

**APPROVED BY**  
the Board of Directors of  
Segezha Group Public Joint Stock Company

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April 9, 2021  
Minutes No. 10/21 dated April 9, 2021

**REGULATIONS**  
**ON THE CORPORATE SECRETARY**  
**of Segezha Group Public Joint Stock**  
**Company**

Moscow, 2021

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These Regulations were developed on the basis of legislation and the Articles of Association and internal documents of Segezha Group PJSC (hereinafter referred to as the Company).

The Regulations define the procedure for the appointment, activities, status, powers, and competence of the Corporate Secretary of the Company.

## **1. General provisions**

The Corporate Secretary shall ensure that the Company's management bodies and officials comply with procedural requirements established by the laws of the Russian Federation, the Articles of Association, and internal documents of the Company that guarantee the exercise of the rights and interests of the Company's shareholders; assist the Company's bodies and officials in implementing these procedural requirements; organize interaction between shareholders, the Board of Directors, management, and other interested participants in corporate relations; and promote confidence in the Company on the part of shareholders, potential investors, business partners, and other interested parties in corporate relations.

In order to comply with the principle of independence, the Corporate Secretary must not perform the functions of the Corporate Secretary concurrently with the performance of other duties in the Company.

For optimal performance of the work, the Corporate Secretary shall follow the following principles:

- Be loyal to the Company;
- Protect the interests of all shareholders of the Company;
- Take into account the interests of all stakeholders who participate in the Company's corporate relations;
- Act constructively to resolve corporate conflicts within the Company;
- Promote the level of transparency of the Company in accordance with requirements of the current laws and the recommendations of the Corporate Governance Code;
- Act in a spirit of openness, constructive interaction, and mutual understanding;
- Interact with all members of the management and control bodies and employees of the Company on an equal basis, regardless of their social status, official position, and other factors;
- Comply with the rules of corporate culture, regulations and procedures that do not contradict legislation and are established by the Company's internal documents;
- Participate in forms of alternative (non-judicial) resolution of corporate conflicts in relation to the Company that do not contradict legislation.

## **2. Accountability and subordination of the Corporate Secretary. The procedure for interaction of the Corporate Secretary with the Company's structural divisions.**

The Corporate Secretary is an official of the Company.

The Corporate Secretary, in his/her activities, is subordinate and reports to the Company's Board of Directors.

The Corporate Secretary shall carry out his/her activities in close contact and interaction with all structural subdivisions of the Company.

## **3. The procedure for appointing the Corporate Secretary and termination of his/her powers. Requirements for a candidate to the post of Corporate Secretary.**

3.1. The Corporate Secretary shall be appointed and dismissed by the sole executive body of the Company with the consent of the Board of Directors of the Company or in agreement with it, based on the resolution of the Board of Directors on the appointment of the Corporate Secretary. The Board of Directors shall appoint the Company's Corporate Secretary on the nomination of the Chair of the Board of Directors. The resolution shall be made by a simple majority vote of members of the Company's Board of Directors participating in the meeting.

3.2. The amount of remuneration and the system for remuneration of the Corporate Secretary, including bonuses, as well as the contract with the Corporate Secretary, are subject to approval by the Board of Directors. The contract with the Corporate Secretary shall be signed on behalf of the Company by the sole executive body of the Company. The hiring and termination of the

employment contract with the Corporate Secretary shall be carried out by the sole executive body of the Company on the basis of resolutions of the Board of Directors of the Company.

- 3.3. A person who meets the following requirements and has the following skills may be appointed to the position of Corporate Secretary:
- higher education;
  - at least 3 years of work experience in the field of corporate governance;
  - knowledge of the norms of corporate legislation and securities laws, including the rules for disclosure of information by issuers on the securities market and the procedure for the work of professional participants in the securities market (registrars of the Company, stock exchanges, etc.);
  - knowledge of regulatory documents that reflect the best domestic and foreign corporate governance practices;
  - mastery of a personal computer;
  - negotiation skills;
  - personal qualities and skills: independence of judgment and the ability to defend his/her opinion;
  - no criminal record or disqualification in accordance with the Code of Administrative Offenses of the Russian Federation.
- 3.4. The Board of Directors may make a resolution on early termination of the powers of the Corporate Secretary and termination of the employment contract concluded with him/her.

#### **4. Functions of the Corporate Secretary**

- 4.1. In the area of improving corporate governance practices:
- 4.1.1. organization and participation in the development and subsequent updating of the Company's Code of Corporate Conduct, the Company's Articles of Association and internal documents: regulations on the Company's management and control bodies and the procedure for implementing corporate procedures;
  - 4.1.2. control over the implementation by the Company's divisions, officials, management and control bodies of the norms and requirements of corporate legislation, the Articles of Association and the internal documents of the Company in the field of corporate governance;
  - 4.1.3. analysis of corporate governance practices in the Company, development of proposals for its improvement, and initiation of appropriate changes to the Company's internal documents;
  - 4.1.4. ensuring the implementation of the procedures established by the legislation and internal documents of the Company that ensure the exercise of the rights and legitimate interests of shareholders and monitoring their performance.
- 4.2. In the area of preparing and holding the general meeting of shareholders:
- 4.2.1. record keeping and organization of legal expert assessment of shareholders' proposals on agenda items for the general meeting and nomination of candidates for elected bodies submitted to the Company;
  - 4.2.2. informing the Chair of the Board of Directors of the Company about the proposals of shareholders no later than the day following the day of their receipt, with the expert examination report on the received proposals enclosed;
  - 4.2.3. informing the shareholders about the resolutions of the Company's Board of Directors made on the received proposals;
  - 4.2.4. obtaining consent to the election of persons nominated for the positions of members of the Board of Directors, members of the Audit Commission, members of the Accounting Commission, members of the collective executive body of the Company, the sole executive body, and the auditor of the Company if the agenda of the general meeting of shareholders contains items on the election of these management bodies of the Company;

- 4.2.5. requesting and receiving a list of persons entitled to participate in the general meeting of shareholders from the Company's registrar on the basis of a resolution of the Company's Board of Directors on holding the general meeting of shareholders;
  - 4.2.6. provision of a list of persons entitled to participate in the general meeting of shareholders or an extract from this list to be reviewed by shareholders in cases established by law;
  - 4.2.7. preparation of drafts of the notification of shareholders about an upcoming general meeting of shareholders and voting ballots and organization of the distribution of relevant notifications and sets of ballots;
  - 4.2.8. organization of and participation in the preparation of information and documents to be provided to the participants of the general meeting of shareholders, including the annual report of the joint stock company;
  - 4.2.9. arrangement of access to documents required to be provided to persons entitled to participate in the general meeting, as well as production and provision of copies of these documents at the request of shareholders;
  - 4.2.10. keeping records of the filled-in voting ballots received by the Company and their transfer to the Tally Commission;
  - 4.2.11. advising the chair of the meeting on issues arising in the course of the general meeting of shareholders of the Company;
  - 4.2.12. providing explanations and answers to the questions of the participants of the general meeting related to the procedure for its holding;
  - 4.2.13. arranging for the presence of candidates nominated for election to the management and control bodies of the Company and other persons provided for in the internal documents of the Company at the general meeting of shareholders;
  - 4.2.14. advising shareholders on the preparation of powers of attorney for voting at the general meeting of shareholders.
- 4.3. In the area of organizing the preparation and holding of meetings of the Board of Directors:
- 4.3.1. assisting the Chair / Deputy Chairs of the Board of Directors and the Chairs / Deputy Chairs of the Committees in planning the work of the Board of Directors and Committees;
  - 4.3.2. coordinating the work of the Board of Directors and the Committees under the Board of Directors of the Company;
  - 4.3.3. notifying members of the Board of Directors and invitees in a timely manner about upcoming meetings of the Board of Directors;
  - 4.3.4. monitoring the deadlines for submission and compliance of the materials provided on the agenda of the Board of Directors meeting with the approved formats of reports and presentations;
  - 4.3.5. distributing materials on the agenda of the meeting of the Board of Directors among the members of the Board of Directors;
  - 4.3.6. obtaining, on the instructions of the Chair of the Board of Directors, the necessary documents and information about the Company's operations in the Company's subdivisions and providing the members of the Board of Directors with the necessary additional information about the Company's activities, as well as ensuring that the members of the Board of Directors are provided with the additional information requested by them;
  - 4.3.7. controlling organizational and technical support of meetings of the Board of Directors and Committees under the Board of Directors of the Company;
  - 4.3.8. keeping records of information on written opinions on the items under consideration received from absent members of the Board of Directors and bringing it to the attention of the members of the Board of Directors participating in the meeting;
  - 4.3.9. participating in meetings of the Board of Directors and ensuring that the minutes of the meeting of the Board of Directors are kept;
  - 4.3.10. preparing voting ballots, organizing the mailing of ballots, collecting received ballots, and summing up the voting results on the agenda items of an absentee meeting of the Board of Directors;
  - 4.3.11. organizing the work of committees under the Board of Directors of the Company;

- 4.3.12. maintaining questionnaires of members of the Board of Directors;
  - 4.3.13. ensuring the provision of information to the Board of Directors on the implementation of resolutions of the Board of Directors;
  - 4.3.14. controlling the submission of reports of the Company's Management Board to the Company's Board of Directors;
  - 4.3.15. ensuring that the decision-making procedure for major transactions and related-party transactions is followed.
- 4.4. In the area of document storage and disclosure of information about the Company:
- 4.4.1. organizing storage of the documents pertaining to corporate governance referred to in Article 89 of the Federal Law "On Joint Stock Companies";
  - 4.4.2. organizing access to the above-mentioned documents for shareholders in accordance with the procedure established by the Company;
  - 4.4.3. organizing the preparation of copies of documents at the request of shareholders;
  - 4.4.4. organizing the preparation and timely submission to the authorized bodies (publication in established cases) of the issuer's reports, reports on material facts, notifications related to the issue of securities, and other information subject to disclosure or to be brought to the attention of the general public by the Company;
  - 4.4.5. participating in the implementation of the Company's information disclosure policy and monitoring compliance with the Company's information disclosure policy;
  - 4.4.6. participating in the updating and monitoring of information on the Company's official website in terms of forming a block dedicated to corporate governance matters;
  - 4.4.7. assisting in ensuring the security of information related to the Company's activities and not subject to disclosure, i.e. information related to commercial secrets;
  - 4.4.8. observing the secrecy regime established by the Company in relation to business, as well as the financial and personal affairs of shareholders, members of the Board of Directors, managers, employees, and contractors of the Company;
  - 4.4.9. observing the principle of non-disclosure of business information to third parties unless such requirements are based on the law;
  - 4.4.10. taking steps to ensure non-disclosure of confidential information in the course of any information exchange in which the Corporate Secretary participates.
- 4.5. On matters of the organization of interaction between the Company and its shareholders:
- 4.5.1. organizing the keeping of records on letters, appeals, and requests received from shareholders by the Company;
  - 4.5.2. organizing the preparation of responses to incoming communications and requests on matters falling within his/her competence;
  - 4.5.3. advising the Company's shareholders on their rights;
  - 4.5.4. detecting emerging corporate conflicts in a timely manner;
  - 4.5.5. organizing the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders on the acquisition of the Company's treasury shares;
  - 4.5.6. organizing the execution of shareholders' demands for the Company to buy back their shares in cases established by the laws of the Russian Federation.
- 4.6. In the area of ensuring the Company's interaction with regulatory authorities, trade organizers, the registrar, and other professional participants in the securities market within the scope of the powers assigned to the Corporate Secretary:
- 4.6.1. ensuring the preparation of responses to requests and communications from authorized authorities and organizations, as well as other persons, on corporate governance matters;
  - 4.6.2. analyzing the Company's compliance with the requirements of stock exchanges for the corporate governance system, as well as preparation of proposals for improvement of elements of the corporate governance system in the Company;
  - 4.6.3. monitoring and ensuring that the Company's securities are kept on the quotation lists of trade organizers, namely, monitoring the changes in the requirements established by the rules for the listing and circulation of securities on stock exchanges;

- 4.6.4. ensuring the fulfillment of the Company's obligations to prepare and submit documents and information to exchanges in a timely manner as per the applicable listing rules;
  - 4.6.5. participating in the preparation of proposals to the Board of Directors of the Company on the choice of the registrar and the terms of the contract with it;
  - 4.6.6. providing methodological guidelines and coordinating the activities of the corporate secretaries (secretaries of the boards of directors) of controlled companies (if any) and providing them with assistance in solving emerging issues.
- 4.7. On other matters:
- 4.7.1. preparing proposals to the Board of Directors for the selection of the registrar;
  - 4.7.2. organizing interaction between the Company and its registrar;
  - 4.7.3. participating in the development of certain internal documents of the Company in the field of corporate governance in accordance with the corporate governance development plan or on behalf of the Board of Directors;
  - 4.7.4. keeping records of information about the Corporate secretaries (secretaries of the boards of directors) of the Company's subsidiaries and affiliates and, if necessary, preparing proposals for their membership. Developing and implementing an action plan to improve their skills;
  - 4.7.5. providing methodological guidelines and coordinating the activities of the corporate secretaries (secretaries of the boards of directors) of subsidiaries and affiliates and providing them with assistance in solving emerging issues;
  - 4.7.6. ensuring the preparation of responses to requests from the Bank of Russia, anti-monopoly authorities, and other bodies and persons on corporate governance matters;
  - 4.7.7. promptly informing the Board of Directors about all events that have become known to the Corporate Secretary as a result of which the rights of shareholders, resolutions of the Board of Directors of the Company, the provisions of legislation, the Articles of Association or internal documents of the Company compliance with which pertains to the functions of the Corporate Secretary are violated or may be violated, or a corporate conflict may arise.

## **5. Rights and duties of the Corporate Secretary**

- 5.1. The Corporate Secretary shall have the right:
- 5.1.1. as agreed with the Company's President, to request and receive information and documents necessary to fulfill the tasks assigned to him/her from officials of the Company and the heads of its business units;
  - 5.1.2. to monitor the implementation of resolutions passed by the Board of Directors and the General Meeting of Shareholders of the Company and compliance by the Company's officials and employees with the Articles of Association and internal documents of the Company in terms of matters related to the functions of the Corporate Secretary;
  - 5.1.3. to interact with the Chair of the Board of Directors and the chairpersons of committees of the Board of Directors;
  - 5.1.4. within the limits of his/her competence, to propose items for the agenda of the meeting of the Board of Directors and Committees under the Board of Directors of the Company; mark the acceptance of correspondence, communications and statements from shareholders, indicating the date and time of receipt of the relevant documents by the Company; and request information from the registrar on behalf of the Company within the scope established by the contract with the registrar;
  - 5.1.5. to instruct the registrar to draw up a list of persons entitled to participate in the general meeting of shareholders by a written order of the President or an internal document of the Company;
  - 5.1.6. to monitor compliance with statutory requirements for maintaining the register of shareholders, including directly contacting the registrar for clarification in connection with complaints received from shareholders.

## 5.2. The Corporate Secretary must:

- 5.2.1. strictly comply with the norms and requirements of the legislation of the Russian Federation and internal documents of the Company in his/her activities;
- 5.2.2. proceed from the presumption of observance of the interests of shareholders when resolving emerging issues;
- 5.2.3. fulfill the instructions of the Chair of the Board of Directors;
- 5.2.4. systematically report on his/her activities to the Board of Directors;
- 5.2.5. take the steps necessary to ensure the observation of the rights and legitimate interests of the Company's shareholders;
- 5.2.6. promptly inform the Board of Directors about all events that have become known to the Corporate Secretary as a result of which the rights of shareholders, resolutions of the Board of Directors of the Company, the provisions of legislation, the Articles of Association or internal documents of the Company compliance with which pertains to the functions of the Corporate Secretary are violated or may be violated, or a corporate conflict may arise;
- 5.2.7. manage the activities of the employees of the Corporate Secretary's office (if a Corporate Secretary's office has been created).

## **6. Liability of the Corporate Secretary**

- 6.1. The Corporate Secretary of the Company, in exercising his/her rights and fulfilling his/her duties, shall act in the interests of the Company and exercise his/her rights and fulfill his/her duties in relation to the Company in good faith and reasonably.
- 6.2. The Corporate Secretary shall not disclose any information that, according to the internal documents of the Company, is a commercial secret.
- 6.3. The Corporate Secretary shall not use confidential information or other material non-public (insider) information about the Company available to him/her for personal interests or for the interests of third parties.
- 6.4. The Corporate Secretary shall be liable to the Company for losses caused to the Company by his/her wrongful actions (inaction) unless other grounds and another extent of liability are established by federal laws.
- 6.5. The Corporate Secretary shall bear responsibility for non-compliance with the format and deadlines for providing materials for the meeting of the Board of Directors in accordance with the Company's internal documents.

## **7. Conditions and procedure for payment of remuneration to the Corporate Secretary**

- 7.1. The terms of remuneration of the Corporate Secretary are established by the employment contract.
- 7.2. Remuneration to the Corporate Secretary shall be paid within the timeframe and in accordance with the procedure established by the Company for the payment of salaries to employees.
- 7.3. By a resolution of the Company's Board of Directors, additional remuneration may be paid to the Corporate Secretary. The amount of additional remuneration (annual and/or other bonuses or payments) to the Corporate Secretary shall be determined by the Board of Directors on the basis of the recommendation of the Nomination and Remuneration Committee based on the results of the evaluation of the Corporate Secretary's performance.
- 7.4. The Board of Directors is responsible for determining the amount of remuneration to be paid to the Company's Corporate Secretary and approving the principles for evaluating his/her work and the remuneration system, including bonuses.



## **8. Final provisions**

- 8.1. These Regulations have been approved by the resolution of the Board of Directors of the Company and may be amended, supplemented, and canceled only by resolution of this governing body of the Company.
- 8.2. These Regulations and all amendments hereto shall enter into force upon its approval by the Company's Board of Directors.