) that make up the charter capital of the controlled person (including if this right is temporarily transferred to another person (other persons) under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction); (As amended by Federal Law of 31.07.2020 No. 255-FZ)

2) The controlling person has acquired the right or authority to determine the decisions made by the controlled person, including the conditions for the controlled person's business activities, under an agreement or on other grounds;

3) The controlling person has the right to appoint the sole executive body and (or) more than 50% of the members of the collegial executive body of the controlled person and (or) has the unconditional ability to elect more than 50% of the members of the board of directors (supervisory board) or another collegial management body of the controlled person;

4) The controlling person exercises the powers of the management company of the controlled person.

2. The controlled person is also considered to be under the control of the controlling person if the controlling person has the right to directly or indirectly manage (including under a trust management agreement, simple partnership agreement, commission agreement, or as a result of other transactions or on other grounds) 50% or less of the total number of votes attached to voting shares (stakes) that make up the charter capital of the controlled person (including if this right is temporarily transferred to another person (other persons) under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction), provided that the ratio of the number of votes attached to the specified shares (stakes) that the controlling person has the right to manage to the number of votes attached to voting shares (stakes) that make up the charter capital of the controlled person and belong to other shareholders (participants) of the controlled person is such that the controlling person can determine the decisions made by the controlled person. (As amended by Federal Laws dated 31.07.2020 No. 255-FZ, 02.07.2021 No. 339-FZ)

2.1 A business entity of strategic importance is considered to be under the control of foreign investors if the right to directly or indirectly manage (including under a trust management agreement, simple

partnership agreement, commission agreement, or as a result of other transactions or on other grounds) more than 50% or, under the condition specified in part 2 of this Article, less than 50% of the total number of votes attached to voting shares (stakes) that make up the charter capital of such a business entity (including considering the temporarily transferred to another person (other persons) right to manage votes attached to voting shares (stakes) that make up the charter capital of such a society, under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreements or transactions), belongs collectively to foreign investors not belonging to the same group of persons (except for international financial organizations specified in part 3 of Article 2 of this Federal Law and organizations under their control). The criterion of being under the control of a business entity of strategic importance collectively not belonging to the same group of foreign investors does not apply to foreign investors - shareholders of an organization considered a public company under Article 11 of the Tax Code of the Russian Federation, except for shareholders of such a company who are international organizations and (or) foreign states, and (or) organizations under their control. (Addition of part - Federal Law of 04.11.2014 No. 343-FZ) (As amended by Federal Laws dated 31.05.2018 No. 122-FZ, 31.07.2020 No. 255-FZ, 29.12.2022 No. 577-FZ)

3. A business entity of strategic importance engaged in the use of subsoil areas of federal significance and (or) fishing is considered to be under the control of a foreign investor, a group of persons - a controlling person if one of the following criteria is met: (As amended by Federal Laws dated 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ)

1) The controlling person has the right to directly or indirectly manage (including under a trust management agreement, simple partnership agreement, commission agreement, or as a result of other transactions or on other grounds) 25% or more of the total number of votes attached to voting shares (stakes) that make up the charter capital of the controlled person (including if this right is temporarily transferred to another person (other persons) under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction); (As amended by Federal Laws dated 16.11.2011 No. 322-FZ, 31.07.2020 No. 255-FZ)

2) The controlling person has acquired the right or authority to determine the decisions made by the controlled person, including the conditions for the controlled person's business activities, under an agreement or on other grounds;

3) The controlling person has the right to appoint the sole executive body and (or) 25% or more of the members of the collegial executive body of the controlled person and (or) has the unconditional ability to elect 25% or more of the members of the board of directors (supervisory board) or another collegial management body of the controlled person; (As amended by Federal Law of 16.11.2011 No. 322-FZ)

4) The controlling person exercises the powers of the management company of the controlled person.

#### **Article 6. Types of Activities of Strategic Importance for Ensuring the Defense of the Country and the Security of the State**

For the purposes of this Federal Law, the types of activities of strategic importance for ensuring the defense of the country and the security of the state include the following types of activities:

1) Performing work that actively influences hydrometeorological processes and phenomena;

2) Performing work that actively influences geophysical processes and phenomena;

3) Activities related to the use of pathogens of infectious diseases, subject to licensing in accordance with the legislation of the Russian Federation, except in cases where such activities are carried out by business entities whose main activities are related to the production of food products; (As amended by Federal Law of 04.11.2014 No. 343-FZ)

4) Placement, construction, operation, and decommissioning of nuclear installations, radiation sources, storage points for nuclear materials and radioactive substances, radioactive waste storage facilities, closure of radioactive waste disposal sites, except for activities related to the operation of radiation sources carried out by business entities in the civilian sector of the economy for which such activities are not the main activity; (As amended by Federal Law of 18.07.2017 No. 165-FZ)

5) Handling nuclear materials and radioactive substances, including during exploration and extraction of uranium ores, production, use, processing, transportation, and storage of nuclear materials and radioactive substances;

6) Handling radioactive waste during their storage, processing, transportation, and disposal;

7) Using nuclear materials and (or) radioactive substances in conducting research and development activities;

8) Designing and constructing nuclear installations, radiation sources, storage points for nuclear materials and radioactive substances, radioactive waste storage facilities;

9) Designing and manufacturing equipment for nuclear installations, radiation sources, storage points for nuclear materials and radioactive substances, radioactive waste storage facilities;

10) Conducting safety expertise (safety justification expertise) of nuclear energy use facilities and (or) types of activities in the field of nuclear energy use; (As amended by Federal Law of 18.07.2017 No. 165-FZ)

- 10.1) Activities related to the use of nuclear materials and radioactive substances in conducting work on the use of nuclear energy for defense purposes, including the development, production, testing, transportation (carriage), operation, storage, decommissioning, and disposal of nuclear weapons and military nuclear power installations; (Addition of paragraph - Federal Law of 18.07.2017 No. 165-FZ)
- 11) Development, production of encryption (cryptographic) means, protected information systems, telecommunications systems using encryption (cryptographic) means, subject to licensing in accordance with the legislation of the Russian Federation;
- 12) Activities related to the distribution of encryption (cryptographic) means, subject to licensing in accordance with the legislation of the Russian Federation, except for this type of activity carried out by banks in whose charter capital there is no share (contribution) of the Russian Federation; (As amended by Federal Law of 16.11.2011 No. 322-FZ)
- 13) Activities related to the technical maintenance of encryption (cryptographic) means, subject to licensing in accordance with the legislation of the Russian Federation, except for this type of activity carried out by banks in whose charter capital there is no share (contribution) of the Russian Federation; (As amended by Federal Law of 16.11.2011 No. 322-FZ)
- 14) Provision of information encryption services, except for this type of activity carried out by banks in whose charter capital there is no share (contribution) of the Russian Federation; (As amended by Federal Law of 16.11.2011 No. 322-FZ)
- 15) Activities related to the detection of electronic devices intended for covertly obtaining information, in premises and technical means (except for cases where such activities are carried out to meet the internal needs of a legal entity);
- 16) Development, production, sale, and acquisition for the purpose of sale of special technical means intended for covertly obtaining information by legal entities engaged in entrepreneurial activities;
- 17) Development of weapons and military equipment;
- 18) Production of weapons and military equipment;
- 19) Repair of weapons and military equipment;
- 20) Disposal of weapons and military equipment;
- 21) Trade in weapons and military equipment;
- 22) Production of weapons and main parts of firearms (except for the production of cold, civilian, and service weapons);
- 23) Production of cartridges for weapons and components of cartridges (except for the production of cartridges for civilian and service weapons);
- 24) Trade in weapons and main parts of firearms and cartridges for weapons (except for trade in cold, civilian, and service weapons and cartridges for civilian and service weapons);
- 25) Development and production of ammunition and their components;
- 26) Disposal of ammunition and their components;
- 27) Production of industrial explosives and activities related to their distribution;
- 28) Activities related to aviation security;
- 29) Space activities;
- 30) Development of aviation equipment, including dual-use aviation equipment;
- 31) Production of aviation equipment, including dual-use aviation equipment;
- 32) Repair of aviation equipment, including dual-use aviation equipment (except for the repair of units and assemblies carried out by civil aviation organizations);
- 33) Testing of aviation equipment, including dual-use aviation equipment;
- 34) Television broadcasting on the territory where the population constitutes half or more of the population of a constituent entity of the Russian Federation;
- 35) Radio broadcasting on the territory where the population constitutes half or more of the population of a constituent entity of the Russian Federation;
- 36) Provision of services by business entities in the sectors specified in paragraph 1 of Article 4 of the Federal Law dated 17 August 1995 No. 147-FZ "On Natural Monopolies", except for natural monopolies in the sectors of public telecommunications and postal services, heat energy transmission, and electricity transmission through distribution networks, services in ports in the Russian Federation; (As amended by Federal Laws dated 04.11.2014 No. 343-FZ, 29.12.2022 No. 577-FZ)
- 37) Activities carried out by a business entity occupying a dominant position: (As amended by Federal Law of 18.07.2017 No. 165-FZ)
  - a) In the geographical boundaries of the Russian Federation in the market of communication services (except for the service of providing access to the Internet);
  - b) In the territories of five or more constituent entities of the Russian Federation in the market of fixed-line telephone services;
  - c) In the geographical boundaries of cities of federal significance in the market of fixed-line telephone services;
  - d) Provision of services in ports in the Russian Federation. The list of such services is approved by the



4) Provision of services in ports in the Russian Federation. The list of such services is approved by the Government of the Russian Federation; (Addition of subparagraph - Federal Law of 04.11.2014 No. 343-FZ)

38) Production and sale of metals, alloys with special properties, raw materials, and materials used in the production of weapons and military equipment; (As amended by Federal Law of 18.07.2017 No. 165-FZ)

39) Geological study of subsoil and (or) exploration and extraction of minerals in subsoil areas of federal significance;

40) Fishing; (As amended by Federal Law of 07.10.2022 No. 389-FZ)

41) Activities carried out by a business entity engaged in printing, if such a business entity can ensure the printing of at least 200 million imprint sheets per month;

42) Activities carried out by a business entity engaged in the editorial, publishing, and (or) founding of a periodical publication if the total circulation of the products released within one year preceding the transaction or submission of the corresponding petition is at least:

a) 15 million copies of periodicals published twice or more per week;

b) 2.5 million copies of periodicals published once a week, once every two weeks, or once every three weeks;

c) 700 thousand copies of periodicals published once a month or once every two months;

d) 300 thousand copies of periodicals published once a quarter or less frequently;

(Paragraph as amended by Federal Law of 04.11.2014 No. 343-FZ)

43) Activities related to assessing the vulnerability of transport infrastructure objects and vehicles carried out by specialized organizations; (Addition of paragraph - Federal Law of 03.02.2014 No. 15-FZ)

44) Activities related to protecting transport infrastructure objects and vehicles from acts of unlawful interference carried out by transport security units; (Addition of paragraph - Federal Law of 03.02.2014 No. 15-FZ)

45) Activities related to certifying transport security forces carried out by certifying organizations in accordance with the legislation of the Russian Federation on transport security; (Addition of paragraph - Federal Law of 03.02.2014 No. 15-FZ)

46) Activities carried out by a business entity being an operator of an electronic platform in accordance with the legislation of the Russian Federation on the contract system in the field of procurement of goods, works, services for state and municipal needs; (Addition of paragraph - Federal Law of 18.07.2017 No. 165-FZ)

47) Transportation of goods by sea and inland water transport, the list of which is approved by the Government of the Russian Federation, between loading points and unloading points located in the territory of the Russian Federation and (or) in the exclusive economic zone of the Russian Federation, as well as from loading points located in the territory of the Russian Federation or in the exclusive economic zone of the Russian Federation to the first unloading or transshipment point located outside the territory of the Russian Federation; (Addition of paragraph - Federal Law of 15.04.2022 No. 92-FZ)

48) Activities related to the development and creation of an automated information system for processing air transportation, databases included in it, an information and telecommunication network ensuring the operation of this system, as well as the performance of the operator's functions by a business entity; (Addition of paragraph - Federal Law of 15.04.2022 No. 92-FZ)

49) Activities related to analyzing the vulnerability of fuel and energy complex objects, assessing the socio-economic consequences in the event of unlawful interference at such objects when categorizing fuel and energy complex objects, and evaluating the physical protection system of fuel and energy complex objects in case of threats of unlawful interference at such objects; (Addition of paragraph - Federal Law of 28.06.2022 No. 230-FZ)

50) Activities related to ensuring the physical protection of fuel and energy complex objects from acts of unlawful interference at such objects. (Addition of paragraph - Federal Law of 28.06.2022 No. 230-FZ)

## **Article 7. Transactions and Other Actions Subject to This Federal Law**

(Title as amended by Federal Law of 04.11.2014 No. 343-FZ)

1) Transactions (except for transactions involving shares (stakes) that make up the charter capital of a business entity of strategic importance and engaged in the use of subsoil areas of federal significance and (or) fishing), resulting in the foreign investor or a group of persons acquiring: (As amended by Federal Laws dated 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ)

a) The right to directly or indirectly manage more than 50% of the total number of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance (including considering the temporarily transferred to another person (other persons) right to manage votes attached to voting shares (stakes) that make up the charter capital of the specified society, under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement

or transaction); (As amended by Federal Law of 31.07.2020 No. 255-FZ)

b) The right to appoint the sole executive body and (or) more than 50% of the members of the collegial executive body of a business entity of strategic importance and (or) the unconditional ability to elect more than 50% of the members of the board of directors (supervisory board) or another collegial management body of such a business entity;

2) Transactions involving shares (stakes) that make up the charter capital of a business entity of strategic importance and engaged in the use of subsoil areas of federal significance and (or) fishing, if as a result of these transactions the foreign investor or a group of persons acquires: (As amended by Federal Laws dated 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ)

a) The right to directly or indirectly manage 25% or more of the total number of votes attached to voting shares (stakes) that make up the charter capital of such a business entity (including considering the temporarily transferred to another person (other persons) right to manage votes attached to voting shares (stakes) that make up the charter capital of the specified society, under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction); (As amended by Federal Laws dated 16.11.2011 No. 322-FZ, 31.07.2020 No. 255-FZ)

b) The right to appoint the sole executive body and (or) 25% or more of the members of the collegial executive body of such a business entity and (or) the unconditional ability to elect 25% or more of the members of the board of directors (supervisory board) or another collegial management body of such a business entity; (As amended by Federal Law of 16.11.2011 No. 322-FZ)

3) Transactions specified in this Article and carried out by a foreign investor or a group of persons concerning a business entity of strategic importance and engaged in the use of subsoil areas of federal significance and (or) fishing, if this foreign investor or this group of persons has the right to directly or indirectly manage at least 25% and no more than 75% of the total number of votes attached to voting shares (stakes) that make up the charter capital of such a business entity, including considering the temporarily transferred to another person (other persons) right to manage votes attached to voting shares (stakes) that make up the charter capital of the specified society, under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction (except for transactions resulting in the share of this foreign investor or this group of persons in the charter capital of such a business entity not increasing, if such transactions are carried out when increasing the charter capital of such a business entity or are carried out by persons under the control of the person controlling such a business entity in accordance with paragraph 1 part 1 of Article 5 of this Federal Law); (As amended by Federal Laws dated 04.11.2014 No. 343-FZ, 31.07.2020 No. 255-FZ, 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ, 29.12.2022 No. 577-FZ)

4) Management agreements or similar agreements under which a foreign investor or an entity within the group of persons or an individual entrepreneur performs the functions of a manager (management organization) concerning a business entity of strategic importance;

5) Transactions aimed at a foreign state, an international organization, a foreign investor not providing information, or an organization under their control acquiring the right to directly or indirectly manage more than 25% of the total number of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance (including considering the temporarily transferred to another person (other persons) right to manage votes attached to voting shares (stakes) that make up the charter capital of the specified society, under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction), or other possibilities to block decisions of the management bodies of such a business entity, or the right to directly or indirectly manage more than 5% of the total number of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance and engaged in the use of subsoil areas of federal significance and (or) fishing (including considering the temporarily transferred to another person (other persons) right to manage votes attached to voting shares (stakes) that make up the charter capital of the specified society, under a trust management agreement, pledge agreement, repo agreement, security deposit, other agreement or transaction); (As amended by Federal Laws dated 01.07.2017 No. 155-FZ, 31.05.2018 No. 122-FZ, 31.07.2020 No. 255-FZ, 02.07.2021 No. 339-FZ, 07.10.2022 No. 389-FZ)

5.1) Transactions of an organization under the control of a foreign state resulting in the establishment of control by this organization over a business entity of strategic importance, which is such solely due to its engagement in the activities specified in paragraphs 3 (except for the production of medicines) and (or) 36 (in part of providing water supply and sewage services using centralized systems, communal infrastructure systems) of Article 6 of this Federal Law, for which the specified types of activities are not the main ones, and for the last three years preceding the submission of the petition for prior approval of such a transaction, the book value of the property used for carrying out the specified types of activities does not exceed 1% of the book value of the assets of such a business entity of strategic importance as of the latest reporting date according to the financial statements for each completed reporting year, planned to be carried out concerning a business entity of strategic importance, or concerning an

organization that does not have strategic importance but controls such a business entity of strategic importance; (Addition of paragraph - Federal Law of 09.03.2021 No. 40-FZ)

6) Other transactions, agreements aimed at transferring to a foreign investor or a group of persons the right to determine the decisions of the management bodies of a business entity of strategic importance, including the conditions for conducting its business activities. (As amended by Federal Law of 04.11.2014 No. 343-FZ)

1.1. Transactions specified in parts 1 - 3 of this Article, in addition to those specified in part 1, are subject to prior approval if they involve the acquisition, ownership, or use of property that constitutes key production assets of a business entity of strategic importance, and whose value is 25% or more of the book value of the assets of such a business entity as of the latest reporting date according to its financial statements. (Addition of part - Federal Law of 04.11.2014 No. 343-FZ) (As amended by Federal Law of 31.05.2018 No. 122-FZ)

2. Transactions specified in paragraphs 1, 2 part 1 and part 1.1 of this Article include, in particular: (As amended by Federal Law of 04.11.2014 No. 343-FZ)

1) Sales, gift, exchange agreements of voting shares (stakes) that make up the charter capital of a business entity of strategic importance, as well as other agreements under which the ownership of the specified shares (stakes) is transferred to a foreign investor or a group of persons;

2) Trust management agreements and (or) similar agreements, the objects of which are voting shares (stakes) that make up the charter capital of a business entity of strategic importance;

3) Sales, gift, exchange, lease, trust management, gratuitous use agreements and (or) similar agreements involving the acquisition by a foreign investor or a group of persons of property that constitutes key production assets of a business entity of strategic importance, and whose value is 25% or more of the book value of the assets of such a business entity as of the latest reporting date according to its financial statements. (Addition of paragraph - Federal Law of 04.11.2014 No. 343-FZ) (As amended by Federal Law of 31.05.2018 No. 122-FZ)

3. Transactions leading to the establishment of control over a business entity of strategic importance, subject to prior approval in accordance with this Federal Law (hereinafter referred to as transactions), include any transactions if they are carried out by a foreign investor or a group of persons concerning third parties that directly or indirectly control a business entity of strategic importance and result in the establishment of control by a foreign investor or a group of persons over such a business entity.

3.1. Along with the transactions specified in parts 1 - 3 of this Article, prior approval in the manner established by this Federal Law for prior approval of such transactions is also required for other actions resulting in a foreign investor or a group of persons acquiring the right to determine the decisions of the management bodies of a business entity of strategic importance, including the conditions for conducting its business activities. (Addition of part - Federal Law of 04.11.2014 No. 343-FZ)

4. The requirements of this Article, along with the cases specified in parts 1 - 3 of this Article, apply to other cases of acquiring shares (stakes) resulting in a foreign investor or a group of persons directly or indirectly establishing control over a business entity of strategic importance, including by exercising the obligation of a foreign investor or a group of persons to acquire securities of such a business entity in accordance with Article 842 of the Federal Law dated 26 December 1995 No. 208-FZ "On Joint Stock Companies".

5. A foreign investor or a group of persons must submit a petition for approval of the establishment of control over a business entity of strategic importance in the manner provided by this Federal Law within a period not exceeding three months from the date of establishing control over such a business entity if:

1) The establishment of control by a foreign investor or a group of persons over such a business entity was carried out:

a) As a result of a change in the ratio of votes attached to voting shares (stakes) that make up the charter capital of such a business entity at the general meeting of its shareholders (participants) due to the acquisition by such a business entity, the transfer to it, or the repurchase by it of its own shares (stakes constituting its charter capital), the distribution of shares owned by such a business entity among its participants, the conversion of preferred shares into common shares;

b) As a result of a citizen (citizens) of the Russian Federation exercising control over such a business entity acquiring (acquiring) another citizenship, obtaining a residence permit or another valid document confirming the right to permanent residence in a foreign state, or the revocation of the decision on granting Russian citizenship or the formalization of renunciation of Russian citizenship of the person (persons) who exercises (exercises) control over such a business entity;

c) In other cases provided by the legislation of the Russian Federation, except for the cases specified in parts 6 and 7 of this Article, as well as cases where the transaction, other action, resulting in the establishment of control over this business entity, were subject to prior approval in accordance with this Federal Law and a decision on the prior approval of such transaction, other action was made in the manner established by this Federal Law;

2) This obligation is provided by other federal laws

2) This obligation is provided by other federal laws.

(Part as amended by Federal Law of 29.12.2022 No. 577-FZ)

6. Establishment of control by a foreign investor or a group of persons over a business entity applying to the authority (organization) issuing the license with a petition for obtaining the license or making amendments to the register of licenses, or to the authority issuing the certificate of accreditation with a petition for obtaining or reissuing the certificate of accreditation, or to the authority issuing the compliance document with a petition for obtaining or reissuing the compliance document, is subject to prior approval in the manner provided by this Federal Law if other federal laws do not establish a prohibition for business entities under the control of foreign investors or a group of persons to obtain the license or make amendments to the register of licenses, or obtain or reissue the certificate of accreditation or the compliance document necessary for conducting certain types of activities. The provisions of this part do not apply to the provision of the right to use subsoil areas of federal significance to foreign investors, business entities under the control of foreign investors or a group of persons in accordance with paragraph 1 part 1 Article 101 of the Law of the Russian Federation dated 21 February 1992 No. 2395-I "On Subsoil", as well as to the transfer of the right to use subsoil areas of federal significance by a decision of the Government of the Russian Federation in accordance with part 6 Article 171 of the specified Law. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

7. In cases where a business entity of strategic importance under the control of a foreign investor or a group of persons, or collectively a business entity of strategic importance under the control of a foreign investor or a group of persons and persons within the same group of persons with such a business entity, will hold the right to fish certain types of aquatic biological resources in all areas of their fishing within the boundaries of a fishery basin, with the total allowable catch of these aquatic biological resources distributed according to quota types, in an amount of more than 35% of the total allowable catch of the corresponding type of aquatic biological resources established in accordance with the Federal Law dated 20 December 2004 No. 166-FZ "On Fishing and Conservation of Aquatic Biological Resources", the execution of transactions and (or) obtaining decisions resulting in the provision of the right to fish these aquatic biological resources to such a business entity are subject to prior approval in the manner established by this Federal Law. Prior approval in the manner established by this Federal Law is also required for the execution of transactions and (or) obtaining decisions resulting in the provision of the right to fish aquatic biological resources to a business entity under the control of a foreign investor or a group of persons not holding the right to fish aquatic biological resources and planning to apply for the provision of this right to the appropriate government authority. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

#### **Article 8. Procedure for Submitting a Petition for Prior Approval of a Transaction and a Petition for Approval of Establishing Control**

1) An application for prior approval of the transaction, containing a proposal on the validity period of the decision on prior approval of the transaction, addressed to the authorized body and written in free form (if the petition for prior approval of transactions resulting in the applicant acquiring the right to directly or indirectly manage a specified number of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance, the application for prior approval of transactions must specify the number of votes attached to the specified voting shares (stakes) that the applicant intends to acquire the right to manage);

2) A document confirming the state registration of the applicant - a legal entity or an individual entrepreneur in accordance with the legislation of the respective state, or in the case of the applicant - a legal entity, another document confirming the fact of its establishment;

3) A document verifying the identity of the applicant - an individual;

- 4) A document confirming the establishment of the applicant - a foreign organization not being a legal entity in accordance with the legislation of the state in which it is established;
  - 5) The constituent documents of the applicant - a legal entity;
  - 6) A draft contract or another agreement disclosing the content of the transaction (except for cases where the petition for prior approval of transactions results in the applicant acquiring the right to directly or indirectly manage a specified number of votes attached to voting shares (stakes) that make up the charter capital of a business entity of strategic importance);
  - 7) A document containing information on the main types of activities carried out by the applicant during the two years preceding the submission of the petition, or, if the period of activity of such an applicant is less than two years, during that period, written in free form (except for cases where transactions are carried out by a foreign state);
  - 8) A document containing information on the composition of the group of persons to which the applicant belongs, as well as information on its participation in agreements that may significantly influence the activities of a business entity of strategic importance and are related to the participation of such a business entity in conducting activities specified in Article 6 of this Federal Law; (As amended by Federal Law of 04.11.2014 No. 343-FZ)
  - 9) A document containing information on the beneficiaries, beneficial owners, the person controlling the applicant, and the criteria for the applicant being under control in accordance with Article 5 of this Federal Law; (As amended by Federal Law of 31.05.2018 No. 122-FZ)
  - 10) A draft business plan of the business entity of strategic importance, including considering the type or types of activities specified in Article 6 of this Federal Law, in the form approved by the authorized body (except for cases where transactions specified in paragraphs 2, 3, and 5 part 1 Article 7 of this Federal Law, and cases where transactions are carried out by a foreign state); (As amended by Federal Law of 18.07.2017 No. 165-FZ)
  - 11) A document containing information on the shares (stakes) that make up the charter capital of the business entity of strategic importance and belong to the applicant, as well as other circumstances existing on the date of submission of the petition that result in the establishment of control by a foreign investor or a group of persons over a business entity of strategic importance in accordance with this Federal Law;
  - 12) The balance sheet of the business entity of strategic importance as of the latest reporting date preceding the submission of the petition, if this balance sheet is not available in the state information resource of accounting (financial) statements provided by Article 18 of the Federal Law dated 6 December 2011 No. 402-FZ "On Accounting" (in the case of submitting a petition for prior approval of the transaction specified in part 11 of Article 7 of this Federal Law); (Addition of paragraph - Federal Law of 04.11.2014 No. 343-FZ) (As amended by Federal Law of 02.07.2021 No. 352-FZ)
  - 13) Information on the book value of the assets of the business entity of strategic importance as of the latest reporting date preceding the submission of the petition (in the case of submitting a petition for prior approval of the transaction specified in part 11 of Article 7 of this Federal Law). (Addition of paragraph - Federal Law of 04.11.2014 No. 343-FZ)
3. The petition for approval of establishing control, except for the case specified in part 31 of this Article, includes an application for approval of establishing control, addressed to the authorized body and written in free form, as well as the documents specified in paragraphs 2 - 5, 7 - 9, and 11 part 2 of this Article. (As amended by Federal Law of 29.12.2022 No. 577-FZ)
- 3.1. The petition for approval of establishing control by a foreign investor or a group of persons over a business entity applying to the authority (organization) issuing the license with a petition for obtaining the license or making amendments to the register of licenses, or to the authority issuing the certificate of accreditation with a petition for obtaining or reissuing the certificate of accreditation, or to the authority issuing the compliance document with a petition for obtaining or reissuing the compliance document includes:
- 1) An application for approval of establishing control by a foreign investor or a group of persons over the specified business entity, addressed to the authorized body and written in free form, indicating the type of activity and the list of works, services performed, provided within the scope of the type of activity for which it is necessary to obtain the license or make amendments to the register of licenses, or obtain or reissue the certificate of accreditation or the compliance document;
  - 2) The documents specified in paragraphs 2 - 5 and 7 - 9 part 2 of this Article;
  - 3) A document containing information on the shares (stakes) that make up the charter capital of the business entity for which the petition for approval of establishing control by a foreign investor or a group of persons over a business entity applying to the authority (organization) issuing the license with a petition for obtaining the license or making amendments to the register of licenses, or to the authority issuing the certificate of accreditation with a petition for obtaining or reissuing the certificate of accreditation, or to the authority issuing the compliance document with a petition for obtaining or reissuing the compliance document, and belong to the applicant and the group of persons to which the

applicant belongs, as well as other circumstances existing on the date of submission of the petition indicating control by a foreign investor or a group of persons over the specified business entity.

(Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

3.2. The petition for prior approval of executing a transaction and (or) obtaining a decision resulting in the provision of the right to fish aquatic biological resources includes:

1) An application for prior approval of executing a transaction and (or) obtaining a decision resulting in the provision of the right to fish aquatic biological resources, addressed to the authorized body and written in free form, with information on the existing rights to fish aquatic biological resources held by the business entity and persons within the same group of persons with such a business entity, or information on the absence of these rights, as well as information on the right to fish aquatic biological resources for which the business entity plans to apply;

2) The documents specified in paragraphs 2 - 5 and 7 - 9 part 2 of this Article;

3) A document containing information on the shares (stakes) that make up the charter capital of the business entity for which the petition for prior approval of executing a transaction and (or) obtaining a decision resulting in the provision of the right to fish aquatic biological resources is submitted, and belong to the applicant and the group of persons to which the applicant belongs, as well as other circumstances existing on the date of submission of the petition indicating control by a foreign investor or a group of persons over the specified business entity.

(Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

4. The applicant is entitled to submit to the authorized body certified copies of the documents specified in paragraphs 2 - 5 part 2 of this Article. The applicant submits to the authorized body certified copies of the documents specified in paragraphs 12 and 13 part 2 of this Article. (As amended by Federal Law of 04.11.2014 No. 343-FZ)

5. The applicant is entitled to submit to the authorized body as part of the petition, along with the documents specified in parts 2, 3, 31, or 32 of this Article, other documents and information that they deem necessary to confirm the fact of establishing control by the applicant over a business entity of strategic importance and the criteria for such a business entity being under control in accordance with Article 5 of this Federal Law, as well as other information necessary to characterize the proposed transaction and (or) make a decision on this transaction. (As amended by Federal Laws dated 16.11.2011 No. 322-FZ, 29.12.2022 No. 577-FZ)

5.1. If the documents specified in paragraph 2 part 2 of this Article are not submitted by the applicant, provided that the applicant is a legal entity registered in accordance with the legislation of the Russian Federation or an individual registered as an individual entrepreneur in accordance with the legislation of the Russian Federation, upon an interdepartmental request from the authorized body, the federal executive body performing state registration of legal entities, individuals as individual entrepreneurs, and peasant (farmer) households provides information confirming the fact of entering information about the applicant in the unified state register of legal entities or the unified state register of individual entrepreneurs. (Addition of part - Federal Law of 01.07.2011 No. 169-FZ)

6. If during the execution of a transaction specified in parts 1 - 4 of Article 7 of this Federal Law, the fact of establishing control by the applicant or the group of persons to which the applicant belongs over a business entity of strategic importance, including in accordance with the provisions of part 21 of Article 5 of this Federal Law, is not obvious, the applicant is entitled to send a request to the authorized body regarding the need to approve such a transaction in accordance with this Federal Law, attaching the documents specified in paragraphs 2 - 5, 7 - 9, and 11 part 2 of this Article. If the fact of the business entity applying to the authority (organization) issuing the license with a petition for obtaining the license or making amendments to the register of licenses, or to the authority issuing the certificate of accreditation with a petition for obtaining or reissuing the certificate of accreditation, or to the authority issuing the compliance document with a petition for obtaining or reissuing the compliance document, being under the control of a foreign investor or a group of persons is not obvious, the applicant is entitled to send a request to the authorized body regarding the need to approve the establishment of control by a foreign investor or a group of persons over such a business entity, attaching the documents specified in paragraphs 2 and 3 part 31 of this Article. If during the execution of a transaction and (or) obtaining a decision resulting in the provision of the right to fish aquatic biological resources, the fact of a business entity of strategic importance under the control of a foreign investor or a group of persons, or a business entity of strategic importance under the control of a foreign investor or a group of persons, and persons within the same group of persons with this business entity, or a business entity under the control of a foreign investor or a group of persons not holding the right to fish aquatic biological resources and planning to apply for the provision of this right to the appropriate government authority, meeting the criteria provided by part 7 of Article 7 of this Federal Law is not obvious, the applicant is entitled to send a request to the authorized body regarding the need to approve the execution of the transaction and (or) obtaining the decision resulting in the provision of the right to fish aquatic biological resources in accordance with this Federal Law. attaching the documents

right to fish aquatic biological resources in accordance with the Federal Law, enclosing the documents specified in paragraphs 2 and 3 part 32 of this Article. Within thirty days from the date of receipt of the respective request, the authorized body must consider it and send a response to the applicant on the merits, as well as inform the Government Commission for Control over Foreign Investments in the Russian Federation (hereinafter referred to as the Commission), chaired by the Chairman of the Government of the Russian Federation, about the received request and the sent response. (As amended by Federal Law of 29.12.2022 No. 577-FZ)

#### **Article 9. Procedure for Reviewing a Petition by the Authorized Body**

- 1) Register the petition;
- 2) Verify the presence of the documents specified in parts 2, 3, 3.1, or 3.2 of Article 8 of this Federal Law within the petition. If the petition does not include all the specified documents, the authorized body sends a request to the applicant to submit the missing documents. If the applicant fails to submit the missing documents within one month from the date of sending the request, the authorized body returns the petition to the applicant without review; (Amendment - Federal Law of 29.12.2022 No. 577-FZ)
- 3) Determine whether the applicant has established control over a business entity of strategic importance as a result of the proposed transaction or in accordance with part 5 of Article 7 of this Federal Law, or whether the business entity applying to the authority (organization) issuing the license, or to the authority issuing the certificate of accreditation, or to the authority issuing the compliance document, is under the control of a foreign investor or a group of persons, or whether the business entity planning to execute a transaction and (or) obtain a decision resulting in the provision of the right to fish aquatic biological resources is under the control of a foreign investor or a group of persons; (Amendment - Federal Law of 29.12.2022 No. 577-FZ)
- 4) Establish whether the business entity of strategic importance, under the control of a foreign investor or a group of persons, meets the criteria specified in part 7 of Article 7 of this Federal Law when executing a transaction and (or) obtaining a decision resulting in the provision of the right to fish aquatic biological resources. (Addition of point - Federal Law of 29.12.2022 No. 577-FZ)
  - 1.1. If the authorized body determines after accepting the petition for review that the information contained in the documents included in the petition is inaccurate, or if the applicant fails to provide the requested additional information, the authorized body returns the petition to the applicant without review. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)
  2. If the authorized body, during the review of the petition, determines that the applicant has not established control over a business entity of strategic importance as a result of the proposed transaction or in accordance with part 5 of Article 7 of this Federal Law, or that the business entity applying to the authority issuing the license, or to the authority issuing the certificate of accreditation, or to the authority issuing the compliance document, is not under the control of a foreign investor or a group of persons, or that the business entity of strategic importance under the control of a foreign investor or a group of persons does not meet the criteria specified in part 7 of Article 7 of this Federal Law when executing a transaction and (or) obtaining a decision resulting in the provision of the right to fish aquatic biological resources, the authorized body must, within three working days from the determination of this fact, make a decision to return the petition to the applicant, stating the reasons for such decision and send this decision to the applicant, and a copy to the Commission, except for the case provided for in part 3 of this article. In this case, preliminary approval of the specified transaction or approval of establishing control is not required. (Amendment - Federal Law of 29.12.2022 No. 577-FZ)
  3. If the authorized body, during the review of the petition, determines that the applicant has not established control over a business entity of strategic importance as a result of the proposed transaction, but the transaction is subject to approval in accordance with point 3 or 5 part 1, part 11 of Article 7 of this Federal Law, the authorized body must, within no more than thirty days from the determination of this fact, carry out the actions provided for in Article 10 of this Federal Law. (Amendment - Federal Laws of 16.11.2011 No. 322-FZ; 04.11.2014 No. 343-FZ)
  4. If the authorized body, during the review of the petition, determines that, in accordance with part 2 of Article 2 of this Federal Law, the applicant is not entitled to execute transactions resulting in the establishment of control over a business entity of strategic importance, the authorized body must, within three working days from the determination of this fact, make a decision to return the petition to the applicant, stating the reasons for such decision and send this decision to the applicant, and a copy to the Commission.
  5. If the authorized body, during the review of the petition, determines that the applicant has established control over a business entity of strategic importance as a result of the proposed transaction or in accordance with part 5 of Article 7 of this Federal Law, or that the business entity applying to the authority issuing the license, or to the authority issuing the certificate of accreditation, or to the authority issuing the compliance document, is under the control of a foreign investor or a group of persons, or

issuing the compliance document, is under the control of a foreign investor or a group of persons, or that the business entity of strategic importance under the control of a foreign investor or a group of persons meets the criteria specified in part 7 of Article 7 of this Federal Law when executing a transaction and (or) obtaining a decision resulting in the provision of the right to fish aquatic biological resources, the authorized body must, within no more than thirty days from the determination of this fact, carry out the actions provided for in Article 10 of this Federal Law. (Amendment - Federal Law of 29.12.2022 No. 577-FZ)

6. If the authorized body, during the review of the petition, except for petitions provided for in parts 31 and 32 of Article 8 of this Federal Law, determines that the decision based on the results of the review of the petition is made in accordance with Article 101 of this Federal Law, the authorized body must, within three working days from the determination of this fact, send requests to the federal executive body performing state sanitary and epidemiological supervision, the federal executive body responsible for developing and implementing state policy and regulatory framework in the housing and utilities sector, the federal executive body responsible for developing state policy and regulatory framework in the field of socio-economic development analysis and forecasting (hereinafter referred to as the interested federal executive bodies) regarding the need for the Commission to review this petition or the absence of such a need. Within no more than fourteen days from the date of receipt of the specified requests from the authorized body, the interested federal executive bodies must send conclusions to the authorized body on the need for the Commission to review this petition or the absence of such a need. When preparing these conclusions based on the information provided, including by the authorized body regarding the business entity of strategic importance specified in the petition provided for in part 1 of Article 101 of this Federal Law, the interested federal executive bodies must consider the following criteria: (Amendment - Federal Law of 29.12.2022 No. 577-FZ)

1) The consequences of the proposed transaction or the establishment of control in accordance with part 5 of Article 7 of this Federal Law for the field of activity regulated or supervised by the interested federal executive bodies;

2) The presence or absence of the need for the Commission to impose one or more obligations on the applicant, as provided for in points 1 - 7 and 10 - 15 of part 1 of Article 12 of this Federal Law.

(Addition of part - Federal Law of 09.03.2021 No. 40-FZ)

#### **Article 10. Procedure for Inspecting Business Entities of Strategic Importance**

1. Within three working days from the determination of the facts specified in parts 3 and 5 of Article 9 of this Federal Law, the authorized body must send requests to the federal executive body in the field of defense and the federal executive body in the field of security to provide information on whether there is a threat to the country's defense, state security, or the absence of such a threat as a result of the proposed transaction concerning the business entity of strategic importance, or as a result of the establishment of control in accordance with part 5 of Article 7 of this Federal Law over this business entity, or as a result of obtaining a license or making changes to the license registry, or obtaining or reissuing a certificate of accreditation or a compliance document by a business entity under the control of a foreign investor or a group of persons, or as a result of executing a transaction and (or) obtaining a decision resulting in the provision of the right to fish aquatic biological resources to a business entity under the control of a foreign investor or a group of persons, and if the decision based on the results of the review of the petition is made in accordance with Article 101 or 102 of this Federal Law, also requests regarding the need for the Commission to review this petition or the absence of such a need and within no more than thirty days from the determination of these facts verify the compliance of this business entity with the following characteristics: (Amendment - Federal Laws of 16.11.2011 No. 322-FZ, 18.07.2017 No. 165-FZ, 09.03.2021 No. 40-FZ, 16.02.2022 No. 10-FZ, 29.12.2022 No. 577-FZ)

1) The presence of licenses and (or) other permits for the types of activities specified in Article 6 of this Federal Law, as provided for by the legislation of the Russian Federation; (Amendment - Federal Law of 18.07.2017 No. 165-FZ)

2) The presence of a license to conduct work using information constituting a state secret;

3) The presence of a license to conduct foreign economic operations with controlled goods and technologies defined by the legislation of the Russian Federation in the field of export control;

4) The presence of the right to conduct foreign trade activities concerning military products;

5) The supply of products (works, services) under the state defense order within five years preceding the year of submitting the petition;

6) The inclusion of this business entity in the register of subjects of natural monopolies;

7) The business entity's dominant position in the market of communication services or services provided in the ports of the Russian Federation; (Amendment - Federal Law of 18.07.2017 No. 165-FZ)

8) (Clause revoked - Federal Law of 18.07.2017 No. 165-FZ)

9) The presence of exclusive rights to intellectual property results in technologies that are of significant socio-economic importance or critical for the country's defense and state security (critical technologies), the list of which is approved by the Government of the Russian Federation, except for the exclusive



rights transferred by the applicant to this business entity;

10) The presence of the right to conduct geological exploration and (or) exploration and extraction of mineral resources on federal significance sites;

11) The presence of a decision by a government authority and (or) a contract with this business entity, based on which it obtained the right to fish aquatic biological resources; (Amendment - Federal Laws of 28.12.2010 No. 420-FZ, 29.12.2022 No. 577-FZ)

12) The presence of a license to provide communication services for television broadcasting, radio broadcasting, or a contract with an organization having such a license to provide communication services for television broadcasting, radio broadcasting.

2. The requests specified in part 1 of this article must be accompanied by a copy of the petition. In the case provided for in part 6 of Article 9 of this Federal Law, in addition to the specified requests, the authorized body sends copies of the conclusions of the interested federal executive bodies regarding the need for the Commission to review the petition or the absence of such a need within no more than three working days from the date of their receipt by the authorized body. (Amendment - Federal Laws of 04.11.2014 No. 343-FZ, 09.03.2021 No. 40-FZ)

3. Within no more than thirty days from the date of receipt of the request from the authorized body, the federal executive body in the field of defense and the federal executive body in the field of security must send to the authorized body conclusions on whether there is a threat to the country's defense, state security, or the absence of such a threat as a result of the proposed transaction, or as a result of the establishment of control in accordance with part 5 of Article 7 of this Federal Law, or as a result of obtaining a license or making changes to the license registry, or obtaining or reissuing a certificate of accreditation or a compliance document by a business entity under the control of a foreign investor or a group of persons, and if the decision based on the results of the review of the petition is made in accordance with Article 101 or 102 of this Federal Law, also conclusions on the need for the Commission to review this petition or the absence of such a need. When preparing conclusions on whether there is a need for the Commission to review the petition provided for in part 1 of Article 102 of this Federal Law, the federal executive body in the field of defense and the federal executive body in the field of security must also consider whether there is a need for the Commission to impose one or more obligations on the applicant, as provided for in parts 1 and 11 of Article 12 of this Federal Law. (Amendment - Federal Laws of 16.11.2011 No. 322-FZ, 09.03.2021 No. 40-FZ, 16.02.2022 No. 10-FZ, 29.12.2022 No. 577-FZ)

4. If a business entity of strategic importance, or a business entity under the control of a foreign investor or a group of persons, applying to the authority (organization) issuing the license, or to the authority issuing the certificate of accreditation, or to the authority issuing the compliance document, meets the criterion specified in clause 2 part 1 of this article, the authorized body must, within three working days from the determination of this fact, send a request to the interdepartmental commission for the protection of state secrets for information on the existence of an international treaty of the Russian Federation, based on which the applicant - a foreign individual or foreign individuals who are officials or employees of the applicant - a legal entity, may be granted access to state secrets in accordance with the legislation of the Russian Federation. (Amendment - Federal Law of 29.12.2022 No. 577-FZ)

5. Within no more than fourteen days from the date of receipt of the request from the authorized body, the interdepartmental commission for the protection of state secrets must send to the authorized body a conclusion on the existence of an international treaty of the Russian Federation, provided for in part 4 of this article.

6. Within three days from the completion of the inspection provided for in part 1 of this article and the receipt of the conclusions specified in parts 3 and 5 of this article by the authorized body, as well as the conclusion of the interdepartmental commission for the protection of state secrets (if such a request was made in accordance with part 4 of this article), the authorized body must send to the Commission the specified conclusions, the petition, the materials obtained as a result of the inspections provided for in clauses 2 and 3 part 1 of Article 9 of this Federal Law, and part 1 of this article, as well as its proposals regarding the decision on preliminary approval of the transaction or the approval of establishing control, or the decision to refuse preliminary approval of the transaction or the approval of establishing control, or make a decision on preliminary approval of the transaction or the approval of establishing control in a simplified procedure in the case provided for in clause 1 part 2 of Article 101 or clause 1 part 4 of Article 102 of this Federal Law. (Amendment - Federal Laws of 16.11.2011 No. 322-FZ, 09.03.2021 No. 40-FZ, 16.02.2022 No. 10-FZ)

7. The decisions, actions (inactions) of the authorized body in connection with the review of the petition and the inspection of business entities of strategic importance may be appealed by the applicant in court in accordance with the established procedure.

#### **Article 10.1. Features of Making a Decision in a Simplified Procedure on Preliminary Approval of the Transaction or Approval of Establishing Control**

- 1) Makes a decision on preliminary approval of the transaction or approval of establishing control, specifying the validity period of such decision and sends a copy of this decision to the Commission within three working days from the date of its adoption, provided there are conclusions from the federal executive body in the field of defense, the federal executive body in the field of security regarding the absence of a threat to the country's defense, state security as a result of the transaction or the establishment of control, and the absence of the need for the Commission to review the petition, as well as conclusions from the interested federal executive bodies regarding the absence of the need for the Commission to review the specified petition;
- 2) Sends to the Commission the documents and information provided by part 6 of Article 10 of this Federal Law for the Commission's review of the petition in accordance with Article 11 of this Federal Law, provided there is a conclusion from the federal executive body in the field of defense or the federal executive body in the field of security or the interested federal executive body regarding the need for the Commission to review the specified petition or the absence of a conclusion from one of the specified federal executive bodies sent in response to the request from the authorized body within the timeframe established by this Federal Law.

(Addition of article - Federal Law of 09.03.2021 No. 40-FZ)

**Article 10.2. Features of Making a Decision in a Simplified Procedure on Preliminary Approval of the Transaction in Relation to Certain Foreign Legal Entities**

- 1) A document containing information about the shares (stakes) constituting the authorized capital of the foreign legal entity and belonging to the foreign investor specified in part 1 of this article before the loss of control over such foreign legal entity;
  - 2) Copies of contracts or other agreements based on which the foreign investor specified in part 1 of this article lost control over the foreign legal entity, indicating the date of loss of such control;
  - 3) A document compiled by the foreign investor specified in part 1 of this article in a free form, containing information about the beneficial owner of the foreign legal entity (surname, first name, patronymic (if any), address of residence, the share of direct or indirect ownership of the foreign legal entity), information about whom was provided during the state registration of the foreign legal entity through redomiciliation in accordance with the requirements provided by the Federal Law of August 3, 2018 No. 290-FZ "On International Companies and International Funds."
3. The decision based on the review of the petition provided for in part 1 of this article, after conducting an inspection in accordance with the procedure established by parts 1 - 5 of Article 10 of this Federal

an inspection in accordance with the procedure established by parts 1 - 3 of Article 10 of this Federal Law, is made by the authorized body taking into account the features provided by this article.

4. Within three days from the completion of the inspection provided for in part 1 of Article 10 of this Federal Law and the receipt of the conclusions specified in part 3 of Article 10 of this Federal Law by the authorized body, the authorized body, based on the received information:

1) Makes a decision on preliminary approval of the transaction specifying the validity period of such decision and sends a copy of this decision to the Commission within three working days from the date of its adoption provided there are conclusions from the federal executive body in the field of defense and the federal executive body in the field of security regarding the absence of a threat to the country's defense, state security as a result of the transaction and the absence of the need for the Commission to review the petition;

2) Sends to the Commission the documents and information provided by part 6 of Article 10 of this Federal Law for the Commission's review of the petition in accordance with Article 11 of this Federal Law provided there is a conclusion from the federal executive body in the field of defense or the federal executive body in the field of security regarding the need for the Commission to review the specified petition and (or) regarding the presence of a threat to the country's defense, state security as a result of the transaction or the absence of one of the conclusions from the specified federal executive bodies sent in response to the request from the authorized body within the timeframe established by this Federal Law.

(Addition of article - Federal Law of 16.02.2022 No. 10-FZ)

#### **Article 11. Review of the Petition by the Commission**

1) On preliminary approval of the transaction or approval of establishing control;

2) On preliminary approval of the transaction or approval of establishing control provided there is an agreement with the applicant to ensure the fulfillment of the obligations specified in Article 12 of this Federal Law;

3) On refusal of preliminary approval of the transaction or approval of establishing control.

2. The validity period of the decision on preliminary approval of the transaction is determined by the Commission based on the proposal of the applicant and specified in this decision.

2.1. If it is necessary to extend the validity period of the decision on preliminary approval of a specific transaction, the applicant who filed such a petition has the right to submit a request to the authorized body justifying the need to extend the validity period of such a decision (indicating the necessary extension period). The extension of the validity period of the decision on preliminary approval of the transaction or the refusal to extend it is formalized based on the decision of the Commission within three working days from the date of its adoption and sent to the applicant by the authorized body.

(Addition of part - Federal Law of 04.11.2014 No. 343-FZ)

3. Preliminary approval of the transaction or approval of establishing control or refusal of such approval is formalized based on the decision of the Commission within three working days from the date of its adoption and sent to the applicant by the authorized body. If the applicant fails to conclude the agreement specified in clause 2 part 1 of this article, the authorized body formalizes the decision on refusal of preliminary approval of the transaction or approval of establishing control in accordance with the procedure established by Article 12 of this Federal Law. (Amendment - Federal Law of 16.11.2011 No. 322-FZ)

4. The total period for reviewing the petition by the authorized body and the Commission must not exceed three months from the date of registration of the petition by the authorized body to the date of preliminary approval of the transaction or approval of establishing control or refusal of preliminary approval of the transaction or approval of establishing control formalized by the corresponding decision of the authorized body. In exceptional cases, the period for reviewing the petition may be extended by three months by decision of the Commission.

5. The regulations on the Commission and its composition are approved by the Government of the Russian Federation.

6. The procedure for preliminary approval of transactions, approval of establishing control, and the procedure for reviewing petitions, in the part not regulated by this Federal Law, are established by the Government of the Russian Federation.

7. The decision of the Commission to refuse preliminary approval of the transaction or approval of establishing control and the decision of the Commission on preliminary approval of the transaction or approval of establishing control may be appealed in the Supreme Court of the Russian Federation.

(Amendment - Federal Law of 12.03.2014 No. 29-FZ)

#### **Article 12. Procedure for the Commission to Make a Decision on Preliminary Approval of the Transaction or Approval of Establishing Control with an Agreement with the Applicant to Ensure the**

## **Fulfillment of Certain Obligations and Formalization of Such Decision by the Authorized Body**

- 1) The formation of the management bodies of the business entity of strategic importance from persons who, in accordance with the legislation of the Russian Federation, may be granted access to state secrets, and the implementation by such a business entity of measures to protect state secrets in accordance with the legislation of the Russian Federation on the protection of state secrets, including ensuring the access of the applicant - a physical person or the officials or employees of the applicant - a legal entity to state secrets, with the arrangement of this access in accordance with the legislation of the Russian Federation on the protection of state secrets;
  - 2) The continuation of the supply of products (works, services) by such a business entity under the state defense order;
  - 3) The continuation of work by such a business entity to maintain mobilization capacities;
  - 4) The implementation by such a business entity of activities to provide services at prices (tariffs) established in accordance with the legislation of the Russian Federation on natural monopolies, and (or) activities to provide utility services at prices (tariffs) established in accordance with the legislation of the Russian Federation; (Amendment - Federal Law of 09.03.2021 No. 40-FZ)
  - 5) The fulfillment of the business plan presented by the applicant for such a business entity;
  - 6) The immediate adoption by such a business entity of measures determined in accordance with the legislation of the Russian Federation under martial law or a state of emergency on the territory of the Russian Federation or in its separate localities where such a business entity is located;
  - 7) The maintenance by such a business entity of the average number of employees during the period specified in the decision on preliminary approval of the transaction or approval of establishing control;
  - 8) The processing of mineral resources extracted by a business entity of strategic importance and using a federal significance site within the territory of the Russian Federation;
  - 9) The processing of aquatic biological resources extracted (caught) by a business entity of strategic importance within the territory of the Russian Federation; (Addition of point - Federal Law of 04.11.2014 No. 343-FZ)
  - 10) The continuation of the business activity of strategic importance for ensuring the country's defense and state security by a business entity of strategic importance; (Addition of point - Federal Law of 09.03.2021 No. 40-FZ)
  - 11) The transfer within the period specified by the Commission of the rights to conduct water supply and wastewater disposal activities and (or) activities related to the use of infectious disease pathogens requiring licensing in accordance with the legislation of the Russian Federation and (or) the rights concerning the property necessary for such activities to another person following the requirements of this Federal Law or to state or municipal ownership; (Addition of point - Federal Law of 09.03.2021 No. 40-FZ)
  - 12) The implementation by a business entity of strategic importance of activities at facilities ensuring the livelihood of the population (including water supply and wastewater disposal facilities, sewage treatment plants, power supply facilities, heating facilities, gas supply facilities, and hydraulic structures) following the requirements established by the legislation of the Russian Federation for ensuring the safety of life and health of citizens, environmental protection, and prevention of natural and man-made emergencies; (Addition of point - Federal Law of 09.03.2021 No. 40-FZ)
  - 13) The continuation by a business entity of strategic importance providing hot water supply, cold water supply, and (or) wastewater disposal of the existing investment program approved by the authorized executive body of the subject of the Russian Federation (or the authorized local government body if the law of the subject of the Russian Federation grants this body the authority to approve such an investment program) in the manner established by the Federal Law of December 7, 2011 No. 416-FZ "On Water Supply and Wastewater Disposal"; (Addition of point - Federal Law of 09.03.2021 No. 40-FZ)
  - 14) Ensuring that a business entity of strategic importance maintains the production and supply volumes of products (works, services) at a level not lower than the level before the transaction or the establishment of control; (Addition of point - Federal Law of 09.03.2021 No. 40-FZ)
  - 15) The implementation of innovative technologies at industrial production facilities located in the territory of the Russian Federation, as well as the placement of industrial production facilities for components, units, parts, and materials used by a business entity of strategic importance for the production and supply of products (works, services) within the territory of the Russian Federation. (Addition of point - Federal Law of 09.03.2021 No. 40-FZ)
- 1.1. The Commission may also impose other obligations on the applicant related to ensuring the country's defense and state security. (Addition of part - Federal Law of 18.07.2017 No. 165-FZ)

2. The obligations specified in parts 1 and 11 of this article and arising from the requirements established by federal laws or other regulatory legal acts of the Russian Federation must be imposed on the applicant unconditionally. (Amendment - Federal Law of 18.07.2017 No. 165-FZ)
3. In the case provided for in parts 1 and 11 of this article, the authorized body, based on the decision specified in part 1 of this article by the Commission, prepares an agreement with the applicant to be signed by the authorized body and the applicant, in which the applicant undertakes to ensure the fulfillment of the specified obligations and which defines the conditions for their fulfillment by the applicant, as well as the applicant's liability for violating these obligations. The conclusion of such an agreement is based on the decision of the Commission within no more than thirty days from the date of receipt of this decision by the authorized body. The applicant has the right to submit an application to the authorized body to extend the period for concluding such an agreement, but not more than fourteen days. The standard form of such an agreement with its essential terms is established by the authorized body. (Amendment - Federal Laws of 16.11.2011 No. 322-FZ; 18.07.2017 No. 165-FZ)
4. The obligations imposed on the applicant and specified in the agreement mentioned in part 3 of this article must correspond to the obligations specified in the decision of the Commission provided for in clause 2 part 1 of Article 11 of this Federal Law, except for the case of amendments to the specified agreement in accordance with part 7 of this article. (Amendment - Federal Law of 16.11.2011 No. 322-FZ)
5. Within three working days from the date of signing the agreement specified in part 3 of this article by the authorized body and the applicant, the authorized body formalizes the decision on preliminary approval of the transaction or approval of establishing control based on the decision of the Commission provided for in clause 2 part 1 of Article 11 of this Federal Law. At the same time, the specified agreement comes into force simultaneously with such a decision of the authorized body. If the applicant refuses to fully or partially accept the obligations specified by the Commission in accordance with this article or if the specified agreement is not concluded within the specified period, the authorized body formalizes the decision on refusal of preliminary approval of the transaction or approval of establishing control within three working days. The authorized body informs the Commission of the decisions made within three working days from the date of their adoption. (Amendment - Federal Law of 16.11.2011 No. 322-FZ)
6. The agreement specified in part 3 of this article remains in force for the entire period during which the business entity of strategic importance is under the control of the applicant.
7. The authorized body may amend the terms of the agreement specified in part 3 of this article by mutual agreement of the parties only based on the decision of the Commission and following the same form and procedure as the specified agreement. At the same time, it is not required to amend the decision on preliminary approval of the transaction or approval of establishing control concerning the amendment of the obligations imposed on the applicant. Amendments to this agreement are possible only in connection with a significant change in circumstances that the parties to the agreement relied on when concluding it.
8. The agreement specified in part 3 of this article must provide, in addition to the consequences specified in part 4 of Article 15 of this Federal Law, other consequences of the applicant's failure to fulfill the obligations assumed, including the payment of penalties, the application of other measures of civil liability, and the procedure for compensating for the damages caused by such failure.

**Article 13. Rights and Obligations of the Authorized Body and Operational Units of the Federal Security Service**

## **Article 14. Requirement for Notification of the Authorized Body by Foreign Investors, Groups of Persons, and Other Persons**

(Article amended - Federal Law of 04.11.2014 No. 343-FZ)

### **Article 15. Legal Consequences of Non-compliance with the Requirements of this Federal Law**

1. Transactions specified in Article 7 of this Federal Law, executed in violation of the requirements of this Federal Law, are null and void. Actions specified in part 31 of Article 7 of this Federal Law, executed in violation of the requirements of this Federal Law, have no legal consequences from the moment of their execution. (Amendment - Federal Law of 28.04.2023 No. 139-FZ)

1.1. The court applies the consequences of the invalidity of a void transaction in accordance with civil legislation, including the possibility of recovering in favor of the Russian Federation the shares (stakes) constituting the authorized capital of a business entity of strategic importance acquired by the parties to the void transaction acting intentionally, or the property acquired by the parties to the void transaction acting intentionally, which relates to the main production assets of a business entity of strategic importance, as well as recovering in favor of the Russian Federation the income received as a result of the void transaction by the parties acting intentionally. (Addition of part - Federal Law of 28.04.2023 No. 139-FZ)

1.2. When making a decision on the application of the consequences of the invalidity of a void transaction specified in part 11 of this article, the court also considers the presence or absence of risks to the country's defense and state security in case of applying the consequences of the invalidity of a void transaction specified in clause 2 of Article 167 of the Civil Code of the Russian Federation. (Addition of part - Federal Law of 28.04.2023 No. 139-FZ)

1.3. The consequences of the invalidity of a void transaction specified in part 11 of this article are analogously applied by the court to the actions specified in part 31 of Article 7 of this Federal Law executed in violation of the requirements of this Federal Law. When making a decision on the application of such consequences, the court also considers the presence or absence of risks to the country's defense and state security in case of applying the consequences of the invalidity of a void transaction specified in clause 2 of Article 167 of the Civil Code of the Russian Federation. (Addition of part - Federal Law of 28.04.2023 No. 139-FZ)

2. If it is impossible to apply the consequences of the invalidity of a void transaction to the transactions specified in Article 7 of this Federal Law or the actions specified in part 31 of Article 7 of this Federal Law, and if the foreign investor fails to submit a petition for the approval of establishing control within the established period in accordance with part 5 of Article 7 of this Federal Law, the court, upon the request of the authorized body, decides to deprive the foreign investor or the group of persons of the right to vote at the general meeting of shareholders (participants) of the business entity of strategic importance. If the foreign investor or the group of persons is deprived of the right to vote at the general

meeting of shareholders (participants) of the business entity of strategic importance by the court, the votes belonging to the foreign investor or the group of persons are not counted when determining the quorum of the general meeting of shareholders (participants) of such a business entity and when counting votes at the general meeting of shareholders (participants) of such a business entity.

(Amendment - Federal Law of 28.04.2023 No. 139-FZ)

3. The decisions of the general meeting of shareholders (participants) of the business entity of strategic importance and other management bodies of such a business entity and the transactions executed by such a business entity after the foreign investor or the group of persons establishes control over such a business entity in violation of the requirements of this Federal Law may be declared invalid in court upon the request of the authorized body.

4. Gross or repeated non-fulfillment by the foreign investor or the legal or physical entity included in a group of persons of the obligations assumed in accordance with Article 12 of this Federal Law results in the deprivation of the foreign investor or the group of persons of the right to vote at the general meeting of shareholders (participants) of the business entity of strategic importance by the court, and in this case, the votes belonging to the foreign investor or the group of persons are not counted when determining the quorum of the general meeting of shareholders (participants) of such a business entity and when counting votes at the general meeting of shareholders (participants) of such a business entity.

4.1. Failure to provide the information specified in Article 14 of this Federal Law by the foreign investor or the group of persons to the authorized body results in the deprivation of the foreign investor or the group of persons of the right to vote at the general meeting of shareholders (participants) of the business entity of strategic importance by the court until the day the information is properly provided to the authorized body. In this case, the votes belonging to the foreign investor or the group of persons are not counted when determining the quorum of the general meeting of shareholders (participants) of such a business entity and when counting votes at the general meeting of shareholders (participants) of such a business entity. (Addition of part - Federal Law of 18.07.2017 No. 165-FZ) (Amendment - Federal Law of 29.12.2022 No. 577-FZ)

5. If the foreign investor or the group of persons who established control over the business entity of strategic importance in the manner provided by part 5 of Article 7 of this Federal Law receives a refusal to approve the establishment of control, this foreign investor or this group of persons must divest part of the shares (stakes) of the business entity within three months from the date of receiving the decision of the authorized body on refusal to approve the establishment of control in such a way that the remaining shares (stakes) do not grant this foreign investor or this group of persons the right to control such a business entity. If this requirement is not met, this foreign investor or this group of persons is deprived of the right to vote at the general meeting of shareholders (participants) of the business entity of strategic importance by the court, and the votes belonging to this foreign investor or this group of persons are not counted when determining the quorum of the general meeting of shareholders (participants) of such a business entity and when counting votes at the general meeting of shareholders (participants) of such a business entity.

5.1 If the authorized body determines that a business entity under the control of a foreign investor or a group of persons has obtained a license or made changes to the license registry or obtained or reissued a certificate of accreditation or a compliance document in violation of the requirements of this Federal Law, the authorized body sends a conclusion on the determination of this fact to the Commission and the business entity concerning which the authorized body has issued such a conclusion. This conclusion may be appealed in court within three months from the date of its receipt by the business entity concerning which the authorized body has issued such a conclusion. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.2. Within no later than three months from the date of receipt of the conclusion of the authorized body specified in part 51 of this article, the Commission reviews this conclusion, taking into account the presence (absence) of threats to the country's defense and state security, the need for reliable and uninterrupted operation of facilities ensuring the livelihood of the population, socio-economic and environmental consequences of suspending the activities of strategic importance for ensuring the country's defense and state security, and makes a decision on the need to suspend the license, the certificate of accreditation, or the compliance document concerning the types of activities specified in this conclusion. The authorized body is informed of the Commission's decision within no later than seven working days from the date of this decision. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.3. The authorized body, within three working days from the date of receiving information about the Commission's decision specified in part 52 of this article, sends the corresponding decision of the authorized body, formalized based on the Commission's decision, to the authority (organization) that issued the license or made changes to the license registry or to the authority that issued or reissued the certificate of accreditation or to the authority that issued or reissued the compliance document.

(Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.4. The authority (organization) that issued the license or made changes to the license registry or the authority that issued or reissued the certificate of accreditation or the authority that issued or reissued the compliance document must suspend the license, the certificate of accreditation, or the compliance document concerning the types of activities specified in the decision of the authorized body specified in part 53 of this article within no later than ten days from the date of receipt of the decision of the authorized body specified in part 5.3 of this article, until the authority (organization) receives information from the authorized body or the business entity holding the license, the certificate of accreditation, or the compliance document about the entry into force of a court decision recognizing the conclusion of the authorized body specified in part 51 of this article and issued concerning such a business entity as invalid. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.5. The authority (organization) that issued the license or made changes to the license registry or the authority that issued or reissued the certificate of accreditation or the authority that issued or reissued the compliance document must resume the license, the certificate of accreditation, or the compliance document suspended based on the decision of the authorized body specified in part 53 of this article within ten days from the date of receipt of information from the authorized body or the business entity holding the license, the certificate of accreditation, or the compliance document about the entry into force of a court decision recognizing the conclusion of the authorized body specified in part 51 of this article and issued concerning such a business entity as invalid, or information that the conclusion of the authorized body was not appealed in court within the period specified in part 51 of this article. In case of receipt of information from the authorized body or the business entity holding the license, the certificate of accreditation, or the compliance document about the entry into force of a court decision refusing to recognize the conclusion of the authorized body specified in part 51 of this article as invalid or information that the conclusion of the authorized body was not appealed in court within the period specified in part 51 of this article, the authority (organization) must apply to the court to annul the license, the certificate of accreditation, or the compliance document. The license, the certificate of accreditation, or the compliance document is annulled by a court decision. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.6. If the court recognizes the conclusion of the authorized body specified in part 51 of this article as invalid, the losses, including lost profits, caused by the suspension of the license, the certificate of accreditation, or the compliance document by the authority (organization) that issued the license or made changes to the license registry or the authority that issued or reissued the certificate of accreditation or the authority that issued or reissued the compliance document, based on the decision of the authorized body specified in part 53 of this article, must be compensated by the authorized body in accordance with the civil legislation. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.7. The provisions of parts 5.1 – 5.6 of this article do not apply to relations related to the execution of transactions and (or) obtaining decisions resulting in the provision of the right to fish aquatic biological resources, obtaining the right to use subsoil areas of federal significance in accordance with clause 1 part one of Article 101 of the Law of the Russian Federation of February 21, 1992 No. 2395-I "On Subsoil," as well as to relations arising from the transfer of the right to use subsoil areas of federal significance by decision of the Government of the Russian Federation in accordance with part six of Article 171 of the specified Law. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.8. If the authorized body determines that a business entity of strategic importance and engaged in fishing aquatic biological resources is under the control of a foreign investor or a group of persons in violation of the requirements of this Federal Law or that a transaction and (or) decision resulting in the provision of the right to fish aquatic biological resources to a business entity under the control of a foreign investor or a group of persons was executed and (or) obtained in violation of part 7 of Article 7 of this Federal Law, the authorized body sends a conclusion on the determination of this fact to the Commission and the business entity of strategic importance concerning which the authorized body has issued such a conclusion, as well as to the federal executive body in the field of fisheries and its territorial bodies or to the federal executive body in the field of fisheries, its territorial bodies and the executive bodies of the subject of the Russian Federation, which according to their powers executed the transactions and (or) made the decisions resulting in the provision of the right to fish aquatic biological resources to the business entity concerning which the authorized body has issued such a conclusion. This conclusion may be appealed in court within three months from the date of its receipt by the business entity concerning which the authorized body has issued such a conclusion. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.9. Within no later than three months from the date of receipt of the conclusion of the authorized body specified in part 58 of this article, the Commission reviews the specified conclusion and, if there is a threat to the country's defense and state security and the absence of negative socio-economic and environmental consequences of suspending the fishing activities, makes a decision on the need to suspend the permits for fishing aquatic biological resources issued to the business entity of strategic



suspend the permits for fishing aquatic biological resources issued to the business entity of strategic importance, which were obtained in violation of this Federal Law. The authorized body is informed of the Commission's decision within no later than seven working days from the date of this decision.

(Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.10. The authorized body, within three working days from the date of receiving information about the Commission's decision specified in part 59 of this article, sends the corresponding decision of the authorized body, formalized based on the Commission's decision, to the federal executive body in the field of fisheries and its territorial bodies, which issued the permits for fishing aquatic biological resources to the business entity concerning which the authorized body has issued the conclusion specified in part 58 of this article. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.11. In case of receipt of the conclusion of the authorized body specified in part 58 of this article by the federal executive body in the field of fisheries and its territorial bodies or the federal executive body in the field of fisheries, its territorial bodies and the executive bodies of the subject of the Russian Federation, it is not allowed for these government bodies to provide the business entity concerning which the conclusion has been issued with the right to fish aquatic biological resources, including the issuance of permits for fishing aquatic biological resources based on previously executed transactions and (or) made decisions resulting in the provision of the right to fish aquatic biological resources to such a business entity, as well as it is not allowed to reissue the right to fish aquatic biological resources when transferring the right to fish aquatic biological resources to such a business entity or from it to other persons executed in accordance with Article 32 of the Federal Law of December 20, 2004 No. 166-FZ "On Fisheries and Conservation of Aquatic Biological Resources" until the authorized body or the business entity holding the permits for fishing aquatic biological resources receives information about the entry into force of a court decision recognizing the conclusion specified in part 58 of this article and issued concerning such a business entity as invalid. At the same time, the permits for fishing aquatic biological resources issued to the business entity of strategic importance must be suspended by the federal executive body in the field of fisheries and its territorial bodies, which issued such permits for fishing aquatic biological resources, within no later than ten days from the date of receipt of the decision of the authorized body specified in part 510 of this article until the federal executive body in the field of fisheries and its territorial bodies receive information from the authorized body or the business entity holding the permits for fishing aquatic biological resources about the entry into force of a court decision recognizing the conclusion specified in part 58 of this article and issued concerning such a business entity as invalid. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.12. If the conclusion of the authorized body specified in part 5.8 of this article is received by the federal executive body in the field of fisheries and its territorial bodies or the federal executive body in the field of fisheries, its territorial bodies and the executive bodies of the subject of the Russian Federation from the authorized body or the business entity concerning which the conclusion has been issued and it is recognized as invalid by a court decision, the permits for fishing aquatic biological resources must be resumed by the federal executive body in the field of fisheries and its territorial bodies, which issued such permits for fishing aquatic biological resources to the business entity concerning which the conclusion has been issued, within ten days from the date of receipt of the information about the entry into force of a court decision recognizing the conclusion specified in part 58 of this article and issued concerning such a business entity as invalid. In case of receipt of information about the entry into force of a court decision refusing to recognize the conclusion specified in part 58 of this article as invalid or information that the conclusion was not appealed in court within the period specified in part 58 of this article, the federal executive body in the field of fisheries and its territorial bodies must apply to the court to annul the permits for fishing aquatic biological resources. The permits for fishing aquatic biological resources are annulled by a court decision. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.13. Permits for fishing aquatic biological resources, the action of which was suspended, must be annulled by the federal executive body in the field of fisheries and its territorial bodies, which issued such permits for fishing aquatic biological resources to the business entity concerning which the authorized body has issued the conclusion specified in part 58 of this article, within no later than ten days from the date of receipt of the information from the authorized body or the business entity concerning which the authorized body has issued the conclusion specified in part 58 of this article about the entry into force of a court decision refusing to recognize the conclusion as invalid or information that the conclusion was not appealed in court within the period specified in part 58 of this article. In this case, the federal executive body in the field of fisheries and its territorial bodies must make decisions within the specified ten-day period to annul the decisions on the basis of which such a business entity acquired the right to fish aquatic biological resources, as well as send notifications to such a business entity about the unilateral termination of contracts on the basis of which such a business entity acquired the right to fish aquatic biological resources. These contracts are considered unilaterally terminated from the date of receipt by such a business entity of the notifications sent by the

federal executive body in the field of fisheries and its territorial bodies, which are one of the parties to these contracts. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.14. If the conclusion of the authorized body specified in part 5.8 of this article is received by the executive bodies of the subject of the Russian Federation from the authorized body or the business entity concerning which the conclusion has been issued and it is recognized as invalid by a court decision, the executive bodies of the subject of the Russian Federation must annul the decisions on the basis of which such a business entity acquired the right to fish aquatic biological resources within no later than ten days from the date of receipt of this information, and send notifications to such a business entity about the unilateral termination of contracts on the basis of which such a business entity acquired the right to fish aquatic biological resources. These contracts are considered unilaterally terminated from the date of receipt by such a business entity of the notifications sent by the executive bodies of the subject of the Russian Federation, which are one of the parties to these contracts. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.15. If the court recognizes the conclusion of the authorized body specified in part 5.8 of this article as invalid, the losses, including lost profits, caused by the actions of the federal executive body in the field of fisheries and its territorial bodies on the basis of the decision of the authorized body specified in part 5.10 of this article on the suspension of the permits for fishing aquatic biological resources, the actions of the federal executive body in the field of fisheries and its territorial bodies or the executive bodies of the subject of the Russian Federation on the basis of the conclusion of the authorized body received in accordance with part 5.11 of this article, on the refusal to grant the right to fish aquatic biological resources and the reissuance of the right to fish aquatic biological resources when transferring the right to fish aquatic biological resources to the business entity concerning which the conclusion has been issued or from it to other persons in accordance with Article 32 of the Federal Law of December 20, 2004 No. 166-FZ "On Fisheries and Conservation of Aquatic Biological Resources," must be compensated by the authorized body in accordance with civil legislation. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

5.16. The procedure for preparing the conclusions specified in parts 5.1 and 5.8 of this article by the authorized body is established by the authorized body. (Addition of part - Federal Law of 29.12.2022 No. 577-FZ)

6. Cases related to violations of the requirements of this Federal Law are under the jurisdiction of arbitration courts. (Addition of part - Federal Law of 18.07.2017 No. 165-FZ) (Amendment - Federal Law of 28.11.2018 No. 451-FZ)

7. A business entity of strategic importance has the right to file a lawsuit with an arbitration court against a foreign investor or a group of persons to recover damages, including lost profits, and compensation for harm caused to its property due to the bad faith exercise by the foreign investor or the group of persons of their rights concerning the business entity of strategic importance or its property acquired as a result of the transactions specified in Article 7 of this Federal Law or the actions specified in part 3.1 of Article 7 of this Federal Law executed in violation of the requirements of this Federal Law. (Addition of part - Federal Law of 28.04.2023 No. 139-FZ)

#### **Article 16. Temporal Application of this Federal Law**

1. This Federal Law applies to relationships related to investments by foreign investors or a group of persons in the form of acquiring shares (stakes) of business entities of strategic importance and executing other transactions resulting in the establishment of control by the foreign investor or a group of persons over business entities of strategic importance, which arose after the day of the entry into force of this Federal Law. This Federal Law applies to relationships related to investments by foreign investors or a group of persons in the form of acquiring shares (stakes) of business entities of strategic importance and executing other transactions resulting in the establishment of control by the foreign investor or a group of persons over business entities of strategic importance, which arose before the day of the entry into force of this Federal Law, to the extent of the rights and obligations that arise after the day of its entry into force.

2. The provisions of this Federal Law do not apply to transactions executed before the day of the entry into force of this Federal Law.

3. Within one hundred and eighty days after the day of the entry into force of this Federal Law, the foreign investor or the group of persons must submit to the authorized body, in the manner established by the Government of the Russian Federation, information on the ownership by the foreign investor or the group of persons of five or more percent of the shares (stakes) constituting the authorized capital of a business entity of strategic importance acquired by the foreign investor or the group of persons before the day of the entry into force of this Federal Law.

#### **Article 17. Entry into Force of this Federal Law**

This Federal Law enters into force on the day of its official publication.

President of the Russian Federation V. Putin

Moscow, Kremlin April 29, 2008 No. 57-FZ

