

APPROVED

by PJSC Acron Board of Directors

Minutes No. 570 dated 30 September 2016

REGULATION

on the PJSC Acron Board of Directors

Strategic Planning and Corporate Governance Committee

2016

1. GENERAL PROVISIONS

1.1. This Regulation on the Strategic Planning and Corporate Governance Committee of the PJSC Acron Board of Directors (“Regulation”) is prepared in accordance with the current laws of the Russian Federation, the Charter and bylaws of the Public Joint Stock Company Acron (“Company”), as well as in compliance with the listing rules of the trade organiser that admitted the Company’s securities to organised trading, and with the recommendations of the Corporate Governance Code recommended for use at joint stock companies by the Bank of Russia (“Corporate Governance Code”).

1.2. This Regulation defines the status, composition and procedure for forming the Strategic Planning and Corporate Governance Committee of the PJSC Acron Board of Directors (“Committee”), as well as its objectives, tasks, functions and proceedings.

1.3. The Committee is a standing collegial body created within the Company’s Board of Directors in order to assist the Board in performing its function through preliminary review of matters related to strategic development (planning) and corporate governance of the Company, and preparation of recommendations for the Board to pass resolutions regarding matters referred to its scope of authority.

The Committee is not a governing body of the Company and acts within the scope of authority determined hereby, including performance of certain functions of the Company’s Board of Directors defined herein which, under the current laws of the Russian Federation, do not require that resolutions be passed directly at meetings of the Board of Directors.

1.4. The Committee shall operate in accordance with the Company’s Charter, this Regulation and other Company bylaws.

In its activity the Committee shall be governed by the requirements of current Russian laws, the Company’s Charter and bylaws, resolutions of general meetings, and the listing rules of the trade organiser that admitted the Company’s securities to organised trading, and shall follow the recommendations of the Corporate Governance Code and best international and Russian practices for corporate governance at public joint stock companies.

1.5. The Committee shall report to the Board of Directors.

The Committee Chairperson shall inform the Chairperson of the Board of Directors about the Committee’s ongoing activity.

The Committee shall submit its final opinions and recommendations on the matters it considers to the Board of Directors.

The Committee shall submit its annual performance report to the Board of Directors in compliance with Section 6 hereof; it shall submit interim performance reports at the request of the Chairperson of the Board of Directors.

1.6. Information on the membership and activity of the Committee shall be disclosed and submitted to the Company’s shareholders in accordance with the procedure stipulated by the current laws of the Russian Federation, the Company’s Charter and bylaws, including disclosure through publication of such information in the annual report and on the Company’s website, based on the recommendations of the Corporate Governance Code.

This Regulation shall be disclosed by the Company through publication on the Company's website.

2. THE COMMITTEE'S OBJECTIVE, TASKS, FUNCTIONS AND POWERS

2.1. The Committee's objective is to facilitate efficient performance of functions by the Company's Board of Directors related to the Company's strategic development (planning) and corporate governance.

2.2. The Committee's main task shall be preliminary review of matters related to the Company's strategic development (planning) and corporate governance, and preparation of recommendations for the Company's Board of Directors aimed at:

- Identifying priority activities and development strategy for the Company
- Improving the Company's corporate governance and its practices.

2.3. To achieve this objective and perform the main task, the Committee is authorised to perform the following functions:

2.3.1. Aimed at identifying the Company's priority activities and development strategy:

- Preliminary review and providing recommendations to the Board of Directors on identifying the Company's priority activities, including the approval of the Company's financial and economic plan (budget), development strategy (strategic targets) and business plans for its core activities
- Preliminary review and providing recommendations to the Board of Directors on identifying criteria for assessing the Company's key financial and economic indicators envisaged by the Company's development strategy and business plans for its core activities
- Monitoring of implementation by executive bodies of the Company's financial and economic plan (budget), development strategy and business plans, including the review of reports submitted by the Company's executive bodies and providing recommendations to the Board of Directors on revising the Company's existing development strategy (strategic targets) and business plans for its core activities
- Preliminary review and providing recommendations to the Board of Directors on approving and revising dividend provisions based on the Company's performance (dividend policy), as well as on the matters related to distribution of profit and loss, payment (declaration) of dividends, their amount and payment procedure
- Verifying that the identified Company's business targets are viable in the long term and monitoring their achievement
- Assessment of the Company's long-term effectiveness taking into consideration its approved development strategy and main targets
- Preliminary consideration and providing recommendations to the Board of Directors on passing resolutions on the Company's membership in or withdrawal from other entities, including (if necessary) on direct or indirect acquisition and disposal of interest in other entities

- Preliminary consideration of mandatory and voluntary proposals received by the Company and providing recommendations to the Board of Directors with respect to such proposals, which should include assessment of proposed price for the securities to be purchased and potential change in their market value after the purchase, approval of plans of the person submitting a mandatory or voluntary proposal towards the Company and its employees
- Review of the financial model and business value estimation model for the Company in general and its business segments (certain activities) and providing recommendations to the Board of Directors on making necessary amendments to the Company's financial and economic plan (budget), development strategy and business plans for its core activities
- Preliminary consideration and providing recommendations to the Company's Board of Directors on matters related to establishing branches and opening representative offices of the Company, its reorganisation or liquidation, as well as establishing, reorganising and liquidating its controlled entities
- Preliminary consideration and providing recommendations to the Board of Directors on the matters related to forming and changing the corporate governance system and organisation of the Company and its controlled entities
- Preliminary consideration and providing recommendations to the Board of Directors on the matters related to reorganisation of business processes (certain activities) of the Company and its controlled entities

2.3.2. Aimed at improving corporate governance system and practices:

- Preliminary consideration and providing recommendations to the Board of Directors on approving and revising provisions on disclosing information about the Company and its activities (the Company's information policy)
- Control over compliance with the Company's information policy, including the review of reports on compliance with the Company's information policy and practical application, as well as compliance with disclosure procedure by the Company and entities under its control preliminary consideration and providing recommendations to the Board of Directors on approving the Company's annual report, including the Board of Directors report on the Company's development in priority activities
- Control over efficiency of corporate governance system (practice), assessment of the corporate governance and analysis of compliance of the corporate governance system with the Company's purpose and tasks, as well as providing recommendations to the Board of Directors on improving corporate governance system (practices) in the Company and its controlled entities
- Analysis of exercising of right by shareholders of the Company and its controlled entities, as well as efficiency of their relations with interested parties
- Consideration of matters related to preventing, identifying and resolving corporate conflicts (internal conflicts between the Company's bodies, shareholders and officers (employees) arising in their corporate relations) and providing respective

recommendations to the Board of Directors and executive bodies, including measures to prevent and resolve corporate conflicts

- Preliminary review of reports on the Company's compliance with the guidelines and recommendations contained in the Corporate Governance Code and feasibility of implementation of recommendations contained therein by the Company
- Preliminary consideration and providing recommendations to the Board of Directors on approving and revising the Company's Corporate Governance Code and monitoring compliance therewith, including the review of reports on compliance therewith and practical application
- Preliminary consideration and providing recommendations to the Company's Board of Directors on approving and revising the Regulation on the Company's Corporate Secretary
- Approval of an annual work plan for the Company's corporate secretary, review of interim reports on its implementation and providing recommendations to the Board of Directors on approving a final annual performance report of the Company's corporate secretary
- Analysis of the level of available regulations for the corporate governance system and procedure of information interaction at all levels of the Company's management, including with interested parties, as well as providing corresponding recommendations to the Board of Directors
- Preliminary review and providing recommendations to the Board of Directors on the matters related to the approval of the Company bylaws with respect to the Company's strategic development (planning) and corporate governance, whose approval is referred to the competence of the Board of Directors
- Control over and assessment of compliance with the Company's ethical principles and corporate values envisaged by its bylaws and submitting a respective report and recommendations to the Board of Directors
- Control over and assessment of efficiency of procedures to ensure compliance by the Company with current laws and listing rules of the trade organiser that admitted the Company's securities to organised trading pertaining its requirements to the Company's corporate governance and providing respective recommendations to the Board of Directors
- Preliminary review and providing recommendations to the Board of Directors on the matters related to increasing or decreasing the Company's charter capital, placing shares, bonds and other equity securities, splitting and consolidating outstanding shares, buying the Company's outstanding shares, bonds and other equity securities, as well as determining offering price and call price for the Company's placed shares, bonds and other equity securities (split and consolidation ratio)
- Preliminary review and providing recommendations to the Board of Directors on the matters related to approving a resolution on (additional) issue of equity securities,

prospectus and placement report for the Company's (additional) issue of equity securities, and amending them

- Preliminary review and providing recommendations to the Board of Directors on the matters related to passing resolutions on authorisation or subsequent approval of transactions in cases envisaged by current laws of the Russian Federation and the Company's charter
- Preliminary review and providing recommendations to the Board of Directors on the matters related to passing resolutions on determining the property price (monetary value) in cases envisaged by current laws of the Russian Federation and the Company's charter
- Preliminary review and providing recommendations to the Board of Directors on the matters related to listing and delisting of the Company's shares and other equity securities
- Preliminary review and providing recommendations to the Company's Board of Directors on the matters related to passing resolutions on convening annual and extraordinary general meetings of the Company, as well as other matters referred to the scope of authority of the Company's Board of Directors in accordance with provisions of current laws and the Company's charter and related to preparing and holding a Company's general meeting
- Preliminary review and providing recommendations to the Board of Directors on the matters related to determining the position of the Board of Directors on the Company's general meeting agenda and reasons for passing respective resolutions, including with respect to material corporate actions
- Preliminary review and providing recommendations to the Company's Board of Directors on the matters related to approving the Company's registrar and terms of agreement and termination of agreement with it.

2.4. The Board of Directors may, at its discretion, request that the Committee submit recommendations and opinions on any matters within the scope of authority of the Board of Directors and related to its strategic development (planning) and corporate governance.

The Committee may, at its discretion, submit its recommendations and opinions on any matters within the scope of authority of the Board of Directors and related to the Company's strategic development (planning) and corporate governance.

2.5. In order to perform the functions assigned to it, the Committee may:

- Request and obtain from the Company's bodies and officers (employees) oral and written explanations required to perform the Committee's functions
- Request and obtain from the Company's bodies and officers (employees) information and documents related to the business of the Company and legal entities controlled by the Company, required to perform the Committee's functions
- Invite members of the Company's executive bodies and the Company's officers (employees), the corporate secretary, and, subject to prior approval by the Chairperson

of the Board of Directors, engage independent consultants (experts) to prepare materials and recommendations on the Committee agenda

- Monitor the implementation of Board and Committee resolutions on matters related to the Company’s strategic development (planning) and corporate governance
- Submit recommendations on amendments and addenda to this Regulation to the Board of Directors.

2.6. While performing the functions assigned to it, the Committee shall:

- Submit opinions and recommendations on matters considered by the Committee in a timely fashion (prior to consideration of the relevant matters by a meeting of the Board of Directors)
- Immediately inform the Board of Directors about its reasonable concerns and any circumstances that are irregular for the Company’s business and that became known to the Committee in connection with performance of its functions
- Submit an annual report on its performance in a timely fashion to the Board of Directors.

2.7. While preparing, considering and further reviewing the Company’s information policy, dividend policy, Regulation on the Company’s Corporate Secretary and other bylaws of the Company related to matters included by this Regulation in the Committee’s scope of authority, the Committee shall take into account the recommendations of the Corporate Governance Code, assess the viability and possibility of applying them to the Company at this stage of its development, and take them into account if they are applicable to the Company based on the current economic environment, aspects of the Company’s business operations and organisational structure and other material circumstances.

3. ELECTION PROCEDURE AND MEMBERS

3.1. The Committee consists of three (3) Board of Directors members elected for the term of powers of the relevant Board of Directors of the Company.

The Committee shall be formed (Committee members shall be elected) at the first meeting of a newly elected Board of Directors, after election of the Chairperson of the Board of Directors and assessment of compliance with independence criteria for the elected members of the Board of Directors (pursuant to Clause 3.1 of the Regulation on the Company’s Board of Directors).

3.2. Members of the Board of Directors who expressed their consent to work in the Committee shall be elected to the Committee.

Any member of the Board of Directors may be elected to the Committee.

3.3. The Committee’s activity shall be managed by its Chairperson, who is to be elected by the Board of Directors from among its members.

The Committee Chairperson shall have the knowledge and expertise required to perform the functions within the Committee’s scope of authority.

3.4. The Committee members, including its Chairperson, shall be elected by resolution of the Board of Directors at the proposal of its Chairperson.

A resolution to elect members and a Chairperson to the Committee shall be adopted by a majority vote of the Board of Directors members in attendance.

Members of the Committee may be re-elected an unlimited number of times.

A member of the Board of Directors may not head more than two standing committees of the Board of Directors. A member of the Board of Directors may be elected to an unlimited number of committees of the Board of Directors.

3.5. By resolution of the Board of Directors, the powers of all members of the Committee may be terminated early. A Committee member may abnegate his/her powers early by informing the Chairperson of the Board of Directors and the Committee Chairperson in advance in writing.

4. COMMITTEE'S PROCEEDINGS

4.1. The Chairperson shall manage the Committee's activity, ensure the most efficient performance of the functions vested in the Committee and interact on behalf of the Committee with the Company's executive bodies and officers (employees).

To ensure efficient operation, the Committee Chairperson shall perform the following functions:

- Convene and preside over the Committee meetings, identify persons to be invited to the Committee meetings, identify the list of materials (information) to be provided to the Committee members and persons invited to the Committee meetings, order the recording of minutes of the Committee meetings and sign them, be responsible for accurate and prompt recording of minutes
- Order drafting of the Committee work plans and approve them, order agendas to be compiled for the Committee meetings, work out the most efficient resolutions for items on the Committee meeting agenda
- Distribute duties among the Committee members according to the approved the Committee work plan
- Ensure cooperation of and maintain ongoing contacts with other bodies and officers (employees), including the Chairperson of the Board of Directors and Corporate secretary, in order to promptly receive the fullest and most reliable information required for Committee to approve resolutions and ensure its effective cooperation with these bodies and officers (employees) of the Company
- Ensure and/or exercise control over implementation of the resolutions passed by the Committee
- Inform the Chairperson of the Board of Directors on the Committee ongoing activity, issue, sign and present the Committee annual performance report to the Board of Directors
- Perform other functions related to the Committee activity.

The Committee Chairperson shall ensure the Committee's objectivity and encourage the open and constructive discussion of agenda items at Committee meetings and preparation of coordinated and unbiased recommendations (opinions) and reports for the Board of Directors.

4.2. At the instruction of the Board of Directors, the Committee's secretary shall familiarise newly elected members of the Committee with the Company's business and its bylaws (including the Company's corporate governance system, risk management system and internal control system, distribution of duties between executive and other bodies of the Company, and other important information about the Company's operations) in accordance with the orientation programme approved by the Chairperson of the Board of Directors.

The Committee members shall be personally involved in the Committee's work, shall not miss the Committee meetings held in the form of personal attendance without a valid reason, shall participate in discussions and voting on agenda items, and shall submit timely completed voting ballots for absentee voting on agenda items.

The Committee members shall inform the Committee secretary in advance and indicate the reason if unable to attend a Committee meeting. If a Committee member is absent from a meeting held in a form of personal attendance, such Committee member shall submit his/her opinion on the agenda items in writing.

The Committee members shall perform other obligations of the Board of Directors as stipulated by the regulation on the Company's Board of Directors, including preventing and settling conflicts of interest.

If there is no conflict of interest, the Committee members may attend the Committee meetings, participate in discussion of agenda items and vote on agenda items, review the Committee's work plan and meeting schedule in advance, and receive in a timely fashion all information (materials) from the Company and legal entities controlled by the Company that are required to pass resolutions on agenda items at Committee meetings.

The Committee's secretary, the Corporate Secretary, the Company's executive bodies and other officers (employees) shall assist Committee members in obtaining the information (materials) stipulated in this Clause.

4.3. The Committee's secretary shall provide organisational and technical support for the day-to-day work of the Committee during its meetings and between them. These functions shall be performed by the secretary of the Board of Directors or a person appointed by the Board of Directors and acting as the secretary of the Board of Directors when the secretary of the Board of Directors is temporarily absent.

To support the day-to-day work of the Committee, the Committee's secretary shall perform the following functions:

- On the instructions of the Chairperson of the Board of Directors, arrange for familiarisation of the new members of the Committee with the Company's business and its bylaws in accordance with the programme approved by the Chairperson of the Board of Directors
- Inform the Committee members and all parties concerned of approved work plans and the schedule of meetings of the Committee

- Ensure that meetings of the Committee meetings are prepared and held in compliance with this Regulation and other Company bylaws
- Participate in identifying and preparing information (materials) to be provided to the Committee members and persons invited to attend the Committee meetings
- Notify the Committee members and other parties concerned of the Committee meeting, send ballots for absentee voting and collect ballots filled out by the Committee members
- Determine if quorum is present at the Committee meetings or for absentee voting, tally votes and determine voting results on each agenda item
- Organise the provision of information (materials) about the Company’s business required for the Committee members to perform their obligations (upon their request or upon instructions from the Committee Chairperson)
- Keep minutes of the Committee meetings and ensure their safeguarding, make excerpts from minutes of the Committee meetings
- Inform the Committee members and other concerned parties about resolutions passed by the Committee and monitor implementation of the resolutions on instruction of the Committee Chairperson
- Together with the Committee Chairperson and the Company’s Corporate Secretary, draft the annual Committee performance report to be included in the Company’s annual report with due consideration for the recommendations set forth in the Corporate Governance Code
- Perform other functions regarding organisational and technical support for the day-to-day work of the Committee on instructions of the Committee Chairperson

4.4. The Company’s Corporate Secretary shall ensure that the Committee’s procedures comply with the requirements of the current laws of the Russian Federation and the Company’s Charter and bylaws and the effective functioning of the Committee (including planning and preparation of the Committee draft resolutions and preparation of proposals on improving the Committee’s functioning).

4.5. The Company’s Chief Executive Officer, through the Company’s relevant departments (at the request of the Committee Chairperson or Secretary), shall provide the equipment, premises and transportation support required to hold the Committee meetings or perform other functions of the Committee.

5. MEETINGS AND ABSENTEE VOTING

5.1. The Committee shall hold its meetings on a regular basis when needed, usually at least three times a year and in accordance with the approved Committee’s work plan. If needed, the Committee shall hold extraordinary meetings.

The Committee meetings shall be convened by the Committee Chairperson on his/her own initiative and/or at the proposal of Committee members, the Chairperson of the Board of Directors, the Company's executive bodies and its executive officers (employees).

The Committee meetings intended to make recommendations (opinions) and reports on matters planned for consideration by the Board of Directors shall be held far enough in advance to ensure timely submission of the relevant recommendations (opinions) and reports to the Board of Directors and inclusion of the relevant recommendations (opinions) and reports in the minutes of the Board of Directors.

The Committee meetings shall be held *in presentia* (joint presence of the Committee members to discuss agenda items and pass resolutions) or *in absentia* (absentee voting).

The Chairperson of the Committee shall preside over the Committee meetings; if he/she is absent, the meeting shall be presided over by a Committee member acting as chairperson during the meeting by resolution of the Committee members present at the meeting.

The form of the Committee meeting shall be determined by the Committee Chairperson depending on the importance of the agenda items and other material events requiring the Committee's resolutions.

For the Committee meetings held by voting in person, information and communication technologies (telephone and video conference calls) may be used to allow the Committee members to attend the Committee meeting virtually, discuss agenda items and adopt resolutions on motions put to a vote without attending the Committee meeting in person.

The Chairperson's decision to convene and hold a Committee meeting shall be executed as an order of the Committee Chairperson and include the following:

- Decision to convene and hold a Committee meeting (in the form of voting in person or absentee voting), as well as indication that information and communication technologies (telephone and video conference calls) may be used
- Person requesting the Committee meeting
- Date, time and place of the Committee meeting (deadline for accepting completed ballots for absentee voting), as well as email address, telephone number or other technical means of communication and postal address to which the Committee members not attending the Committee meeting may send their written opinions or ballots for absentee vote
- Wording of agenda items and proposed resolutions on them
- List of persons invited to attend the Committee meeting
- List of information (materials) to be provided to the Committee members invited to attend the Committee meeting
- Instruction to the Committee secretary to notify the Committee members of the meeting (in presentia or in the form of absentee voting) with ballots attached, and send information (materials) to be provided to the Committee members and persons invited to the Committee meeting
- Date of the resolution on holding the Committee meeting.

5.2. The list of persons invited to the Committee meeting shall be determined by the Committee Chairperson.

The Committee Chairperson if needed shall invite to the Committee meeting the members of the Company's executive bodies and other executive officers (employees) to address matters referred hereby to the scope of authority of the Committee, including the Company's Corporate Secretary.

Persons who are not members of the Committee may attend the Committee meetings solely by invitation of the Committee Chairperson.

5.3. The Committee members shall be informed about upcoming meetings and their agendas by the Committee's secretary.

The meeting notification (*in presentia* or by absentee vote), ballots and information (materials) related to the agenda and provided to the Committee members shall be sent (provided) to these persons usually no less than five (5) calendar days in advance (in normal circumstances), prior to the date of the meeting. Notification and information (materials) shall be provided sufficiently in advance so that Committee members can prepare for the meeting.

Meeting notices and other information and materials shall be sent to Committee members in writing to the mailing addresses provided by them and/or as an electronic document to the email addresses provided by them in writing to the Committee's secretary.

The Committee meeting notices shall specify:

- The full name of the Company, its seat and registered address
- The form of the Committee meeting (in presentia or by absentee voting), as well as whether or not information and communication technologies (telephone and video conference calls) may be used
- The person requesting the Committee meeting
- The date, time and place of the Committee meeting (deadline for accepting completed ballots for absentee voting), as well as the email address, telephone number or other technical means of communication and postal address to which members absent from the meeting may send their written opinions or ballots for absentee voting
- The wording of agenda items and proposed draft resolutions
- List of persons invited to attend the Committee meeting
- List of information (materials) to be provided to the Committee members and persons invited to attend the Committee meeting.

5.4. The Committee shall be duly constituted (have quorum) if attended by not less than half of the elected Committee members.

The written opinion of a Committee member who is absent from a Committee meeting, as well as the opinions of Committee members present at the meeting by means of information and communication technology (conference and video communication), shall be taken into account when calculating the quorum and voting results on agenda items at Committee meetings held *in presentia*.

5.5. The Committee meetings, including those held by absentee voting, shall pass resolutions by a majority of votes of members attending the Committee meeting (absentee voting).

Voting at the Committee meetings shall be by show of hands and roll call.

Each member of the Committee shall have one vote. A Committee member may not transfer voting right to another person, including another member of the Committee.

If voting results in a tie on a resolution to be adopted by the Committee, the Committee Chairperson shall cast the deciding vote.

5.6. Minutes shall be kept at every Committee meeting, including those held by absentee voting. Minutes of the Committee meetings shall be made within three (3) days of the date of a meeting *in presentia* or by the end date for accepting filled-out ballots for absentee voting.

The Committee's secretary and Chairperson (or acting Chairperson) shall sign the minutes of the Committee meeting.

Minutes of the Committee meetings shall be made in writing and contain the following information:

- 1) Full name of the Company, its seat and address
- 2) Form of the meeting
- 3) Date, time and place of the meeting (deadline for accepting voting ballots for absentee vote)
- 4) Information about persons attending the meeting and quorum
- 5) Agenda
- 6) Items put to a vote
- 7) Voting results for each agenda item, including information about persons who voted in favour of or against a resolution or who abstained from voting
- 8) Resolutions adopted
- 9) Information about the persons who tallied votes
- 10) Information about the persons who signed the minutes
- 11) Date of the minutes
- 12) Appendices.

Individual the Committee members may request that their opinions on agenda items be included in or attached to the minutes of the Committee meeting as an integral part of those minutes.

Within two (2) business days of signing the minutes of a Committee meeting held in the form of absentee voting, the Committee's secretary shall inform Committee members about the resolutions passed by the meeting.

Minutes of a Committee meeting containing final opinions and recommendations on matters considered by the Committee shall also be sent to the Chairperson of the Board of Directors.

The Committee's secretary shall ensure the safekeeping of the minutes of the Committee meetings and their availability for all members of the Board of Directors.

Any Committee member may request an excerpt from the minutes of a Committee meeting certified by the signature of the Committee's secretary and/or of the Committee Chairperson.

5.7. The Committee may adopt resolutions by absentee vote.

In order to adopt a resolution by absentee vote, the Committee's secretary, acting on instructions from the Committee Chairperson, shall send the Committee members an absentee ballot specifying the deadline for accepting completed ballots, the wording of agenda items put to a vote and draft resolutions on the agenda items put to a vote, voting options for agenda items put to a vote (aye, nay, abstain), and any other information (materials) to be provided to the Committee members.

When tallying the results of an absentee vote, ballots received before the deadline for accepting completed ballots as specified on the ballot shall be counted

5.8. Any matters and documents discussed and addressed at Committee meetings and information about resolutions passed by the Committee shall be classified as the Company's confidential information (including information constituting the Company's trade secrets) and may not be disclosed unless otherwise provided for by mandatory requirements of Russian Federation law (peremptory norms).

The Company may disclose the above information with due consideration for the Company's Corporate Governance Code and information policy.

6. REPORTING, PERFORMANCE EVALUATION AND REMUNERATION OF COMMITTEE MEMBERS

6.1. The effectiveness of the Committee and its members shall be assessed when the Board of Directors reviews the Committee's annual performance report and during assessment of the Board's effectiveness.

The Committee's annual performance report shall be submitted to the Board of Directors by 20 March of each year, and shall include information on the Company's compliance with requirements for the Committee's composition, the number and form of the Committee meetings, the participation of Committee members in meetings (absentee voting), information on implementation of the Committee's work plan (if approved) and key matters considered by the Committee during the reporting period, and also information on opinions and recommendations submitted to the Board of Directors and other results of consideration of key matters.

As a rule, the following materials are included in the Committee's annual performance report or are submitted additionally:

- The Committee's opinion and recommendations regarding the assessment of implementation by the executive bodies of the Company's financial and economic plan (budget), development strategy and business plans for core activities, and

recommendations on revising the Company's existing strategy and business plans for core activities

- The Committee's opinion on the assessment of effectiveness of the corporate governance system (practice), and recommendations regarding improvement of the corporate governance system (practice) within the Company and its controlled entities
- The Committee's opinion on compliance with the Company's information policy and its application, disclosure of information about the operation of the Company and its controlled entities, and recommendations regarding improvement of the procedure of disclosing such information
- The Committee's opinion and recommendations regarding the preliminary review of the report on the Company's compliance with the guidelines and recommendations contained in the Corporate Governance Code and feasibility of implementation of recommendations contained therein by the Company.

Assessment of the Committee's performance includes assessment of the professional and personal qualities of its members, their commitment, independence and impartiality in considering the matters within the scope of the Committee's authority, teamwork and the extent of personal involvement in the Committee's work, and other factors affecting the Committee's efforts.

6.2. The amount of remuneration and reimbursable expenses (compensation) payable to members of the Board of Directors who are members of the Committee shall be determined by resolution of the Company's general meeting with consideration for the Regulation on the Company's Board of Directors and the Company's policy for remuneration and/or reimbursement (compensation) payable to members of the Board of Directors, executive bodies, and other key executive officers (employees) of the Company.

7. FINAL PROVISIONS

7.1. Any resolution to approve, amend or terminate this Regulation shall be passed by the Company's Board of Directors.

Proposals to make amendments hereto shall be made by the Chairperson of the Board of Directors or a representative of the Committee based on results of reviewing the annual Committee performance report by the Board of Directors and/or other assessment of the Committee's effectiveness.

7.2. This Regulation shall enter into force upon its approval by the Board of Directors and shall remain in effect permanently until its termination or approval of a new version.

7.3. Should any clauses of this Regulation for any reason come into conflict with regulatory requirements imposed on the Company by Russian Federation law (imperative provisions), such clauses of the Regulation shall become invalid, and the Company shall be governed by current Russian law until corresponding changes are introduced to this Regulation.