APPROVED
by the Resolution of the Board of
PJSC Raspadskaya
dated "24" August 2017,
(minute w/n dated "24" August 2017)

CORPORATE SECRETARY POLICY

of Public Joint Stock Company “Raspadskaya”

2017

Index

1. GENERAL PROVISIONS……..…….....3

2. NOMINATION AND TERMINATION OF POWERS OF THE CORPORATE SECRATERY, SUBORDINATION AND COORDINATION WITH THE MANAGEMENT BODIES, DIVISIONS AND OFFICERS OF THE COMPANY.....3

3. CANDIDATE SPECIFICATION…….....4

4. FUNCTIONS OF THE CORPORATE SECRETARY……5

5. RIGHTS AND RESPONSIBILITIES OF THE CORPORATE SECRETARY….……...…...6

6. CONDITIONS AND PROCEDURE OF PAYMENT OF THE SECRETARY'S REMUNERATION…….....7

7. LIABILITY OF THE CORPORATE SECRETARY…….....7

8. FINAL PROVISIONS…….....7

1. GENERAL PROVISIONS

1.1. This Corporate Secretary Policy of Public Joint Stock Company "Raspadskaya" (hereinafter "the Policy") is drafted in accordance with the Law of the Russian Federation, the Corporate Governance Code, recommended by the letter of the Bank of Russia dated 10.04.2014 № 06-52/2463 (hereinafter "the CGC"), Regulations on listing on-exchange trading, approved by the Bank of Russia on 24.02.2016 № 534-П, the Charter and the internal regulations of PJSC "Raspadskaya" (hereinafter "the Company").

1.2. This Policy is an internal regulation of the Company and stipulates the status (subordination of the Corporate Secretary and the procedure of coordination with the management bodies and divisions of the Company), functions, rights and responsibilities, liability of the Corporate Secretary; candidate specification; nomination and termination procedure, as well as the conditions and procedure of payment of the Secretary's remuneration[1].

1.3. The Corporate Secretary is an officer of the Company who ensures compliance by the Company with the effective law, the Charter and the internal regulations of the Company that guarantee exercise of the rights and legal interests of Shareholders.

1.4. The activity of the Corporate Secretary is aimed at improvement of the Company's development management in the best interests of its Shareholders, improvement of investment attractiveness of the Company and capitalization growth.

1.5. The Corporate Secretary acts in accordance with the law, the Charter, this Policy, other internal regulations of the Company, the resolutions of the General Meeting of Shareholders and the Board of Directors of the Company.

2. NOMINATION AND TERMINATION OF POWERS OF THE CORPORATE SECRATERY, SUBORDINATION AND COORDINATION WITH THE MANAGEMENT BODIES, DIVISIONS AND OFFICERS OF THE COMPANY

2.1. The Corporate Secretary reports to the Board of Directors of the Company, he/she is appointed or dismissed by the Sole Executive Body of the Company subject to the approval of or in consultation with the Board of Directors[2].

2.2. In order to fulfill his/her functions the Corporate Secretary coordinates with the Chairman and the members of the Board of Directors of the Company and members of the Board Committees, the executive bodies and other officers of the Company as well as any divisions of the Company.

2.3. In accordance with the Charter of the Company the Board of Directors[3]:

1) approves the candidate to the position of Corporate Secretary;
2) terminates the powers of the Corporate Secretary;
3) approves this Policy;
4) appraises the performance of the Corporate Secretary and approves his/her reports;
5) makes the decision to pay any additional remuneration to the Corporate Secretary.

2.4. The resolution to approve the candidate to the position of Corporate Secretary is made by the Board of Directors following the recommendation of the Chairman of the Board of Directors by simple majority of votes of the total number of members of the Board.

2.5. The Sole executive body of the Company enters into an employment agreement with the Corporate Secretary following the resolution of the Board.

2.6. The details of the individual nominated as Corporate Secretary shall be published on the corporate website as well as in the annual report of the Company to the extent provided for disclosure of information about the members of the Board of Directors and the Sole executive body of the Company.

2.7. The Board of Directors is entitled to dismiss the Corporate Secretary at any time.

2.8. The Sole executive body of the Company shall terminate the employment agreement with the Corporate Secretary based on the resolution of the Board.

---

1 *cl. 217 Section III part B of the CGC*
2 *See para. 3 cl. 2.19. of Annex 2 to Listing Rules of PJSC MOEX, approved by the Resolution of the Supervisory Board of PJSC MOEX on 03.02.2017.*
3 *cl. 216 Section III part B of the CGC*

2.9. The powers of the Corporate Secretary are also terminated before term in case of willful resignation from the Company or in any event beyond the will of the Parties. In this case the resolution of the Board of Directors to dismiss the Corporate Secretary from the post is not necessary and the powers of the Corporate Secretary are deemed terminated from the date of termination of employment with the Company.

2.10. In case of temporary absence of the Corporate Secretary the Board of Directors is entitled to nominate another person to the position of the Corporate Secretary until the absent Secretary returns to the office.

2.11. The Sole executive body of the Company, management and employees of the divisions must support the Corporate Secretary in execution of his/her functions and exercise of his/her rights, provide response and comments as required to fulfill the liabilities of the Corporate Secretary.

3. CANDIDATE SPECIFICATION

3.1. The Corporate Secretary must have sufficient knowledge, experience and qualifications to fulfill the entrusted liabilities; have unblemished reputation and enjoy the confidence of Shareholders[4].

3.2. The individual nominated to the post of the Corporate Secretary shall meet the following requirements:

3.2.1. a degree in law or economics;

3.2.2. at least 2 years of experience in corporate governance or management;

3.2.3. unblemished business reputation;

3.2.4. no affiliation with the Company, controlling entity or the executive management of the Company;

3.3. The Corporate Secretary shall know and apply in his/her activities:

3.3.1. The Civil Code of the Russian Federation, the Administrative Offence Code of the Russian Federation, the Federal Law "On Joint Stock Companies", the Federal Law "Concerning the Securities Market", other legal acts that determine the rights of shareholders and regulate the activities of corporate governance bodies, procedures for issue and trading of securities;

3.3.2. The Charter and other documents regulating the corporate relations in the Company;

3.3.3. Functions of the Board of Directors and its bodies;

3.3.4. Procedure of preparation and holding General meetings of Shareholders and meetings of the Board of Directors as well as corporate governance procedures;

3.3.5. The Rules of disclosure of information about the Company, procedure of work of securities market professionals (registrars, exchange, etc.);

3.3.6. The principles of labor law, anti-monopoly and tax laws, privatization laws; practice of arbitration;

3.3.7. The Corporate Governance Code;

3.3.8. The principles of the international corporate regulations; regulations that reflect the best Russian and international corporate governance practices;

3.3.9. Procedure of settlement of corporate conflicts;

3.3.10. Methods and means of receipt, processing and transfer of information, guidance and regulations relating to data protection, information technology, procedure and rules of use of information systems;

3.3.11. Organization and procedure of negotiation, ethical norms and rules, corporate ethics.

4. FUNCTIONS OF THE CORPORATE SECRETARY

4.1. The functions of the Corporate Secretary include[5]:

4.1.1. Participation in preparation and holding of General Meetings of Shareholders of the Company, including, but not limited to:

- Directing the preparation and holding of General Meetings of Shareholders, review of the Shareholders' suggestions on the items of the agenda, including those relating to election to elected

4 *cl. 3.1.1 Section III Part A CGC*
5 *cl. 218 Section III part B of the CGC*

bodies of the Company;

- Arrangement of the drafting of the Company's annual report, other documents distributed to the Shareholders prior to the General Meeting (annual or extraordinary); arrangement of drafting and distribution to Shareholder of notices of the General Meeting, voting ballots and granting to Shareholders of access to documents which must be provided to individuals authorized to participate in the General Meeting, as well as records of the filled in ballots received by the Company;

- Supervision over the activity of the Ballot Committee elected by the General Meeting of Shareholders; receipt of the report from the Ballot Committee, as well as voting ballots, powers of attorney; participation in the drafting of the vote return report, minute of the General Meeting of Shareholders and other activities related to preparation and holding of the General Meeting of Shareholders;

4.1.2. Support of the activities of the Board of Directors and Board Committees (as Secretary of the Board), including but not limited to:

- ensuring compliance with the established rules and procedures for preparing and holding meetings of the Board of Directors, drafting the work plans and agendas for General Meetings of Shareholders and the Board of Directors; familiarizing newly elected members of the Board of Directors with the Company's activities and internal documents; notifying members of the Board of Directors and those invited to attend a meeting of the Board Directors about forthcoming meetings, sending them materials on matters included in the agenda;

- participation in the meetings of the Board of Directors;

- organization of keeping the minutes of the meeting of the Board of Directors, ensuring their storage and issue, where necessary, of copies of the minutes or extracts from the minutes of the Board of Directors, certification of their authenticity; other activities related to the work of the Board of Directors and Board Committees;

4.1.3. Participation in the implementation of the Company's Disclosure Policy as well as ensuring storage of the corporate documents of the Company;

4.1.4. Coordination between the Company and its Shareholders, participation in prevention of corporate conflicts;

4.1.5. Coordination between the Company and the regulator, trade organizers, registrar, other professionals of the securities market, within the scope of authority, assigned to the Corporate Secretary, as well as with the government authorities on matters relating to control of corporate relations and securities market;

4.1.6. Assuring implementation of the procedures established by the law and the internal regulations of the Company to ensure exercise of the rights and legal interests of Shareholders and supervision over the implementation thereof, including but not limited to compliance with the procedure of maintaining the register of holders of certified shares, procedure of approval of major transactions and related-party transactions, procedure of issue of shares of the Company, exercise of the Shareholders' rights to place the shares;

4.1.7. Immediate notification of the Board of Directors of any detected violations of the law or the internal regulations of the Company, where compliance with the said laws and regulations is within the scope of responsibility of the Corporate Secretary;

4.1.8. Participation in the improvement of the corporate governance system and practice of the Company.

5. RIGHTS AND RESPONSIBILITIES OF THE CORPORATE SCRETARY

5.1. The Corporate Secretary **has a right**:

5.1.1. To request, and the officers and managers of the divisions of the Company must provide him/her with, information (materials) necessary to exercise the functions of the Corporate Secretary, considering the restrictions established by the regulations of the Russian Federation, the Charter and the internal regulations of the Company;

5.1.2. To request, and the officers and managers of the divisions of the Company must provide him/her with, a progress report on implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors of the Company and, where necessary, comment on the reasons of failure to fulfill the said resolutions;

5.1.3. Where requested by the Chairman of the Board of Directors, to organize the preparation of materials by the Company's divisions, review and / or approval of which falls within the competence of the General Meeting of Shareholders, the Board of Directors, Board Committees in accordance with the requirements of the Law of the Russian Federation, the Charter and internal regulations of the Company;

5.1.4. To initiate drafting and implementation of provisions and procedures aimed to improve the corporate governance in the Company, coordination between the management bodies of the Company;

5.1.5. To require from the officers and employees of the Company to strictly observe the norms and requirements of the effective Law, the Charter and internal regulations of the Company, to remedy any breach;

5.1.6. To table issues for consideration of the Company's management bodies within the scope of the Secretary's responsibility;

5.1.7. To draft, sign and distribute response and comments on any matter within the scope of the Secretary's responsibility;

5.1.8. To request information from Registrar of the Company within the scope established by the management bodies of the Company and the Law;

5.1.9. To interact with the Chairman of the Board of Directors, Chairmen of Board Committees and members of the Board of Directors.

5.2. The Corporate Secretary **must**:

5.2.1. Monitor compliance by the officers and employees of the Company with the requirements of the effective Law, the Charter and internal regulations of the Company with regard to issues within the scope of his/her functions, as well as other documents that guarantee the exercise of the rights and legal interests of Shareholders;

5.2.2. Monitor execution of the resolutions made by the General Meeting of Shareholders and the Board of Directors.

5.2.3. Monitor compliance with the requirements of the Law in the course of maintaining the register of holders of certified shares of the Company and realization by the Company of corporate actions affecting the rights of Shareholders;

5.2.4. Strictly observe in his/her activities the norms and requirements of the Law and the legal acts of the Russian Federation, the Charter and internal regulations of the Company;

5.2.5. Ensure his/her continuous professional development;

5.2.6. Provide advice to officers, Shareholders, members of the Board of Directors of the Company in relation to corporate law and governance;

5.2.7. Take necessary action to ensure that the legal rights and interests of the Shareholders of the Company are observed;

5.2.8. Report systematically to the Board of Directors of his/her activities;

5.2.9. Inform the Board of Directors of any events that create a threat of violation of the norms of legislation, Shareholders' rights, and the occurrence of a corporate conflict;

5.2.10. In case of conflict of interest immediately notify the Chairman of the Board of Directors thereof[6];

5.2.11. Participate in the drafting of the prescribed reporting in part of corporate governance;

5.2.12. Take action to prevent loss for the Company and/or the Shareholders;

5.2.13. Promote a high level of business activity, respect for ethics in relations between market participants, corporate ethics.

6. CONDITIONS AND PROCEDURE OF PAYMENT OF THE SECRETARY'S REMUNERATION

6.1. Unless otherwise provided by the resolution of the Board of Directors of the Company, the conditions, procedure of payment and the amount of remuneration paid to the Corporate Secretary are determined in accordance with the internal regulations of the Company relating to labor compensation and are stipulated in the employment agreement made with the Corporate Secretary.

6 *cl. 213 Section III part B of the CGC*

6.2. The Board of Directors may resolve to pay to the Corporate Secretary an additional remuneration other than provided in clause 6.1. of this Policy.

7. LIABILITY OF THE CORPORATE SECRETARY

7.1. The Corporate Secretary of the Company shall while performing his/her rights and obligations act for the benefit of the Company, exercise reasonably and in good faith his/her rights and obligations in respect of the Company.

7.2. The Corporate Secretary shall not apply for his/her personal benefit or the benefit of any third parties the information available to him/her, being the trade secret, insider information or other information protected by the Law that became available to him/her in connection with the performance of his/her duties.

8. FINAL PROVISIONS

8.1. This Policy as well as any amendments hereto shall be approved by the Board of Directors of the Company.

8.2. In the event where any individual norm of this Policy contradicts any amended Law of the Russian Federation or the Charter of the Company, the Policy shall apply in its remaining part not contradicting the Law and the Charter.