

**Approved**  
by the Annual General  
Shareholders Meeting  
of the Moscow Exchange  
on April 27, 2017, Minutes № 56

**Regulations on  
Executive Board  
Public Joint-Stock Company “Moscow Exchange – MICEX- RTS”**

**Moscow  
2017**

## **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, 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 in-house 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 governance 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.

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 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 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 of 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.

## **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 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, 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 his capacity, shall:

- organise the activities of the Executive Board;
- convene and chair meetings of the Executive Board;
- specify the format, date and time of the meetings and approve (sign) the meetings' agenda;
- make a list of invitees to a meeting of the Executive Board to be held in a joint attendance format;

- manage discussion of agenda items at the meetings and hear the opinions of individuals invited to participate in the meetings;
- arrange for maintenance of minutes, sign minutes of the meetings as well as documents subject to approval by 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 by the effective legislation, the Company Charter and the Company's in-house documents.

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 discharge his/her duties in compliance with these Regulations, the in-house 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 meetings of the Executive Board, including the following:

- acceptance of requests to convene meetings of the Executive Board and documents required to design an agenda and prepare meetings of the Executive Board;
- drafting an action plan for the Executive Board and agenda for meetings of the Executive Board and their submission to the Chairman of the Executive Board;
- informing members of the Executive Board and invitees about holding of meetings of the Executive Board (including those by absentee voting), communicating the agenda and materials relating to the agenda items as well as voting ballots if a meeting is held

by absentee voting;

- counting votes (computing voting returns) on the agenda items of an Executive Board meeting, accepting voting ballots filled in by members of the Executive Board on items voted upon by absentee voting;
- securing drafting minutes of the Executive Board meetings and submitting them for signing to the Chairman of the Executive Board or another individual presiding over the meeting;
- supervising execution of documents submitted for consideration and approval by the Executive Board in compliance with the in-house documents of the Company;
- providing organisational and technical assistance to the members of the Executive Board in preparation for the Executive Board meetings;

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

- maintaining a register of the minutes of Executive Board meetings, preparing and disseminating extracts from the minutes of the Executive Board meetings in accordance with the procedure established by the in-house documents of the Company;
- authenticating copies of minutes of the Executive Board meetings/extracts from minutes of the Executive Board meetings as well as documents approved by the Executive Board;
- recording, systemising and safekeeping electronic copies of the minutes of the Executive Board meetings and materials thereto;
- recording, systemising and safekeeping master copies of 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 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 meetings of the Executive Board, freely express their opinion, vote on all agenda items, request that their written dissenting opinion on agenda items and decisions adopted be attached to the minutes of the Executive Board meeting or entered into the minutes of the Executive Board meeting;
- propose items for inclusion on the agenda of Executive Board meetings and request to convene meetings;
  - 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 by 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 minutes of consultancy and advisory bodies under the Executive Board and receive copies of such minutes;
- attend Shareholders' general meetings, answer questions related to the activities of the Company asked by participants to such meetings;
- exercise other rights provided for under the legislation of the Russian Federation as well as their respective labour 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 Meetings of Shareholders, 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 an 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 meetings of the Executive Board (including attendance at the meetings, participation in discussions of the agenda items as well as taking decisions on agenda items by voting);
- not to disclose or use confidential information on the 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 Regulations and communicate, in a timely manner, all changes in the disclosed information;
  - promptly familiarise with the contents of the Company in-house regulations and comply with the requirements of such documents;
  - participate in working groups formed by the Executive Board;
  - discharge other duties provided for by the effective legislation and regulatory acts of the Russian Federation, the Company Charter, these Regulations and other in-house 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:

- on themselves and individuals which they are affiliated with and/or individuals affiliated therewith;
- on legal entities where they individually or jointly own twenty (20) or more percent of the voting shares (interest, stakes);
- on legal entities where members of the Executive Board hold office in the management bodies;
- 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. Executive Board members may not accept gifts or any other direct or indirect benefits designed to influence decisions taken by the Executive Board.

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 execution, the Company's budget, 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.

3.8. Information on all instructions given to the Executive Board by the Supervisory Board shall be communicated to the Secretary of the Executive Board by the Secretary of the Supervisory Board.

#### **4. PROCEDURE FOR CONVENING AND PREPARING EXECUTIVE BOARD MEETINGS**

4.1. Meetings of the Executive Board shall be held as appropriate, but at least once (1) a month and shall be convened by the Chairman of the Executive Board or an individual acting in such capacity at his own initiative or as requested by an Executive Board member.

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 meetings may be held outside the location of the Company.

4.2. 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.



4.4. A schedule of the Executive Board shall be designed in accordance with the procedure provided for by the in-house documents of the Company.

4.5. Proposals to include items in the agenda of the Executive Board meetings may be put forward by the Executive Board members and other persons in accordance with the procedure provided for under the in-house documents of the Company. Proposals to include items in the agenda of the Executive Board 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. The Chairman of the Executive Board or an individual acting in his capacity shall specify:

- the format of the meeting;
- the date, venue and time of the meeting if the meeting is held in the form of joint presence;
- the deadline for acceptance of voting ballots and voting methods if the meeting is held in the form of absentee voting (filling in the hard copy of voting ballot and its further submitting to the Company and (or) filling in the voting ballot using e-voting software);
- the voting mode when a meeting is held in the form of joint presence (open voting by raising hands and (or) filling in the voting ballots using e-voting software).

4.7. After the Chairman of the Executive Board or a person acting in his capacity reconciles the agenda of the meeting and decides on its format, date, time and venue, the Secretary of the Executive Board shall send a notice (an information letter) to the Executive Board members in accordance with the procedure provided for under the in-house documents of the Company specifying the following:

- the format of the meeting;
- the date, venue and time of the meeting (if the meeting is held in a joint attendance format);
- the deadline for acceptance of voting ballots (where the meeting is held in absentia);
- voting method.

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

- the meeting agenda reconciled with the Chairman of the Executive Board;
- explanatory notes substantiating the need to adopt the proposed decision and other requisite information materials on the agenda items including draft resolutions

(wordings) on the agenda items put to the vote;

- voting ballots (where the meeting is held in absentia or where voting takes place in a joint attendance format with voting ballots).

4.8. A notice (an information letter) on the meeting of the Executive Board together with other materials on the meeting's agenda shall be sent to each member of the Executive Board by e-mail or using special software, or served in person against signature.

A notice (an information letter) with all requisite materials on the meeting may be sent to other individuals invited or entitled to participate in the meeting by decision of the Chairman of the Executive Board or an individual acting in his capacity.

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 meeting may be sent to the Executive Board members after the deadline provided for under these Regulations.

4.10. Convening and holding of unscheduled meetings of the Executive Board, inclusion of unannounced items on the agenda of scheduled Executive Board meetings, transferring an item from a scheduled meeting to another, eliminating an item from review by the Executive Board, moving the date of an Executive Board meeting and changes to agenda of an Executive Board meeting shall be effected by resolution of the Chairman of the Executive Board.

4.11. The Chairman of the Executive Board or the Secretary of the Executive Board shall inform the Executive Board members on changes to the date, venue and agenda of the Executive Board meeting with due account taken of the reasonable period of time the Executive Board members shall need to come to the 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.

4.12. If circumstances arise preventing holding of the Executive Board meeting or substantially impeding holding such a meeting in the place and/or the time period that the Executive Board members have been notified of in compliance with the requirements of these Regulation, the meeting of the Executive Board may be held, in accordance with the approved agenda, elsewhere and/or in other time period.

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 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.

4.14. Materials on the agenda items of the Executive Board meetings containing information classified as confidential shall not be sent out as a rule.

4.15. Decisions on sending materials on the 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.

4.16. Full document sets on the agenda items of the Executive Board meetings shall be provided to the Executive Board members in electronic form, including special software, and may be furnished in paper form immediately before meetings held in a full attendance format.

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

4.18. If no later than the deadline 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 the need to include the agenda item(s) on the agenda of a 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 of the Executive Board meeting to be held in an absentee voting format.

## **5. PROCEDURE FOR PREPARATION AND SUBMISSION OF PRE-READ MATERIALS FOR EXECUTIVE BOARD MEETINGS**

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.

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 committee of the Executive Board or any other advisory body of the Company, the respective pre-read materials shall be submitted to the Secretary of the Executive Board after they have been reviewed by such committee or other advisory body of the Company.

## **6. RULES OF PROCEDURE FOR THE EXECUTIVE BOARD MEETINGS AND DECISION-MAKING PROCESS**

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

6.2. The quorum for the Executive Board meeting shall be at least half of its elected members. If the quorum is not present, the Chairman of the Executive Board sets a new date for the Executive Board meeting. 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.

6.3. The Executive Board passes resolutions by a simple majority vote of the attending members of the Executive Board unless other number of votes 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.

6.5. A member of the Executive Board who voted against a resolution passed by the Executive Board may draft and submit within 3 (three) working days of the meeting date to the Chairman of the Executive Board and the Secretary of the Executive Board a dissenting opinion on the matter, which shall be appended to the meeting minutes and deemed an integral part thereof.

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

7.1. The Chairman of the Executive Board can invite any other persons, including employees of the Company and independent experts, to take part in the Executive Board meeting.

Subject to the decision of the Chairman of the Executive Board, other non-members can be invited to the Executive Board meeting such as members of the Supervisory Board,

members of the Supervisory Board commissions, 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 meeting only for the discussion of specific items that they have been invited to unless otherwise determined by the Chairman of the Executive Board.

7.2. At the opening of the meeting before the main agenda items, the Executive Board can decide to modify the agenda including removal of items from or addition of new items to the agenda.

7.3. Members of the Executive Board shall attend the 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.

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 special 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 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 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 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 meeting or submit it in writing to the Secretary of the Executive Board within 3 working days of the meeting date. Such dissenting opinion can be either recorded in or appended to the minutes.

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 person chairing the Executive Board meetings 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 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 of the meeting minutes and, if necessary, shorthand recording, and sign the minutes.

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

7.10. 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 in the written opinion whether he/she votes for or against the draft resolution or abstains.
- The written opinion has been signed personally 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 at the Executive Board meeting, the written opinion is not to be counted as contributing to the quorum or votes.

7.11. The contribution of written opinions to the quorum and the number of votes on each agenda item shall be considered separately and recorded accordingly in the minutes of the Executive Board meeting.

7.12. 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 the Executive Board shall read out the written opinion of the absent member of 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.

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.

7.13. 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 meeting to be made.

Audio recordings of the Executive Board 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 is not be appended to the minutes of the Executive Board meeting, but shall be filed and kept by the Secretary of the Executive Board.

## **8. PROCEDURE FOR PASSING EXECUTIVE BOARD RESOLUTIONS BY ABSENTEE VOTING**

8.1. The Executive Board can decide on matters within its terms of reference by an absentee vote using absentee ballots.

8.2. The voting ballot must contain the following information:

- full corporate name and location of the Company;
- type of meeting format;
- meeting date (submission deadline for voting ballots) and the way the completed voting ballots to be mailed;
- text of each agenda item put to vote;
- voting options for the relevant agenda item stated as "For", "Against", or "Abstained";
- comments field for each agenda item;
- statement saying that the member of the Executive Board can select only one voting option;
- statement saying that the ballot must be signed personally by the member of the Executive Board;
- other information as necessary.

8.3. Ballot voting may be executed both on hard copy of the ballot and by using e-voting software subject to providing of sufficient reliability and data protection, as well as identification (authentication) of the Executive Board members taking part in such voting. In case a director uses both e-voting and paper voting, i. e. sends a filled hard copy of the ballot to the Company, ballot vote will be prioritized and information from the hard copy will determine the vote outcome.

8.4. Members of the Executive Board shall be recognised as having taken part in the Executive Board meeting by absentee voting, if their ballots have been received in hard copy (mailed to the Company's postal address or by fax or e-mail with subsequent submission of the original ballots to the Secretary of the Executive Board) or if they voted by using special e-voting software not later than the set ballot submission deadline.



8.5. The counting of votes on agenda items put to vote shall consider only votes on items with only one of the voting options left unmarked - "for", "against" or "abstained". All other voting options must be crossed out.

The ballots where more than one voting option has been left unmarked for all agenda items contained therein shall be deemed invalid.

If on one or several items in the ballot have more than one voting option remaining unmarked, votes on such items shall 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 minutes of the meeting or influence voting results or invalidate the ballot.

If the vote counting reveals two or more filled out ballots which give different voting options on the same agenda item, then such ballots shall be deemed invalid with respect to the votes on the item in question.

If the voting ballot contains notes and amendments to the resolution under one or several items put to vote, votes on such items shall not be counted. The fact that a ballot is considered invalid with respect to the votes on several or all items included in the ballot does not provide grounds for ignoring the votes cast via such ballot while determining the quorum of the Executive Board meeting by absentee voting.

The completed ballot must be signed personally by the Executive Board member indicating his/her surname and initials.

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 before the deadline specified in the absentee voting notice.

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 in accordance with the process set forth hereunder.

## **9. MEETING MINUTES OF THE EXECUTIVE BOARD**

9.1. Minutes shall be drafted to reflect the outcomes of the Executive Board meeting. 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 date in 2 (two) original

copies 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.

Minutes of the Executive Board meetings shall be kept at the Corporate Governance Department of the Company.

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 member of the Executive Board subject to a request made in writing and addressed to the Chairman of the Executive Board or a person acting in his capacity.

9.4. Minutes of the Executive Board shall contain:

- reference number of the minutes;
- full corporate name and location of the Company;
- type of meeting format;
- meeting agenda;
- statement regarding the Executive Board meeting being quorate or inquorate for each agenda item;
- agenda items put to vote and respective voting outcomes;
- resolutions that have been passed;
- date of the minutes;
- other information as needed.

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

- date, time and venue 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;
- persons speaking on agenda items;
- dissenting opinions 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 the Executive Board who took part in the absentee vote;

- members of the Executive Board who did not take part in the absentee vote.

Minutes of the Executive Board meetings shall not include views of the persons 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 minutes.

Minutes of the Executive Board shall be complete with the following attachments:

- documents adopted or approved by resolution of the Executive Board;
- 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;
- list of members of the Executive Board present at meetings requiring personal attendance;
- completed voting ballots (in case of using its hard copy) or print of electronic equivalent of the voting ballot (in case of using special e-voting software);
- other documents and materials as required.

Soft copies of the minutes and attachments 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 minutes and materials of the Executive Board.

9.5. The numbering of the meeting minutes of the Executive Board shall be continuous in the order of meeting dates. The numbering shall be split into intervals, one calendar year each. Meeting minutes shall be filed separately and kept in accordance with the corporate control requirements for documents classified as confidential or commercial secret.

9.6. Copies of the minutes of the Executive Board meetings 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.

9.7. Extracts from the minutes of the Executive Board meetings 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**

10.1. Any 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.

10.2. Any resolution of the Executive Board passed by absentee voting shall take

effect on the date when the votes were counted and voting results determined (date of the meeting) unless otherwise decided by the Executive Board.

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.

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.

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

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

## **11. PROCEDURE FOR AMENDING THE REGULATIONS ON EXECUTIVE BOARD**

11.1. Changes and additions to the present Regulations on Executive Board shall be made by resolution of the General Meeting of Shareholders of the Company.

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 Chart 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.