

APPROVED
by the Extraordinary General Shareholders Meeting
of the Moscow Exchange
on 2024 (2025, Minutes No).
Chairman of the Extraordinary General Shareholders Meeting

REGULATIONS
on the Executive Board
of Public Joint-Stock Company
Moscow Exchange MICEX-RTS

Moscow

- Отформатировано: слева: 3 см, Расстояние от края до нижнего колонтитула: 0,01 см
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто, английский (Соединенное Королевство)
- Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Запрет висячих строк, Поз.табуляции: 2,25 см, по левому краю
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: черный, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: черный, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, Цвет шрифта: черный, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, 12 пт
- Отформатировано: Шрифт: Tahoma, 12 пт, английский (Соединенное Королевство)
- Отформатировано: Шрифт: Tahoma, 12 пт
- Отформатировано: Шрифт: Tahoma, 12 пт
- Отформатировано: Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю
- Отформатировано: Шрифт: Tahoma, 12 пт
- Отформатировано: Шрифт: Tahoma, 12 пт
- Отформатировано: Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю
- Отформатировано: Шрифт: Tahoma
- Отформатировано: Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю
- Отформатировано: По центру, Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю
- Отформатировано: Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

2024

2025

1. GENERAL PROVISIONS

1.1. These Regulations on the Executive Board of Public Joint-Stock Company "Moscow Exchange MICEX-RTS" (hereinafter the "Regulations") have been drawn in compliance with ~~the relevant effective legislation of the Russian Federation, including~~ the Civil Code of the Russian Federation, the Federal Law on Joint Stock Companies, other laws and legal acts of the Russian Federation, the Charter of Public Joint-Stock Company "Moscow Exchange MICEX-RTS" (hereinafter the "Company") and other internal documents of the Company.

1.2. The Regulations establish timelines and procedure for ~~convening, preparing and holding meetings of~~ the Executive Board, ~~the procedure for decision-taking by the Executive Board, to develop and adopt its resolutions, outlines~~ the rights and obligations of the Executive Board members and stipulates other matters related to the activities of the Executive Board.

1.3. In its activities, the Executive Board will be guided by the effective legislation of the Russian Federation, the Company Charter, these Regulations and other internal documents of the Company, as well as the decisions by the General Meeting of Shareholders and the Company Supervisory Board.

If the Executive Board encounters, in its activities, matters unregulated by the above acts, documents and resolutions, such matters shall be resolved in such a manner that decisions adopted shall not be detrimental to the interests of the Company.

1.4. The Executive Board is a collegiate executive body for the Company managing day-to-day activities of the Company.

1.5. The Executive Board shall report to the Supervisory Board and the General Meeting of Shareholders of the Company.

1.6. The key functions of the Executive Board shall be the following:

- management of day-to-day financial, economic and business activity of the

Отформатировано: Шрифт: Tahoma

Отформатировано: По центру

Company in line with the terms of reference of the Executive Board;

- ensuring good financial and business performance of the Company;
- developing proposals on the Company strategy and securing implementation of the Company strategy;
- growing top priority streams of the Company activity;
- securing exercise and protection of shareholder rights as well as facilitating corporate conflict resolution.

1.7. The terms of reference of the Executive Board are established by the Company Charter.

1.8. The Supervisory Board shall stipulate qualification and other requirements to Executive Board members; at that, an Executive Board member will be a highly-qualified expert in its area, have higher education, an impeccable reputation ~~and no criminal record in economic crimes or crimes against the state power and, have no unexpunged or unspent convictions for intentional criminal offences, and will~~ meet the requirements established by the statutory and other legal acts relating to financial markets.

1.9. Executive Board members may be re-elected an unlimited number of times.

1.10. The Supervisory Board of the Company shall be authorised to take, at any time, a decision to:

- terminate the powers of the Chairman of the Executive Board, of an individual

Executive Board member or all Executive Board members;

- change the number of the Executive Board members;
- elect new Executive Board members.

~~4.11. 1.11.~~ The members of the Executive Board shall sign a simple electronic signature (SES) consent. The documents specified in these ~~Provisions (written opinions, Regulations (dissenting opinions, ballots, notices and other documents,~~ except for the agenda and minutes) may be created in an electronic form through a voting software or with the use of other IT systems (e-voting software) and signed by the SES (hereinafter referred to as "Electronic Documents"). Electronic Documents shall constitute an electronic signature of a member of the Executive Board if they are signed using electronic voting software, given sufficient security and protection, and the identification and/or authentication of members of the Executive Board. The use of a simple electronic signature for signing electronic documents creates legal consequences similar to those of handwritten signatures in accordance with the

Отформатировано: Верхний колонтитул, Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Уровень 3, Отступ: Слева: 0 см, Первая строка: 1,25 см, Справа: 0 см, маркированный + Уровень: 1 + Выводить по: 1,89 см + Отступ: 2,52 см, Не изменять интервал между восточноазиатскими и латинскими буквами, Не изменять интервал между восточноазиатскими буквами и цифрами, Поз.табуляции: 1 см, по левому краю + 1,25 см, по левому краю + 1,62 см, по левому краю + нет в 2 см

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Times New Roman, 11,5 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Times New Roman, 11,5 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Times New Roman, 11,5 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Times New Roman, 11,5 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Times New Roman, 11,5 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

requirements of the Russian Federation legislation. All Electronic Documents and/or information created and signed as described in this paragraph shall be communicated by the members of Executive Board electronically via voting software.

2. CHAIRMAN AND SECRETARY OF EXECUTIVE BOARD

2.1. The Chairman of the Executive Board is a sole executive body of the Company also performing functions of the Chairman of the collegiate executive body of the Company, i.e. the Executive Board.

2.2. The Chairman of the Executive Board shall manage the efforts of the Executive Board, preside over in-person meetings of the Executive Board, and report to the Supervisory Board on his own performance and that of the Executive Board. The Chairman of the Executive Board shall annually submit reports on his performance and that of the Executive Board for approval by the Supervisory Board.

2.3. In the absence of the Chairman of the Executive Board, in-person meetings of the Executive Board shall be chaired by the person acting as Chairman of the Executive Board.

2.4. Functions of the Chairman of the Executive Board:

The Chairman of the Executive Board, and, in his absence, a person acting in that capacity, shall:

- ~~organise~~organize the ~~activities~~work of the Executive Board;
- ~~convene and decide on the conduct of the in-person meeting or absentee voting option for decision-making by the Executive Board;~~
- ~~take chair at the Executive Board in-person meetings of the Executive Board;~~
- ~~determine the form, venue and time of the meetings as well as the possibility of remote participation at the meeting if it is held in the form of joint presence;~~
- ~~approve~~ (determine the method for decision-making, the date and time of in-person meeting, and if voting at the in-person meeting is combined with absentee voting procedures, also time on the date of in-person meeting (unless the earlier date is set), the deadline for voting ballots acceptance, in the case of absentee voting, the deadline for accepting voting ballots, as well as the voting method(s) for the in-person meeting or absentee voting, as specified in 7.4 and 8.3 of the Regulations, respectively;
- determine whether it is possible to participate in the in-person meeting

Отформатировано: Шрифт: Times New Roman, 11,5 пт, английский (США)

Отформатировано: Шрифт: Tahoma, Цвет шрифта: черный, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)
Отформатировано: Шрифт: Tahoma, не полужирный, английский (США)

Отформатировано: По центру, Нет, Отступ: Слева: 0 см, Первая строка: 1,25 см, интервал Перед: 12 пт, после: 12 пт, Поз.табуляции: 2,25 см, по левому краю + нет в 5,21 см

Отформатировано: Шрифт: Tahoma

Отформатировано: Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: черный

Отформатировано: Шрифт: Tahoma, Цвет шрифта: черный

Отформатировано: Верхний колонтитул, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, По ширине, Уровень 3, Отступ: Слева: 0 см, Первая строка: 1,25 см, маркированный + Уровень: 1 + Выровнять по: 1,89 см + Отступ: 2,52 см, Не изменять интервал между восточноазиатскими и латинскими буквами, Не изменять интервал между восточноазиатскими буквами и цифрами, Поз.табуляции: 1 см, по левому краю + 1,25 см, по левому краю + 1,62 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, По ширине, Уровень 3, Отступ: Слева: 0 см, Первая строка: 1,25 см, маркированный + Уровень: 1 + Выровнять по: 1,89 см + Отступ: 2,52 см, Не изменять интервал между восточноазиатскими и латинскими буквами, Не изменять интервал между восточноазиатскими буквами и цифрами, Поз.табуляции: 1 см, по левому краю + 1,25 см, по левому краю + 1,62 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: По центру

remotely at its designated location or without specifying a specific venue, as well as a procedure to get access for remote participation;

- determine the venue of the in-person meeting (except for in-person meetings with a remote participation option, where no venue is specified);

- sign the meeting's agenda for the Executive Board;

- make a determine the list of invitees to individuals to be invited to participate in the in-person meeting of the Executive Board to be held in a joint attendance format;

- manage discussion of agenda items discussions at the in-person meetings and hear the opinions of individuals invited to participate in the in-person meetings;

- arrange for maintenance manage the creation of the minutes, that outline the results from the conducted in-person meeting or the absentee voting procedure (hereinafter referred to as the "Minutes") and sign minutes of off on the meetings as well as Minutes;

- sign the documents requiring consent from the Executive Board;

- represent the Executive Board in interaction with the Supervisory Board and other bodies and individuals;

- prepare a report and give a summary of his activity and that of the Executive Board as well as the actions taken to the Supervisory Board;

- perform other functions provided for as assigned by the effective current legislation, the Company Charter and the Company's in-house of Moscow Exchange, other internal documents of the Company and these Regulations.

2.5. Documentary and technical support to the activities of the Executive Board shall be provided by the Secretary of the Executive Board.

2.6. The Secretary of the Executive Board shall be appointed by decision of the Chairman of the Executive Board. The Chairman of the Executive Board shall be authorised to terminate, at any time, the powers of the Secretary of the Executive Board and appoint a new Secretary of the Executive Board. During a temporary absence of the Secretary of the Executive Board, his/her functions shall be performed by another individual appointed by decision of the Chairman of the Executive Board.

The Head of the structural unit performing the functions of the Corporate Secretary of the Company may, at the same time, perform the functions of the Secretary of the Executive Board.

2.7. The Secretary of the Executive Board shall perform his/her functions and

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, По ширине, Уровень 3, Отступ: Слева: 0 см, Первая строка: 1,25 см, маркированный + Уровень: 1 + Выровнять по: 1,89 см + Отступ: 2,52 см, Не изменять интервал между восточноазиатскими и латинскими буквами, Не изменять интервал между восточноазиатскими буквами и цифрами, Поз.табуляции: 1 см, по левому краю + 1,25 см, по левому краю + 1,62 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: По центру

discharge his/her duties in compliance with these Regulations, the internal documents of the Company and instructions by the Chairman of the Executive Board.

2.8. Functions of the Secretary of the Executive Board:

2.8.1. The Secretary shall secure organisational and technical preparation for in-person meetings of the Executive Board or absentee voting procedures, including the following:

- ~~acceptance of receiving requests to convene meetings of for holding the~~ Executive Board ~~and documents required to design an agenda and prepare meetings of in-person meeting or absentee voting procedure for decision-making by the~~ Executive Board, ~~and handles the required documents for agenda formation and preparation of Executive Board~~ in-person meetings or absentee voting options;

- drafting an action plan for the Executive Board and Executive Board's agenda ~~for meetings of the Executive Board~~ and their submission to the Chairman of the Executive Board;

- notifying the Executive Board members of upcoming Board in-person meetings or absentee voting procedures, and informing members of the Executive Board and invitees about holding of meetings ~~invited persons of the Executive Board (including those by absentee voting), communicating~~ in-person meeting's scheduling; distributing the agenda and relevant materials relating to the for each agenda items as well as item; providing voting ballots if a where voting at the in-person meeting is held by combined with absentee voting; ~~procedures or when absentee voting procedures are conducted independently;~~

- counting votes (computing voting returns) on the agenda items of an Executive Board in-person meeting, accepting voting ballots filled in by members of the Executive Board on items voted upon ~~by absentee voting where voting at the in-person meeting is combined with absentee voting procedures or when absentee voting procedures are conducted independently;~~

- securing drafting ~~minutes of the Executive Board meetings~~ Board's Minutes and submitting them for signing to the Chairman of the Executive Board or ~~another individual presiding over the meeting~~ acting in that capacity;

- supervising execution of documents submitted for consideration and approval by the Executive Board in compliance with internal documents of the Company;

- providing organisational and technical assistance to the members of the

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Поз.табуляции: 2,25 см, по левому краю + нет в 2 см

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, маркированный + Уровень: 1 + Выровнять по: 3,16 см + Отступ: 3,79 см, Поз.табуляции: 1,5 см, по левому краю + нет в 1,31 см

Отформатировано

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано

Отформатировано

Отформатировано

Отформатировано

Отформатировано

Отформатировано

Отформатировано

Отформатировано

Отформатировано

Отформатировано

Отформатировано

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: По центру

Executive Board in preparing for the conduct of Executive Board in-person meetings or absentee voting procedures.

2.8.2. Securing recording and safekeeping of the minutes of the Executive Board [meetings] Board's minutes and materials thereto, including:

- maintaining a register of the minutes of Executive Board meetings Board's minutes, preparing and disseminating extracts from the minutes of the Executive Board meetings Board's minutes in accordance with the procedure established by the in-house documents of the Company;

- authenticating copies of minutes of the Executive Board meetings Board's minutes /extracts from minutes of the Executive Board meetings Board's minutes, as well as documents approved by the Executive Board;

- maintaining records, systematising and safekeeping Supervisory Board's minutes and materials thereto issued in electronic form;

- recording, systematising and safekeeping electronic copies of the minutes of the Executive Board meetings and materials thereto;

- recording, systemising and safekeeping master copies of Board's minutes of Executive Board meetings and materials thereto as well as their transfer to the archive;

- facilitating supervision over implementation of the Executive Board's decisions.

2.9. The Secretary of the Executive Board shall be authorised to request any requisite information and documents from the structural units of the Company on matters within the jurisdiction of the Executive Board.

3. RIGHTS, DUTIES AND RESPONSIBILITIES OF MEMBERS OF THE EXECUTIVE BOARD

3.1. In the discharge of their functions, members of the Executive Board shall be entitled to:

- get from the officers and staff of the Company all needed information, documents and materials, save for information to which access is limited in compliance with the statutory requirements, other legal acts of the Russian Federation and the internal documents of the Company;

- participate in in-person meetings of the Executive Board or absentee voting procedures, freely express their opinion, vote on all agenda items, request that their

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю + нет в 1,25 см

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: черный

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, Цвет шрифта: Авто

Отформатировано

Отформатировано

Отформатировано

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано

Отформатировано

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

written dissenting opinion on agenda items and decisions adopted be attached to the ~~minutes of the Executive Board meeting~~ Board's minutes or ~~entered into the minutes of the Executive Board meeting~~ Board's minutes;

- ~~propose items for inclusion on the agenda of Executive Board meetings~~ Board's agenda, and request to ~~convene meetings~~ hold in-person meetings or conduct absentee voting procedures for decision-making by the Executive Board;

submit a written opinion ~~on agenda items of Executive Board meetings which he/she will be unable to attend~~;

- ~~express in writing his/her disagreement with the decisions byin dissent from~~ resolutions of the Executive Board and communicate it to the Chairman of the Executive Board and the Supervisory Board;

- familiarise with ~~minutes of the Executive Board meetings as well as~~ Board's minutes and minutes of consultancy and advisory bodies under the Executive Board and receive copies of such minutes;

- attend ~~Shareholders' generalin-person~~ meetings of the General Meeting of Shareholders, answer questions related to the activities of the Company asked by participants to such in-person meetings;

- exercise other rights provided for under the legislation of the Russian Federation as well as their respective employment contracts.

3.2. ~~Members of the Executive Board shall be obligated to~~;

- act in the interests of the Company, exercise their rights and discharge their duties with respect to the Company reasonably and in good faith;

- implement decisions adopted by General Meeting of Shareholders during in-person meetings, the Supervisory Board and the Executive Board;

- refrain from actions which shall or may potentially lead to a conflict between their personal interests and those of the Company, and ~~in anthe~~ in the event such conflict arises ~~to disclose information about it to the Executive Board and the Supervisory Board~~, take steps to comply with the procedure for actions required to conclude transactions where a member of the Executive Board is a related party;

- actively participate in in-person meetings of the Executive Board (including attendance at the in-person meetings, participation in discussions of the agenda items as well as taking decisions on agenda items by voting~~); or absentee voting procedures for decision-making by the Executive Board (including completion and submission of voting ballots)~~);

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Справа: 0 см, интервал после: 1,25 пт, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю + нет в 1,3 см

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Отступ: Первая строка: 1,25 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю + нет в 1,3 см

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

- not to disclose ~~or and not to use in his/her interests or in the interests of the third parties any~~ confidential information ~~or concerning the Company~~ company, or insider information ~~for self-interest or third-party interest~~;

- keep confidential such information that became available to an Executive Board member in the discharge of his/her duties;

- take reasoned decisions, make assessment of risk and potential onset of adverse consequences for the Company;

- abstain from voting on matters where he/she has an interest in decisions thereon and promptly disclose his/her interest and its substantiation to the Executive Board;

- carry out instructions by the Supervisory Board and the Executive Board in good faith and in a timely manner;

- prepare and submit matters within his/her authority for review by the Executive Board;

- annually submit reports on his/her performance to the Supervisory Board of the Company;

- disclose personal information according to the procedure and on the grounds provided for by the effective legislation of the Russian Federation and these Provisions Regulations and communicate, in a timely manner, all changes in the disclosed information;

- promptly familiarise with the contents of the Company in-house regulations internal documents and comply with the requirements of such documents;

- participate in working groups formed by the Executive Board;

- discharge perform such other duties provided for functions as assigned by the effective legislation current laws and regulatory acts regulations of the Russian Federation, the Company Charter, these Regulations and other internal documents of the Company.

3.3. Members of the Executive Board shall not have the right to establish or participate (acquire shares, interest, stakes) in legal entities competing with the Company.

3.4. Members of the Executive Board of the Company shall be obligated to disclose the following information as well as communicate it to the Company:

- entities which he/she, his/her spouse, parents, children, siblings (including half-sisters and half-brothers), adoptive parents and adopted children, and (or) their

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Отступ: Первая строка: 1,25 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю + нет в 1,3 см

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, 12 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

controlled entities, control or are eligible to issue binding instructions;

- entities whose management bodies he/she, his/her spouse, parents, children, siblings (including half-sisters and half-brothers), adoptive parents and adopted children, and (or) persons controlled by them are members of;

~~— deals he/she is aware of to be executed or proposed for execution in accomplishment of which they may be recognized to have interest;~~

- legal entities in whose management bodies they intend to hold positions;

- on deals known to them or contemplated deals of the Company where the Executive Board members may be deemed related parties ~~pursuant to the legislation of the Russian Federation;~~

- any information on existing or potential conflict of interest of the Executive Board members and the Company;

- any other information, data and documents required by the Company and the Executive Board members to comply with the statutory requirements of the Russian Federation.

3.5. A member of the Executive Board may not accept gifts or any other forms of direct or indirect benefits intended to unlawfully influence/induce a member of the Executive Board to act improperly in their official role/job duties/functions.

3.6. Executive Board members shall bear responsibility to the Company for losses inflicted on the Company by their wrongful acts (omissions) unless other grounds and the extent of responsibility are established by federal laws.

At that, Executive Board members who voted against a decision resulting in losses to the Company or did not participate in the voting shall not bear responsibility.

3.7. Acting on instructions by the Supervisory Board of the Company, the Executive Board shall prepare and submit for review to the Supervisory Board reports on business plan and budget execution, financial and operating performance, key risks, the Company's competitive environment, effectiveness of its internal control procedures and material deals as well as other reports on the Company's activities.

4. ~~PROCEDURE FOR CONVENING AND PREPARING EXECUTIVE BOARD MEETINGS~~THE PREPARATION FOR THE EXECUTIVE BOARD IN-PERSON MEETING OR ABSENTEE VOTING

4.1. Meetings~~Resolutions~~ of the Executive Board ~~shall~~may be ~~held~~adopted

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: 12 пт

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю + нет в 1,3 см

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю + нет в 2,39 см

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Отступ: Слева: 1,25 см, Справа: 0 см, Поз.табуляции: 2,25 см, по левому краю + нет в 2,39 см

Отформатировано: Шрифт: Tahoma, английский (США), не все прописные

Отформатировано: Шрифт: Tahoma, английский (США), не все прописные

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

either during in-person meetings or through absentee voting procedures. Voting at an in-person meeting of the Executive Board may be combined with absentee voting procedures. The Chairman of the Executive Board, or a person acting in that capacity, decides whether voting at an in-person meeting can be combined with absentee voting options.

4.1.4.2. The Executive Board in-person meetings or absentee voting procedures are conducted as appropriate it deems necessary, but at least once (1) a per month and shall be convened. The decision to hold an Executive Board in-person meeting or an absentee voting procedure is made by the Chairman of the Executive Board or an individual acting in such capacity at his/her own initiative or as requested by an Executive Board member.

MeetingsIn-person meetings of the Executive Board shall be held, as a rule, at the location of the Company, but by decision of the Chairman of the Executive Board, such in-person meetings may be held outside the location of the Company.

4.2.4.3. MeetingsIn-person meetings of the Executive Board may be scheduled and unscheduled.

4.3. Meetings of the Executive Board may be held by joint attendance of the Executive Board members as well as in absentia (without joint attendance by the Executive Board members by way of absentee voting) using an absentee ballot.

Meetings in the form of joint presence may incorporate electronic or technological tools to enable Executive Board members to join distantly, engage in discussions about agenda topics, and cast their votes on the items presented. When reliable identification (authentication) methods are used, attending a meeting of the Executive Board distantly will be treated the same as attending in person.

4.4. Participation in Executive Board in-person meetings may be conducted remotely using electronic or other technical means, provided that the methods employed ensure reliable identification of the individual participating remotely; and allow such an individual to contribute to discussions of agenda items and cast votes on matters put to a vote. The Executive Board in-person meeting with remote participation may be held either with the option for in-person attendance at its designated location or without specifying a specific venue.

The reliable identification of individuals participating remotely in Executive Board in-person meetings is ensured through authentication of the corporate account holder via login and password verification when using internal corporate systems, or through

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: нет в 2,25 см

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

video imagery of the participant's face when using external systems for remote participation in the Executive Board in-person meeting.

An absentee voting procedure for decision-making by the Executive Board is conducted through the distribution of voting ballots, including via electronic or other technical means. A voting ballot is a document that reflects the voting intentions of the members of the Executive Board.

4.4.4.5. A schedule of the Executive Board shall be designed in accordance with the procedure provided for by internal documents of the Company.

4.5.4.6. Proposals to include items in the agenda of the Executive Board in-person meetings may be put forward by the Executive Board members or by the leads of business units. Proposals to include items in the agenda of the Executive Board in-person meetings shall be sent to the Secretary of the Executive Board. All requisite materials shall be sent together with proposals on the agenda items.

4.6.4.7. The Chairman of the Executive Board or an individual a person acting in his capacity shall specify determine:

- the format method of the meeting decision-making;
- the date, venue and time of the meeting and an option to participate remotely if the meeting is held in-person meetings, time on the form date of joint presence;
- the deadline for acceptance of in-person meeting (unless earlier date is set) on which voting ballots and will no longer be accepted (where voting method(s) as specified in 8.4. of these Provisions if the meeting is held in the form of absentee voting;
- the voting methods as specified in 7.4. of these Provisions.
- The agenda of at the Executive Board meeting in-person meeting is combined with an absentee voting option, the deadline for accepting voting ballots in case of absentee voting);

- whether it is possible to participate in the in-person meeting remotely at its designated location or without specifying a specific venue, as well as a procedure to get access for remote participation;

- the venue of the in-person meeting (except for remote participation meetings, where no venue is specified);

- the mailing address and email address to which completed voting ballots may be drawn up either on paper, or in submitted, along with signing methods applicable to

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma

Отформатировано: Верхний колонтитул, Отступ: Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma, 12 пт

Отформатировано: По центру

such voting ballots (where voting is conducted using ballots), and the option to fill out and submit voting ballots electronically, using electronic form or other technical means; - the method(s) of voting during an in-person meeting or absentee voting as specified in paragraph 7.4 and paragraph 8.4 hereof, respectively.

The agenda of the Executive Board meeting can be drawn up either in paper or electronic form. The Executive Board's agenda drawn up in electronic form shall be signed with encrypted and certified digital signature of the Chairman of the Executive Board of the Company. The agenda of the Executive Board meeting Board's agenda drawn up in electronic form may be signed with an EQES of the person acting as the Chairman of the Executive Board of the Company, if he/she has such a signature. If the person acting as the Chairman of the Executive Board of the Company has no EQES, the agenda shall be drawn up on paper and signed with a handwritten signature. The agenda signed by with the EQES of the Chairman of the Executive Board or a person acting as the Chairman of the Executive Board shall have the same legal effect as paper documents signed in person.

4.7.4.8. After approval by the Chairman of the Executive Board of the Company or a person acting in his that capacity reconciles regarding the agenda of the items, and the determination of the method for the Executive Board's decision-making, along with the dates and times of the in-person meeting and decides on its format, date, time and, the venue, (except for a meeting with a remote participation option where no venue is specified), and the voting ballot submission deadline (in cases of combined voting at in-person meetings and conducting absentee voting alone), the Secretary of the Executive Board shall send a notice (an information letter) distributes notifications to the Executive Board members in accordance with the procedure provided for under the in-house Company's internal documents of the Company, specifying the following:

- the format method of the meeting decision-making;
- the date, venue and time of the in-person meeting and an, as well as the option to participate remotely (if for remote participation: the meeting is held in a joint attendance format);
- the deadline for acceptance of accepting voting ballots (where, which is the date and time of the meeting is held in absentia);
- person meeting (if no earlier date has been established), when combining in-

Отформатировано: Шрифт: Tahoma, 12 пт

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Times New Roman, 11,5 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

person voting at the in-person meeting with an absentee voting option;

- date on which voting ballots will no longer be accepted (in case of absentee voting procedures);

- method of voting.

The following documents shall be attached to the notice (the information letter):

- the in-person meeting agenda reconciled with the Chairman of the Executive Board;

- explanatory notes substantiating the need to adopt the proposed decision/resolution and other requisite information materials on the agenda items including draft resolutions (wordings) on the agenda items put to the vote;

- voting ballots (where voting at the in-person meeting is held in absentia or where voting takes place in a joint attendance format combined with absentee voting ballots procedures or when absentee voting procedures are conducted independently);

A notice (an information letter) on the in-person meeting of the Executive Board or absentee voting together with other materials on the in-person meeting's agenda shall be sent to each member of the Executive Board by e-mail or using software for e-voting, or served in person against signature. A notice (an information letter) with all requisite materials on the Executive Board in-person meeting may be sent to other individuals invited or entitled to participate in the in-person meeting by decision of the Chairman of the Executive Board or an individual acting in his capacity.

4.8.4.9. By permission of the Chairman of the Executive Board or a person acting in his capacity, materials and documents required for review of agenda items at the Executive Board in-person meeting may be sent to the Executive Board members after the deadline provided for under these Provisions-Regulations.

4.9.4.10. Convening and holding Holding of unscheduled in-person meetings of the Executive Board or absentee voting, inclusion of unannounced items on the agenda of scheduled Executive Board in-person meetings, transferring an or absentee voting, the transfer of consideration of an agenda item from a one scheduled Supervisory Board in-person meeting or absentee voting procedure to another, eliminating elimination of an item from review by the Executive Board, moving the date of an Executive Board in-person meeting or an absentee voting process and changes to agenda of an the Executive Board meeting Board's agenda shall be effected by resolution of the Chairman of the Executive Board.

4.10.4.11. The Chairman of the Executive Board or the Secretary of the

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, русский

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю + нет в 1,75 см

Отформатировано: Шрифт: Tahoma, русский

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Times New Roman, 11,5 пт, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Справа: 0 см, Поз.табуляции: 1,5 см, по левому краю + 2,25 см, по левому краю + нет в 2,33 см

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Отступ: Слева: 0 см, Первая строка: 1,25 см, Поз.табуляции: 2,25 см, по левому краю

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

Executive Board shall inform the Executive Board members on changes to the date, ~~time,~~ venue and ~~agenda of the Executive Board meeting~~Board's agenda with due account taken of the reasonable period of time the Executive Board members shall need to come to the in-person meeting and prepare for it. A notice on the above changes shall be sent to the Executive Board members in any form securing receipt of such notice by the Executive Board members.

~~4.11.4.12.~~ 4.12.4.12. -If circumstances arise preventing holding of the Executive Board in-person meeting or substantially impeding holding such ~~aan in-person~~ meeting in the place and/or the time period that the Executive Board members have been notified of ~~in compliance with the requirements of pursuant to~~ these Regulations, the in-person meeting of the Executive Board may be held, in accordance with the approved agenda, elsewhere and/or in other time period.

~~4.12.4.13.~~ 4.12.4.13. -If the Chairman of the Executive Board or a person acting in his capacity receives a request from a person who made a proposal on the agenda, to remove the item from the ~~agenda of the Executive Board meeting~~Board's agenda due to a failure to furnish materials and documents or for any other reason, the Chairman of the Executive Board or a person acting in his capacity shall be entitled to eliminate such an item from the ~~agenda of the Executive Board meeting~~Board's agenda. ,

~~4.13.4.14.~~ 4.13.4.14. Materials on the Supervisory Board's agenda items of the ~~Executive Board~~in-person meetings containing information classified as confidential shall not be sent out as a rule.

~~4.14.4.15.~~ 4.14.4.15. Decisions on sending materials on the Executive Board's agenda ~~items of Executive Board meetings~~, classified as confidential shall be taken by the Chairman of the Executive Board or a person acting in his capacity.

~~4.15.4.16.~~ 4.15.4.16. Full document sets on the Executive Board's agenda items ~~of the Executive Board meetings~~ shall be provided to the Executive Board members in electronic form, including software for e-voting, and may be furnished ~~in on~~ paper ~~form~~, immediately before in-person meetings held in a full attendance format.

~~4.16.4.17.~~ 4.16.4.17. ~~At that, agenda materials containing information classified as~~The confidential materials shall be returned to the Secretary of the Executive Board on the day the Executive Board in-person meeting that reviewed the item in question is held, after completion of the Executive Board in-person meeting, unless otherwise decided by the Executive Board.

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

4.17.4.18. If no later than ~~not later than the specified time on~~ the deadline ~~date or the deadline date~~ for acceptance of voting ballots for an absentee voting ~~at an Executive Board meeting held in an absentee voting format~~, at least one (1)- member of the Executive Board furnishes to the Chairman of the Executive Board or an individual acting in his capacity, a written ~~opinion on position stating~~ the need to include the agenda item(s) on the agenda ~~of a for the in-person meeting held in a joint attendance format~~, the Chairman of the Executive Board or a person acting in his capacity, shall be obligated to eliminate said item(s) from the ~~agenda of the meeting held in an~~ absentee voting ~~format~~. The Secretary of the Executive Board, on instructions by the Chairman of the Executive Board or a person acting in his capacity shall, on the same day, advise all the Executive Board members on elimination of such agenda item(s) from the agenda ~~offer the Executive Board meeting to be held in an~~ absentee voting ~~format~~.

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

5. PROCEDURE FOR THE PREPARATION AND SUBMISSION OF MATERIALS FOR THE ~~EXECUTIVE BOARD MEETINGS~~IN-PERSON MEETING OR ABSENTEE VOTING

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

5.1. The authorised employees of the Company shall prepare pre-reads and documents to be reviewed by the Executive Board, have them duly pre-approved as required by the Company's internal procedures, and then submit them to the Secretary of the Executive Board.

Отформатировано: Поз.табуляции: 2,25 см, по левому краю

5.2. If the policies and procedures of the Company require that an agenda item, prior to its submission to the Executive Board, should be reviewed by an appropriate consultative and advisory board ~~or, or a working body under the Board, or at the recommendation of another body~~, the respective pre-read materials shall be submitted to the Secretary of the Executive Board after they have been pre-reviewed.

Отформатировано: Поз.табуляции: нет в 2,58 см

6. ~~RULES OF PROCEDURE~~PROCEDURE FOR EXECUTIVE BOARD IN-PERSON MEETINGS OR ABSENTEE VOTING AND THE DECISION-MAKING PROCESS

6.1. The Chairman of the Executive Board or a person acting in his capacity shall organise ~~in-person~~ meetings of the Executive Board ~~or absentee voting process~~ in accordance with the agreed agenda.

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

6.2. The quorum for the Executive Board ~~meeting to adopt a resolution~~ shall be at least half of its elected members. If the quorum is not present, the Chairman of the Executive Board ~~sets or a person acting in his capacity shall set~~ a new date for the Executive Board ~~in-person~~ meeting ~~or absentee voting~~. If the number of the Executive Board members becomes less than the stated quorum requirement, the Supervisory Board shall elect new members of the Executive Board to achieve full quorum.

Отформатировано: Шрифт: Таhома, английский (США)

6.3. The Executive Board passes resolutions by a simple majority ~~vote of the those members~~ attending ~~members of the Executive Board unless an in-person meeting or participating in absentee voting, except where the other number of votes~~ quorum is required by the laws of the Russian Federation or the Charter of the Company. Each member of the Executive Board shall have 1 (one) vote.

6.4. No ~~Executive Board member may give his/her vote to any other person, including another~~ member of the Executive Board ~~may delegate their voting right to another individual, including other Executive Board members~~.

6.5. A member of the Executive Board who voted against a resolution passed by the Executive Board may draft and submit a dissenting opinion on the matter within 3 (three) working days of the ~~in-person~~ meeting date ~~or the date of the absentee voting procedure~~ to the Chairman of the Executive Board ~~or a person acting as the Chairman,~~ and ~~to~~ the Secretary of the Executive Board. The dissenting opinion ~~on the matter, which shall be included in the Executive Board Minutes or~~ appended to the ~~meeting minutes~~ Executive Board Minutes and ~~shall be deemed an integral part thereof~~. A dissenting ~~may~~ opinion can be submitted either on paper (by mail to the Company's address) or in the form of an electronic image of a hard copy sent by e-mail (with the original dissenting opinion to be submitted later to the Secretary of the Executive Board~~;~~), or it can be submitted as an Electronic Document.

Отформатировано: Шрифт: Таhома, 11,5 пт, английский (США)

Отформатировано: Шрифт: Таhома, 11,5 пт

~~6.5-6.6.~~ To avoid a conflict of interest, the Exchange shall not allow combining of functions related to risk-taking (i.e. execution of transactions and conclusion of trades) and functions of management and (or) organization of risk management of the Exchange. If a person¹ responsible for risk management and (or) organisation of the risk management system (the Risk Manager) is elected to the Executive Board, such member of the Executive Board shall not participate in decision-making (voting) on issues related to the execution of transactions and conclusion of

¹Including the head of the division responsible for the risk management system.

Отформатировано: По центру

trades. The Risk Manager shall participate in the discussion and express his/her opinion on these issues when the Executive Board considers them. The agenda ~~of the meeting~~ items, on which the Risk Manager does not participate in decision-making (voting), is determined by the Chairman of the Executive Board when signing (approving) the agenda ~~of the meeting~~ or directly during the consideration and discussion of the agenda item in question.

~~7. PROCEDURE FOR CONSIDERING AGENDA ITEMS AT PHYSICAL-PRESENCE MEETINGS OF THE EXECUTIVE BOARD~~

7. PROCEDURE FOR CONSIDERING AGENDA ITEMS AT IN-PERSON MEETINGS OF THE EXECUTIVE BOARD

7.1. The Chairman of the Executive Board or a person acting in his capacity can invite any other persons, including employees of the Company and independent experts, to take part in the Executive Board in-person meeting.

Subject to the decision of the Chairman of the Executive Board or the person acting in that capacity, other non-members can be invited to the Executive Board in-person meeting such as members of the Supervisory Board, members of the Supervisory Board committees, members of Users' Committees, members of other advisory bodies of the Company, Managing and Executive Directors, heads of the Company's organisational units, ~~members of the Audit Commission~~, persons who prepared pre-read materials and documents for the agenda items to be reviewed by the Executive Board, representatives of the companies that are part of the Moscow Exchange Group, and others. The above persons shall usually attend the in-person meeting only for the discussion of specific items that they have been invited to unless otherwise determined by the Chairman of the Executive Board. Other persons invited² to attend an in-person meeting must complete an NDA before the start of the in-person meeting they are invited to join. Other persons invited³ to attend an in-person meeting must complete an NDA before the start of the in-person meeting they are invited to join.

7.2. ~~At the opening of the meeting before the main agenda items, the~~The

²An NDA is not required for employees of the Moscow Exchange Group or representatives of entities having already completed an NDA.

³An NDA is not required for employees of the Moscow Exchange Group or representatives of entities having already completed an NDA.

Executive Board ~~can~~ may in advance of consideration at the in-person meeting decide to ~~modify~~ change or to amend the agenda ~~including removal of, such as but not limited to excluding~~ items from or ~~addition of new items~~ adding them to the agenda.

7.3. Members of the Executive Board shall attend the in-person meetings of the Executive Board. If an Executive Board member is unable to attend, he or she shall notify in advance the Secretary of the Executive Board to that effect. ~~In such case, the absent member of the Executive Board can submit his/her opinion on agenda items in writing to the Secretary of the Executive Board. An opinion in writing may be submitted either on paper (by mail to the Company's address) or in the form of an electronic image of a hard copy sent by e-mail (with the original dissenting opinion to be submitted later to the Secretary of the Executive Board, or it can be submitted as an Electronic Document.~~

Generally, to make decisions at the in-person meetings, members of the Executive Board ~~who are unable to attend the meeting of the Executive Board in person also can attend by telephone or video conferencing. Participation of the Executive Board members in the Executive Board meetings by telephone or video conference shall be treated as attendance in person.~~

7.4. ~~To make decisions at meetings held in a form of joint presence, members of the Executive Board, usually,~~ express their opinion (vote on agenda items) by an open roll-call voting by raising hands and (or) using e-voting software.

7.5. Unless otherwise determined by the Chairman of the Executive Board or a person acting in his capacity, the procedure for considering agenda items at in-person meetings of the Executive Board ~~held in a joint attendance format~~ shall be as follows:

- The person responsible for preparing the item presents the matter.
- A co-speaker (if any) makes his/her remarks.
- Members of the Executive Board ask questions to the speakers and other Company officers present at the in-person meeting.
- Members of the Executive Board and invitees discuss the presented matter.
- Written proposals regarding the draft resolution submitted by members of the Executive Board are read out.
- The speaker briefly comments on the proposals made in the course of the discussion.
- The Chairman of the Executive Board or a person acting in his capacity sums up the discussion and, based on the submitted materials, states proposed actions

Отформатировано: rvts48220, Шрифт: Tahoma, 12 пт

Отформатировано: rvts48220, Шрифт: Tahoma, 12 пт

Отформатировано: rvts48220, Шрифт: Tahoma, 12 пт

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

regarding the draft resolution of the Executive Board along with the associated closeout deadlines.

- Voting is held and votes are counted.
- The Chairman of the Executive Board or a person acting in his capacity declares the voting results.
- Members of the Executive Board may express their dissenting opinion either during the in-person meeting or submit it in writing to the Secretary of the Executive Board within 3 working days of the meeting date. Such a dissenting opinion ~~can~~shall be ~~either recorded~~included in the Executive Board Minutes or appended to the ~~minutes~~Executive Board Minutes and shall be deemed an integral part thereof.

7.6. The time limits for presentations, co-presentations and closing remarks are set by the Chairman of the Executive Board or a person acting as the Chairman of the Executive Board.

7.7. Attendees participating in the discussion of a presented item shall:

- briefly state their position on the substance of the matter under consideration;
- articulate their view of the draft resolution of the Executive Board proposed by the speaker and other attendees based on the materials covering the agenda item under review;
- offer their proposals regarding the draft resolution on the item under consideration.

7.8. The Chairman of the Executive Board ~~meetings~~or a person acting in that capacity shall:

- determine who shall speak, ask questions or make presentations;
- facilitate discussions of agenda items;
- express his/her position on the matter under review;
- summarise the discussion and proposals made;
- ensure that all speakers keep to their time limits;
- put to a vote draft resolutions of the Executive Board and proposals made by members of the Executive Board regarding matters under review, organise the voting and vote counting process and declare voting results.

- decide on setting specific checkpoints and deadlines for implementing resolutions passed by the Executive Board.

- organise ~~recording~~keeping records of the ~~meeting minutes~~Executive Board Minutes and, if necessary, shorthand recording, and sign the ~~minutes~~Executive Board's

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

Minutes.

After the Executive Board has reviewed and voted on ~~an each item on the agenda item~~, the Chairman of the Executive Board or a person acting in that capacity shall announce the outcome of the vote and the resolution passed on the matter.

~~7.9. The written opinion of an absent Executive Board member can be taken into account to determine the meeting quorum and the number of votes on agenda items of the Executive Board meeting if all of the following conditions are met:~~

- ~~—The written opinion on the agenda item has been received before the meeting.~~
- ~~—The absent member of the Executive Board has clearly stated his/her position on the matter by indicating 7.9. When in the written opinion whether he/she votes for or against the draft resolution or abstains.~~
- ~~—The written opinion has been signed by the member of the Executive Board.~~
- ~~—At least half of the elected members of the Executive Board are present at the meeting.~~

~~The written opinion containing amendments and limitations to the proposed draft resolution shall not be counted as contributing to the quorum or the number of votes. If amendments to the draft resolution are made, person voting at the Executive Board meeting, the written opinion is not to be counted as contributing to the quorum or votes.~~

~~If it is found that there are several written opinions, completed on paper or electronically, that express differing voting preferences on a single issue, those opinions will not be included in the calculation of quorum and the results of the vote.~~

~~Where written opinions are found to be completed both on paper and in the form of an Electronic Document, and they have different combined with absentee voting preferences expressed on a single issue, a written opinion completed and submitted on paper shall be counted as the vote on such issue. Any written opinion completed and submitted in the form of an Electronic Document shall not be taken into account in such case in determining the quorum and procedures, members of the Executive Board who are not present at the in-meeting cast their votes via voting results ballots.~~

~~The contribution of written opinions to the quorum Voting by ballots may be both by completing and the number of votes on each agenda item shall be considered separately sending a paper ballot and recorded accordingly in the minutes of the by completing and sending a ballot as an Electronic Document.~~

~~7.10. Each voting ballot form shall contain all details specified in paragraph 8.2 hereof. The deadline for accepting such ballots from Executive Board members may~~

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Обычный, По ширине, Отступ:
Первая строка: 1,25 см, Справа: 0,04 см, без нумерации,
Поз.табуляции: 2,25 см, по левому краю + 2,48 см, по
левому краю

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

be set as the time and date of the in-meeting or an earlier deadline for ballot submission.

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: Шрифт: Tahoma, английский (США)

~~7.11. The written opinion of an absent Executive Board member may contain his/her vote either on all or some of the agenda items.~~

~~The Chairman of 7.10.~~ Members of the Company's Executive Board of are deemed to have participated in the absentee voting for the adoption of resolutions by the Executive Board if their voting ballots were received by the Secretary by the time and date specified in the notice of in-person meeting, unless an earlier deadline for ballot acceptance has been explicitly stated in the same notice.

Voting ballots may be submitted on paper by mail to the Company's address) or in the form of an electronic image of a hard copy sent by e-mail with the original ballots to be submitted later to the Secretary of the Executive Board of the Company, or it can be submitted as an Electronic Document.

When voting at the Executive Board ~~shall read out the written opinion of the absent member of in-meeting~~ is combined with absentee voting procedures, the counting of votes via voting ballots shall be conducted in accordance with paragraph 8.5 hereof.

Отформатировано: Шрифт: Tahoma

7.11. In the case Executive Board member's physical presence at the Executive Board regarding the respective agenda item before counting votes and announcing the outcome of the voting on the agenda item for which the written opinion has been provided in-meeting, a voting ballot filled out and submitted by them in accordance with paragraphs 7.9.-7.10. hereof shall not be counted in determining the quorum or the voting results for the agenda.

~~If the Executive Board member attends the Executive Board meeting, his/her written opinion received prior to the meeting shall not be read out or taken into account as contributing to the quorum or the number of votes on the meeting agenda items.~~

7.12. At the request of the Chairman of the Executive Board or a person acting in his capacity or at the written request from a member of the Executive Board, the Secretary of the Executive Board shall arrange for an audio recording of the in-meeting to be made.

Audio recordings of the Executive Board in-person meetings shall be transcribed by the Secretary of the Executive Board only at the request of the Chairman of the Executive Board or at the written request of an Executive Board member. Such transcript shall not be appended to the ~~minutes of the Executive Board meeting~~ Board's minutes, but shall be filed and kept by the Secretary of the Executive Board, in

Отформатировано: Шрифт: Tahoma, английский (США)

Отформатировано: По центру

accordance with the procedures established for documents containing official information and commercial secrets of the Company.

Отформатировано: Шрифт: Tahoma, английский (США)

~~8. PROCEDURE FOR PASSING EXECUTIVE BOARD RESOLUTIONS BY ABSENTEE VOTING~~

8. ABSENTEE VOTING PROCEDURES

8.1. The Executive Board can decide on matters within its terms of reference ~~by~~ through absentee ~~vote~~voting procedures using ~~absentee~~voting ballots.

~~8.2. The voting ballot must contain the following information:~~

8.2. Voting ballots shall include:

- full ~~corporate~~business name and ~~location~~address of the Company;
- ~~type~~the method of ~~meeting~~format; ~~decision-making~~;
- ~~meeting~~the date ~~(submission deadline for the~~ voting ballots) ~~will be no longer accepted~~ and the ~~way~~method to submit the ~~completed~~filled in voting ballots ~~to be mailed~~;

~~text of each agenda item put to~~ a vote;

text of resolutions on items put to a vote;

- ~~and~~ voting options ~~for the relevant agenda item stated~~ formulated as "For", "Against", or "Abstained"; ~~"for", "against" and "abstained"~~;

Отформатировано: Шрифт: Tahoma

- ~~comments~~ field for each agenda item;

Отформатировано: Шрифт: Tahoma

- ~~statement~~ saying that the member of the Executive Board can select only one voting option;

Отформатировано: Шрифт: Tahoma

- statement saying that the ballot must be signed personally by the member of the Executive Board;

- other necessary information.

8.3. ~~8.3.~~ Voting by ballot may be both by completing and sending a paper ballot and by completing and sending a ballot as an Electronic Document.

8.4. ~~8.4.~~ The members of the Executive Board shall be deemed to have taken part in the ~~meeting of the Executive Board of the Company held by~~ absentee voting if their ballots are received before the end date of acceptance of ballots for voting specified in the ballot ~~in hard copy form on paper~~ (by mail to the address of the Company) or in the form of an electronic image of a hard copy document by e-mail

Отформатировано: По центру

with the original ballot to be later submitted to the Secretary of the Executive Board of the Company or in the form of an Electronic Document.

8.5. ~~8.5. The counting of votes on agenda~~ Votes will be counted only for those items put to a vote shall consider only votes on items with only one of the where a single voting ~~options left unmarked~~ option, i.e. "for", "against" or "abstained", is selected from the available choices. The other ~~voting~~ options shall be struck out.

The voting ballots ~~wherewith~~ more than one ~~voting~~ option ~~has been left unmarked~~ selected for ~~all agenda items contained therein~~ each item shall be deemed invalid.

If ~~on more than one voting option for one issue or several items in issues put to the ballot have more than one~~ vote is selected on a voting ~~option remaining unmarked~~ ballot, votes it contains on such ~~items shall~~ issues are not be counted.

-Commenting in the comments field of the ballot is optional for and discretionary to members of the Executive Board. Such comments shall not replace any voting option or impact the wording of the resolution, nor shall they be included in the Executive Board's minutes ~~of the meeting~~ or influence voting results or invalidate the ballot.

If during vote counting two or more completed ballot papers are found to contain different voting choices on the same item, provided that all of them are completed either on paper or in the form of an Electronic Document, voting ballots will be deemed invalid to the extent of voting on such issue.

If during vote count, ballots completed both on paper and in the form of an Electronic Document are found and such ballots have different voting choices on a single issue selected, the ballot completed and submitted on paper shall be counted as a vote on such issue. A ballot paper completed and submitted in the form of an electronic document shall be deemed invalid in such case.

If ~~the~~ a voting ballot ~~contains notes have any entries and amendments corrections made~~ to the resolution ~~under on~~ one or ~~several more~~ items put to a vote, ~~the~~ votes on such items shall not be counted. ~~The fact that~~ If a voting ballot is considered invalid ~~with respect to the votes on several~~ extent of voting on one, more than one or all ~~the items included in the ballot put to a vote~~ does not ~~provide~~ constitute grounds for ~~ignoring the~~ excluding votes ~~cast via such from the~~ ballot ~~while determining the question when counting a~~ quorum ~~offor~~ the Executive Board ~~meeting by for conducting~~ absentee voting procedures.

The completed ballot must be signed personally by the Executive Board member

Отформатировано: По центру

indicating his/her surname and initials.

8.6. ~~8.6.~~ The quorum for decision taking via absentee voting shall be determined on the basis of ballots completed and signed by members of the Executive Board, and received by the ~~Company~~Secretary of the Executive Board before the deadline specified in the absentee voting notification.

8.7. ~~8.7.~~ Based on the ballots received, the Secretary of the Executive Board summarises the outcome of the absentee voting on the agenda items and drafts the ~~minutes of the Executive Board meeting~~Board's minutes in accordance with the process set forth hereunder.

~~9. MEETING MINUTES OF THE EXECUTIVE BOARD~~

~~9.1.~~

9. MINUTES OF THE EXECUTIVE BOARD IN-PERSON MEETING OR ABSENTEE VOTING PROCEDURE OUTCOMES

9.1. Minutes shall be drafted to reflect the outcomes of the Executive Board in-meeting or absentee voting procedures.

~~9.2. The Executive Board's Minutes of the Executive Board meetings shall be recorded and kept track of by the Secretary of the Executive Board.~~

~~9.2. The minutes of an Executive Board meeting~~ shall be drafted by the Secretary of the Executive Board within 3 (three) working days of the ~~meeting~~Executive Board's date in 1 (one) original copy and signed by the Chairman of the Executive Board or the person acting in his capacity in his absence who shall be ultimately responsible for the content and format of the ~~minutes~~Executive Board's Minutes. The Minutes of the Executive Board can be drawn up either on paper or in electronic form. The Executive Board's Minutes drawn up in electronic form shall be signed with an EQES of the Chairman of the Executive Board. The Executive Board's Minutes drawn up in electronic form may be signed with an EQES of the person presiding over the Executive Board in-person meeting, if they have such a signature. If the person presiding over the Executive Board in-person meeting has no EQES, the Minutes of Executive Board shall be drawn up on paper and signed with a handwritten signature. The electronic minutes signed with EQES shall have the same legal effect as paper documents signed in person.

9.3. Minutes~~The transcript~~ of the ~~Executive Board meetings may be drawn up either electronically, or on paper. Minutes of the Executive Board meetings prepared~~

~~electronically shall be signed with encrypted and certified digital signature of the Chairman of the Executive Board or may be signed with encrypted and certified digital signature of the in-person chairing the meeting of the Executive Board, if applicable. If the person chairing the meeting of the Company's Executive Board does not have an encrypted and certified digital signature, the minutes shall be drawn up on paper and signed in person. Electronic minutes of the meetings signed with encrypted and certified digital signature shall have the same legal effect as paper documents signed in person. Minutes of the Executive Board meetings shall be kept at the Corporate Governance Department of the Company.~~

Отформатировано: Шрифт: Tahoma, английский (Соединенное Королевство)

~~any, may be 9.3. Any recorded shorthand reports of the Executive Board meetings shall be kept at the Corporate Governance Department of the Company and can be provided by the Secretary of the Executive Board to any Executive Board member of the Executive Board subject to upon submission of their written request made in writing and addressed to the Chairman of the Executive Board or a person acting in that capacity.~~

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

9.4. Minutes of the Executive Board shall contain:

- ~~reference number of the minutes;~~
- ~~full corporate name and location of the Company;~~
- ~~type the method of meeting format;~~
- ~~meeting agenda;~~
- ~~statement regarding decision-making by the Executive Board;~~
- ~~agenda;~~
- ~~Executive Board members who attended the in-person meeting being quorate or inquorate took part in absentee voting;~~
- ~~Executive Board members who did not attend the in-person meeting or take part in absentee voting;~~
- ~~quorum information for the Supervisory Board's decision-making and the number of votes cast on each agenda item;~~
- ~~agenda items put to a vote and respective voting outcomes;~~
- ~~resolutions that have been passed adopted;~~
- ~~date of the Executive Board's minutes; Executive Board;~~
- ~~individual opinions of the Executive Board members;~~
- other information as needed.

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: Шрифт: Tahoma

Отформатировано: По центру

~~Minutes of the meetings held in a joint attendance format shall additionally include:~~

~~-date, place⁴ and/or a method for holding the meeting remotely, and the time of the Executive Board meeting;~~

~~-members of the Executive Board in attendance;~~

~~-members of the Executive Board in absence;~~

~~-members of the Executive Board who submitted written opinions;~~

~~-list of invitees;~~

~~-In the case of in-person meeting being held, the following shall also be recorded in the Executive Board's minutes:~~

~~- the date and time of the in-person meeting, and if voting at the in-person meeting is combined with absentee voting procedures, also time on the date of the in-person meeting (unless earlier date is set), the deadline for voting ballots acceptance shall also be specified;~~

~~- whether it is possible to participate in the in-person meeting remotely at its designated location or without specifying a specific venue, as well as a procedure to get access for remote participation;~~

~~- the venue of the in-person meeting (except for in-person meetings with remote participation option, where no venue is specified);~~

~~- persons invited to attend the in-person meeting;~~

~~- persons speaking on agenda items;~~

~~-dissenting opinionsIn case of members of the Executive Board.~~

~~Minutes of the Executive Board meetings held by absentee voting shall also include:~~

~~-date when absentee votes were counted and results determined (date of the meeting);~~

~~-location where absentee votes were counted and results determined;~~

~~-members of procedures, the Executive Board who took part in the absentee vote;Board's minutes shall also contain:~~

~~- members of the end date for the voting ballots return.~~

~~The Executive Board who did not take part in the absentee vote.~~

⁴ If all members of the Executive Board participating in the meeting form of joint presence take part in such a meeting with the use of electronic or any other technology in accordance with Clause 4.3 of these Provisions, software used to participate in the meeting shall be indicated.

~~Minutes of the Executive Board meetings~~Board's minutes shall not include ~~views~~opinions of ~~the persons~~individuals who spoke on agenda items, except for the dissenting opinion of a member of the Executive Board who specifically requested it to be included in the Executive Board's minutes.

~~Minutes of the~~The Executive ~~Board~~Board's minutes shall be complete with the following attachments:

- documents adopted or approved by ~~resolution of the~~ Executive ~~Board~~Board's resolutions;

- ~~written opinions on agenda items submitted by absent members of the Executive Board that have been used to determine the quorum and results of voting on the agenda items, and~~ dissenting opinions of the Executive Board members (~~in case they are if completed and~~ submitted on paper);or a copy of an electronic document on paper signed by an authorised person (in case of using software for e-voting is used);;

- registration list of members of the Executive Board present at the in-person meetings ~~requiring personal attendance~~;

- completed voting ballots (~~in case of using their hard copies if competed on paper~~) or a copy of an electronic document on paper signed by an authorised person (in case of using special software for e-voting);

- other documents and materials as may be necessary.

Hard copies of electronic Executive Board's minutes signed by an authorised person along with attachments with shall be kept at the Corporate Governance Department of the Company. The Secretary of the Executive Board shall maintain an electronic archive of the ~~meeting~~Executive Board's minutes and materials ~~of the Executive Board~~.

8.8.9.2. The Supervisory Board's Minutes shall be ~~continuous~~consecutively numbered in ~~the~~chronological order ~~of meeting dates~~. The numbering shall be split into intervals, one calendar year each. ~~Meeting minutes~~The Executive Board's Minutes, transcripts (if any) shall be kept by the Corporate Governance Department in accordance with ~~the corporate control requirements~~procedures established for documents ~~classified as confidential or containing official information and~~ commercial ~~secret~~secrets of the Company.

~~8.9.9.3. 9.6.~~ Copies of the ~~minutes of the~~ Executive Board's minutes can be certified and provided by the Secretary of the Executive Board as instructed by the Chairman of the Executive Board or a person acting in his capacity.

~~8.10.9.4. 9.7.~~ Extracts from the Executive Board's minutes shall be made and provided in accordance with the policies and procedures of the Company.

10. ENTRY INTO FORCE AND IMPLEMENTATION OF RESOLUTIONS OF THE EXECUTIVE BOARD

~~8.11.10.1.~~ Resolutions adopted by the Executive Board at the in-person meetings shall enter into force ~~AND IMPLEMENTATION~~ as from announcement of ~~RESOLUTIONS~~ voting results on the concerned item on the agenda, unless the resolution of the Executive Board provides otherwise.

~~9.1. Any~~ A resolution of the Executive Board passed at a meeting held in a joint attendance format shall take effect after voting results on the respective agenda item have been announced unless otherwise decided by the Executive Board.

~~8.12.10.2.~~ Any resolution of the Executive Board passed by adopted through absentee voting procedures shall take effect on the date when the votes were counted and voting results determined (date of the meeting) day following its adoption unless otherwise decided established by the Executive Board's resolution.

~~8.13.10.3.~~ Resolutions of the Executive Board shall be implemented before deadlines set thereunder or within a reasonable timeframe if no implementation deadlines have been specified.

~~8.14.10.4.~~ Implementation of resolutions adopted by the Executive Board shall be tracked and supervised by the Chairman of the Executive Board, by the Supervisory Board, and also other persons if provided for by the Executive Board resolution.

~~8.15.10.5.~~ Resolutions of the Executive Board shall be compulsory for all officers and employees of the Company.

~~8.16.10.6.~~ The Chairman of the Executive Board shall ensure that resolutions of the Executive Board are implemented within the timeframes specified thereunder.

Отформатировано: Шрифт: Tahoma

Отформатировано: По центру

~~10. PROCEDURE FOR AMENDING THE PROVISIONS ON EXECUTIVE BOARD~~

~~9.11. Changes~~ PROCEDURE FOR AMENDING THE REGULATIONS ON THE EXECUTIVE BOARD

~~9.1.11.1.~~ Amendments and additions to these Regulations on Executive Board shall be made by resolution of the General Meeting of Shareholders of the Company.

~~9.2.11.2.~~ Where any provisions of these Regulations contradict the current laws of the Russian Federation and/or the Charter of the Company, the current laws of the Russian Federation and/or the Charter of the Company shall apply. Nevertheless, these Regulations shall apply as regards their provisions that comply with the laws of the Russian Federation and/or the Charter of the Company.