



APPROVED  
by the Board of Directors of  
PJSC "Rostelecom"  
on 13 September 2019  
Minutes No 04 of 13 September 2019

**REGULATIONS ON CORPORATE SECRETARY AND  
STAFF OF THE CORPORATE SECRETARY OF  
PUBLIC JOINT STOCK COMPANY "ROSTELECOM"**

(Version No 3)

Moscow

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**1. General provisions**

- 1.1. These Regulations on Corporate Secretary and Staff of the Corporate Secretary (hereinafter to be referred to as these “Regulations”) of Public Joint Stock Company "Rostelecom" (hereinafter to be referred to as the “Company”) is the main document governing the activities of the Company's Corporate Secretary (hereinafter to be referred to as the “Corporate Secretary”) and Staff of the Corporate Secretary, and outlines the Corporate Secretary competence, procedure of appointment and dismissal from office, requirements to be met by an applicant for the position of the Corporate Secretary, the Corporate Secretary duties, powers, rights and obligations, remuneration and responsibility.
- 1.2. The Corporate Secretary's activities are governed by the Civil Code of the Russian Federation, Federal Law No 208-FZ "On Joint Stock Companies" of 26.12.1995 (hereinafter – the “Federal Law "On Joint Stock Companies"”), the Corporate Governance Code recommended for application by the Bank of Russia of 10.04.2014, other laws and regulations of the Russian Federation, the Company Charter, Regulations on the Company General Shareholders' meeting (hereinafter – "Regulations on the General Shareholders' Meeting of the Company"), Regulations on the Company Board of Directors (hereinafter – the "Board of Directors"), the Corporate Governance Code of the Company, requirements of the governing bodies of other countries, within the jurisdiction of which the Company falls in the event of a listing of securities at stock exchanges of those countries (hereinafter the “Applicable law”, “Rules and Regulations”), these Regulations and other internal corporate documents of the Company as approved in accordance with the established procedure (hereinafter to be referred to as the “Corporate Documents”).
- 1.3. The Corporate Secretary ensures efficient current coordination of activities with the Company shareholders, coordination of the Company activities as regards protection of rights and interests of its shareholders, support of efficient performance of the Board of Directors, as well as resolving corporate law issues arising in the Company's activities.
- 1.4. The Corporate Secretary reports and is administratively subordinated to the Company President (hereinafter the "President").
- 1.5. The Corporate Secretary is entitled to combine his activities with performance of other duties in the Company or other entities subject to consent of the Nomination and Remunerations Committee of the Board of Directors.
- 1.6. By a decision of the Board of Directors, an office of the Company's Corporate Secretary can be established.
- 1.7. For the purpose of these Regulations the terms used herein shall have the meanings assigned to them by the applicable law, rules and regulations as well as internal Corporate Documents.

**2. Procedure of appointment and dismissal from office of the Corporate Secretary, requirements to be met by a nominee to the position of the Corporate Secretary**

- 2.1. The Nomination and Remunerations Committee of the Board of Directors considers at its meeting an applicant(s) for the position of the Corporate Secretary and submits its recommendation to the Board of Directors.
- 2.2. The Board of Directors takes a decision on preliminary approval of the applicant(s) for the position of the Corporate Secretary.
- 2.3. The Corporate Secretary is appointed and dismissed from office by the President on the agreement with the Board of Directors. Terms and conditions of the employment contract with the Corporate Secretary shall be approved by the Board of Directors. The employment contract with the Corporate Secretary shall be signed by the Chairman of the Board of Directors on behalf of the Company.
- 2.4. The following information and details shall be provided to the Nomination and Remunerations Committee of the Board of Directors and to the Board of Directors as regards an applicant(s) for the position of the Corporate Secretary:
  - surname, name and patronymic;
  - date of birth;
  - residence;

- nationality;
  - education;
  - employment history for the past five (5) years;
  - the number, category and type of the Company shares owned by the applicant;
  - information on whether the applicant is affiliated with the Company;
  - whether the applicant is associated with the person exercising control over the Company or with the Company executive bodies;
  - existence /absence of a criminal record of economic crimes or disqualification in accordance with the Code of Administrative Offences of the Russian Federation;
  - additional information prepared by the applicant at his discretion.
- 2.5. An applicant for the position of the Corporate Secretary shall meet the following requirements:
- higher education in law, economics or business;
  - at least 3 (three) years' experience in corporate governance or on executive positions;
  - knowledge of the Russian company law and securities market as well as regulations of governmental regulatory authorities governing issuers' activities;
  - knowledge of Russian and international corporate governance standards;
  - fluent English;
  - existence of such personal qualities as sociability, sense of responsibility, ability to settle conflicts between participants of corporate relations;
  - spotless business reputation;
  - organizational and analytical skills.
- 2.6. No affiliated person of the Company or person associated with the person exercising control over the Company or with the Company's executive bodies may be appointed Corporate Secretary.
- 2.7. The Board of Directors may decide to dismiss the Corporate Secretary from office in accordance with terms and conditions of the employment contract made with the latter.

### **3. Staff of the Corporate Secretary**

- 3.1. In order to ensure the effective operation of the Corporate Secretary, staff of the Corporate Secretary is established in the Company. The number of employees (at least 4 people), structure, and the name (form) of the subdivision - Staff of the Corporate Secretary are proposed by the Corporate Secretary and approved by the Board of Directors as set forth in Appendix 1 to these Regulations. The number of employees and structure of Staff of the Corporate Secretary may be changed at any time by a decision of the Board of Directors.
- 3.2. Staff of the Corporate Secretary shall be a structural subdivision of the Company.
- 3.3. Employees of Staff of the Corporate Secretary shall be appointed to their respective positions or dismissed from their positions by the order of the President.
- 3.4. The general management of Staff of the Corporate Secretary is carried out by the Head of Staff of the Corporate Secretary. A person having a higher education in law and more than 3 (three) years of professional experience and holding manager positions is appointed the Head of Staff of the Corporate Secretary.
- 3.5. The employees of Staff of the Corporate Secretary shall ensure that the Corporate Secretary duly performs his/her functions and shall operate in accordance with their employment contracts and job descriptions drawn up on the basis of these Regulations.

### **4. Functions, powers, rights and duties of the Corporate Secretary and Staff of the Corporate Secretary**

- 4.1. In the course of performing their relevant duties the Corporate Secretary and Staff of the Corporate Secretary shall ensure effective cooperation of the Company with its shareholders, the Chairperson of the Board of Directors and Chairpersons of the respective Board committees, take part in prevention of corporate conflicts, ensure implementation of and exercise control over compliance by the Company

with procedures ensuring enjoyment of rights and safeguarding legitimate interests of the Company shareholders in accordance with the applicable law, rules and regulations.

- 4.2. Participation in preparation and holding of a General Shareholders' meeting whereby the following powers are vested with the Corporate Secretary:
  - 4.2.1. receipt of delivered to the Company proposals to include agenda items in the agenda of a General Shareholders' meeting and proposals of nominees to the management and control bodies of the Company, elected by the General Shareholders' Meeting, and requests to convene an Extraordinary General Shareholders' Meeting;
  - 4.2.2. keeping records of requests and proposals received from shareholders with regard to a General Shareholders' meeting and making arrangements for their preliminary legal assessment in compliance with the applicable law, rules and regulations;
  - 4.2.3. submitting delivered requests and proposals to the Chairman of the Board of Directors not later than 2 (two) days following the date of their delivery, with inclusion, where necessary, of a legal opinion as regards a received proposal or request to be reviewed by the Board of Directors;
  - 4.2.4. sending to shareholders a decision taken by the Board of Directors in respect of the requests received from these shareholders with regard to holding a General Shareholders' Meeting;
  - 4.2.5. preparation and delivery within 2 (two) days to nominees to the Board of Directors of requests for consent to be elected to a relevant governing body of the Company, if such consent was not originally provided by the nominee to the Board of Directors;
  - 3.2.6. preparation and delivery within 2 (two) days to nominees to the Company Audit Commission (hereinafter the "Audit Commission") of requests for their consent to be elected into a relevant governing body of the Company, if such consent agreement was not originally provided by the nominee to the Audit Commission.
- 4.3. Ensuring operation of the Board of Directors, whereby the following powers are vested with the Corporate Secretary:
  - 4.3.1. provision of clarifications to elected members of the Board of Directors with regard to procedures established in the Company that regulate operation of the Board of Directors and other bodies of the Company, provision of information that is relevant for proper performance of their duties by members of the Board of Directors;
  - 4.3.2. preparation of a draft plan of operation of the Board of Directors and submitting it for review by the Board of Directors;
  - 4.3.3. drawing up and legal analysis of contracts and other documents, drafting legal opinions related to the activities of the Board of Directors of the Company, preparation of draft decisions of the Board of Directors;
  - 4.3.4. making arrangements for holding meetings of the Board of Directors (conducting absentee voting);
  - 4.3.5. ensuring timely notification of members of the Board of Directors and persons invited to take part in the meeting of holding a meeting of the Board of Directors (absentee vote);
  - 4.3.6. preparation and delivery to the members of the Board of Directors of materials related to the items on the agenda of a meeting of the Board of Directors (absentee voting);
  - 4.3.7. ensuring strict compliance with rules and procedure of holding meetings of the Board of Directors' (absentee voting);
  - 4.3.8. supplying to a meeting of the Board of Directors (absentee voting) of regulations as well as reference and other materials that are necessary for taking decisions by the Board of Directors with regard to the items on the agenda of the meeting (absentee voting);
  - 4.3.9. taking minutes of a meeting of the Board of Directors or preparing minutes of absentee voting by the Board of Directors;

- 4.3.10. making and certifying extracts from minutes of meetings and absentee voting of the Board of Directors;
  - 4.3.11. communicating decisions taken by the Board of Directors to bodies and/or employees of the Company;
  - 4.3.12. collecting ballots and written opinions of members of the Board of Directors and summing up voting results on the items on the agenda of the meeting of the Board of Directors (absentee voting);
  - 4.3.13. notification of the Board of Directors' members who were not present at the meeting of the results of the Board of Directors' meeting (absentee voting);
  - 4.3.14. communicating to members of the Board of Directors who are present at a meeting the written opinion papers of other members of the Board of Directors who are not able to be present at the meeting and offering them an opportunity to express their views on draft decisions contained in those opinion papers;
  - 4.3.15. control over execution of decisions passed by the Board of Directors and reporting quarterly to the Board of Directors on the results of such control;
  - 4.3.16. preparation of proposals for the Chairman of the Board of Directors about hearing at a meeting of the Board of Directors of a report or information of the Company executive bodies about fulfilment of instructions issued by the Board of Directors;
  - 4.3.17. provision to the members of the Board of Directors of documents requested by them and information about the Company activities including minutes and materials regarding the Board of Directors meetings (absentee voting);
  - 4.3.18. reporting to the Chairman of the Board of Directors on all facts impeding compliance with the procedures where ensuring compliance with such procedures is a duty of the Corporate Secretary;
  - 4.3.19. conducting a written quarterly survey of members of the Board of Directors asking them to provide information about their intention to take a position in governing bodies of other organizations, information about associated persons and information stipulated in Article 82 of the Federal Law "On Joint Stock Companies" and all changes therein.
- 4.4. Ensuring operation of the Board of Director's Committees (hereinafter referred to as the "Committees") with the following powers:
- 4.4.1. performance of the duties of the secretary of Committees established by the Board of Directors in compliance with regulations governing their activities;
  - 4.4.2. working out and solving organizational issues related to holding meetings of the Committees in accordance with the applicable law, rules and regulations;
  - 4.4.3. notification of the Committees' members and persons invited to take part in meetings of convening meetings of the Board of Directors' Committees;
  - 4.4.4. preparation and delivery to members of the Committees of materials related to the agenda of meetings of the Board of Directors Committees;
  - 4.4.5. taking and formalization of minutes of the Committees' meetings and absentee voting of the Committees of Board of Directors;
  - 4.4.6. making and certifying extracts from the minutes of meetings and absentee voting of Committees of the Board of Directors;
  - 4.4.7. collecting written opinions of members of the Committees;
  - 4.4.8. providing the Committees' recommendations related to materials concerning relevant items on the agenda of the Board of Directors meetings;
  - 4.4.9. collecting and storing recommendations, minutes and materials of the Committees' meetings;
  - 4.4.10. rendering assistance to members of the Committees in the course of exercising by them of their powers.
- 4.5. Making arrangements for communicating in terms of exchanging information on behalf of the Company with the Federal Agency for State Property Management (Rosimushchestvo) through the Interdepartmental Portal for State Property Management.

- 4.6. Supporting requests to obtain, receive and exercising control over execution of directives of the Russian Government issued to representatives of the interests of the Russian Federation on the Board of Directors.
- 4.7. Interacting with federal executive authorities on issues falling within the competence of the Corporate Secretary and of Staff of the Corporate Secretary.
- 4.8. Resolving corporate law issues, including those related to projects of mergers and acquisitions; corporate and legal support for the purchases/sale by the Company of shares, interests, etc. in legal entities of various organizational and legal forms.
- 4.9. Preparing and submitting/participating in the preparation of documents (petitions, notifications) to antimonopoly authorities for the purposes of the Company's compliance with the requirements of antimonopoly law, in particular, in connection with purchasing voting shares, interest, and assets of business companies.
- 4.10. Providing legal support for measures/events related to the inclusion, maintaining and promoting of shares and derivatives of equity securities in the course of listing on Russian and foreign stock exchanges; legal support for the preparing prospectuses of issues, quarterly and annual reports, and information disclosure events.
- 4.11. Providing legal support of procedures relating to receiving and/or sending voluntary and/or mandatory offers to acquire more than 30 percent of shares of a public company, as well as the buyout by a person who acquired more than 95 percent of the shares of a public company, of securities of the public company as demanded by their owners, and the buyout of securities of a public company at the request of a person who has acquired more than 95 percent of the shares of the public company.
- 4.12. Participating in the compiling lists of affiliated persons of the Company, in preparing quarterly and annual reports and other documents related to the requirements of applicable law in terms of disclosure/publication of information on the activities of the Company.
- 4.13. Providing legal support for interaction with the Company's auditors, as well as with other third parties, including government agencies (the Central Bank of the Russian Federation, the Federal Antimonopoly Service, government agencies that register legal entities, etc.) on matters falling within the competence of the Corporate Secretary and Staff of the Corporate Secretary.
- 4.14. Preparing opinions on corporate law issues; shaping and formulating a common position of relevant divisions of the Company on the interpretation of controversial legal issues related to the application of corporate law provisions.
- 4.15. Proving legal support for measures undertaken in the Company in connection with reorganization of the Company and other changes in the corporate structure of the Company (establishing, winding up standalone structural divisions, etc.).
- 4.16. Providing organization support of the activities of the Internal Audit Commission of the Company.
- 4.17. Representing the Company interest in court proceedings/litigation and proceedings on administrative offenses on corporate law issues arising in the activities of the Company.
- 4.18. Participating in improving the system and practice of the Company corporate governance.
- 4.19. Ensuring interactions of the Company with regulatory authorities, trading organizers, registrar, other securities traders within the limits of powers vested with the Corporate Secretary and Staff of the Corporate Secretary.
- 4.20. Promptly and without any delay notifying the Board of Directors of all discovered violations of applicable law, rules and regulations as well as provisions of internal Corporate Documents, ensuring compliance with which is the Corporate Secretary's function.
- 4.21. Maintaining business correspondence and other business contacts within the limits of his competence with members of the Board of Directors, executive bodies of the Company, members of the Internal Audit Commission, the Company Auditor, other employees of the Company and third persons.
- 4.22. In the event of absence of the Corporate Secretary his/her duties shall be performed by another person appointed by the Board of Directors for the period of the Corporate Secretary's absence, to be selected from employees of Staff of the Corporate Secretary.
- 4.23. Within the limits of his competence the Corporate Secretary shall have the right to:
  - 4.23.1. put issues for consideration by the governing bodies of the Company;

- 4.23.2. request that the Company bodies and employees should submit information and documents that are necessary for preparation of materials related to the agenda of the Board of Directors meetings, deliver reports on the progress in implementing resolutions of a General Shareholders' meeting, the Board of Directors Committees and explain reasons of non-compliance with the said resolutions;
- 4.22.3. request that the Company employees prepare a draft document or review a draft document, the development (consideration) of which falls both within the competence of the Corporate Secretary, and the business unit of the Company in accordance with the approved Regulations pertaining to the latter;
- 4.23.4. making organizational arrangements for preparation by the Company employees of materials falling within the competence of the General Shareholders' meeting, the Board of Directors, Committees of the Board of Directors following procedures established in the Company;
- 4.23.5. demand that the Company bodies and employees stop any activities that result (likely result) in corporate conflicts, at the same time reporting this fact to the President and Chairman of the Board of Directors;
- 4.12.6. initiate development and introduction of provisions and procedures aimed at enhancement of the procedures of Corporate governance in the Company, improvement of the efficiency of interaction between the Company bodies and employees for the purpose of compliance by the Company with the applicable law, rules and regulations;
- 4.12.7. receive reimbursement for expenses related to performance by the Corporate Secretary of his/her duties as well as bonuses based on the evaluation by the Board of Directors of his/her performance.
- 4.24. Within his/her competence the Corporate Secretary shall:
  - 4.13.1. keep records and store incoming and outgoing documents of the Board of Directors;
  - 4.13.2. provide extracts from the minutes of meetings and absentee voting of the Board of Directors at the request of the Company shareholder in compliance with the Federal Law "On Joint Stock Companies";
  - 4.13.3. not disclose any information about the Company activities that became known to him/her in the course of performance by him/her of his/her duties, which is not in the public domain and access to which is restricted pursuant to the Russian law and the Company internal Corporate Documents.

## **5. Remuneration for the Corporate Secretary**

- 5.1. The size of the Corporate Secretary's remuneration, the manner and time limits for its payment are set forth in the employment agreement, the terms and conditions of which shall be approved by the Board of Directors.
- 5.2. According to the employment agreement made with the Corporate Secretary the Board of Directors may decide to pay him bonuses with account of recommendations made by the Nomination and Remunerations Committee of the Board of Directors.
- 5.3. The Board of Directors shall evaluate quarterly the Corporate Secretary's performance and take a decision to pay a bonus to the Corporate Secretary in compliance with the Company's Charter and taking into account recommendations made by the Nomination and Remunerations Committee of the Board of Directors.

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

- 6.1. The employment agreement with the Corporate Secretary establishes responsibility for violation of these Regulations and at the same time for any violation of confidentiality obligations and unlawful use of insider information, and obligates the Corporate Secretary to inform the Board of Directors of any conflict of interests between the Corporate Secretary and the Company.
- 6.2. The Corporate Secretary shall be liable towards the Company for damage incurred to the Company as a result of violation of the employment agreement, negligence, breach of confidentiality and failure to disclose any conflict of interests. The scope of such liability is prescribed by the applicable law, rules and regulations.

**7. Concluding provisions**

- 7.1. Approval of the Regulations, introduction into it of changes and additions and deeming it null and void shall be effected by a decision of the Board of Directors taking into account recommendations of the Corporate Governance Committee of the Board of Directors.
- 7.2. If any provisions of these Regulations come in conflict with applicable law, rules and regulations as well as the Company Charter and other internal Corporate Documents resulting from any changes in them, these Regulations shall be applied to extent that they are not in conflict with the applicable law, rules and regulations as well as the Company's internal documents.



**STRUCTURE OF THE OFFICE OF CORPORATE SECRETARY AND LEGAL SUPPORT OF CORPORATE ACTIVITIES**

