



APPROVED BY
the Board of Directors
of Public Joint Stock Company “PIK Group”

Minutes No. 9
dated October 22, 2015

**CORPORATE SECRETARY AND
OFFICE OF CORPORATE SECRETARY
of PUBLIC JOINT STOCK COMPANY
“PIK GROUP”**

REGULATIONS

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1. GENERAL PROVISIONS.

1.1. These Regulations on Corporate Secretary and Office of Corporate Secretary of Public Joint Stock Company “PIK Group” (“Regulations”) have been developed in compliance with the applicable law of the Russian Federation, Articles of Association of PIK Group (“Company”), and Corporate Management Code approved by the Board of Directors of the Bank of Russia on March 21, 2014, and shall establish the procedure of election and appointment of the Company’s Corporate Secretary, his/her duties, authorities, and the procedure of forming the Office of the Corporate Secretary.

1.2. The Company’s Corporate Secretary is an authorised person responsible for providing compliance of the Company’s divisions, departments, and employees with the corporate management rules and procedures ensuring proper execution of the shareholders’ rights and interests, and for arranging the interaction between the Company and its shareholders.

1.3. In order to provide the Corporate Secretary’s efficient performance, the Office of the Corporate Secretary headed by the Corporate Secretary shall be formed within the Company.

1.4. The Corporate Secretary and the Office of the Corporate Secretary shall operate in compliance with the applicable law, the Company’s Articles of Association, these Regulations, other internal regulations of the Company, and resolutions of the General Shareholders Meeting and the Board of Directors of the Company.

2. APPOINTMENT OF CORPORATE SECRETARY OF COMPANY.

2.1. The Company’s Corporate Secretary shall report to the Company’s Board of Directors, be appointed and dismissed by the Company’s President based on the resolution of the Company’s Board of Directors.

2.2. Nominees for the Company’s Corporate Secretary position may be proposed by the members of the Company’s Board of Directors and the President. In respect of each nominee, the Board of Directors shall be provided with the following data:

- 1) full name;
- 2) year of birth;
- 3) education;
- 4) employment history for the last 5 years;
- 5) quantity, category, and type of the Company’s shares held by the nominee;
- 6) affiliation to the Company (if any);
- 7) relations with affiliates and main business partners of the Company.

Nominees may submit any additional information as he/she thinks proper.

2.3. Nominees meeting the following requirements may be appointed Corporate Secretary:

- 1) higher education;
- 2) at least 3 years of experience in corporate management;
- 3) knowledge of the corporate law of the Russian Federation;

4) soft skills (communication skills, commitment, ability to resolve conflicts among the individuals involved in corporate relations);

5) no affiliation to the Company;

6) managerial skills;

7) analytical skills.

2.4. The Company shall enter into labor contract with the person who has been appointed Corporate Secretary. The labor contract terms shall be approved by the Company's Board of Directors. On behalf of the Company, the labor contract shall be signed by the Company's President or another authorised employee.

2.5. The Board of Directors shall be entitled to decide on the dismissal of the Company's Corporate Secretary and termination of the labor contract entered into with him/ her only in compliance with the procedure established by the Labor Code of the Russian Federation.

3. DUTIES OF CORPORATE SECRETARY OF COMPANY.

3.1. To prepare and arrange for the general shareholders meetings in compliance with the applicable law, the Articles of Association, and other internal regulations of the Company:

1) to receive proposals for putting issues on the agenda of the annual general shareholders meeting, for nominating candidates to the Company's boards elected at the general shareholders meeting, and demands for an extraordinary general shareholders meeting, which are sent to the Company; to record the mentioned proposals and demands, and to perform preliminary due diligence in respect of them; to deliver proposals or demands to the Chairman of the Board of Directors no later than on the day following their receipt, with enclosed preliminary due diligence in terms of the mentioned proposals or demands;

2) if the agenda of the general shareholders meeting contains any issues regarding election to the Company's boards, to prepare and send requests to candidates for the consent to being elected to the respective board;

3) based on the resolutions of the competent corporate body / person on the general shareholders meeting, to form and send requests to the registrar for the list of individuals entitled to participate in the general shareholders meeting;

4) pursuant to the applicable law, to provide the individuals entitled to participate in the general shareholders meeting with the list of individuals entitled to participate in the general shareholders meeting for review and extracts from the list;

5) to prepare draft notices to the individuals entitled to participate in the general shareholders meeting on the forthcoming general shareholders meeting and to arrange for the delivery of the respective notices and bulletins;

6) to form materials to be presented at the general shareholders meetings, including to check their compliance with the resolutions of the Board of Directors;

7) to provide access to the materials mandatory to be presented to the individuals entitled to participate in the general shareholders meeting, and to make and provide copies of the materials as required by the individuals entitled to participate in the general shareholders meeting;

8) to collect and record voting bulletins filled in and sent to the Company, to deliver them to the bulletin counting committee;

9) to inform the participants of the general shareholders meeting of the issues related to the meeting procedure, conflict resolution measures in terms of arranging for and holding of the general shareholders meeting;

10) to inform the individuals entitled to participate in the general shareholders meeting and included into the list of the voting results;

11) based on the resolutions of the general shareholders meeting, to form and send requests to the registrar for the list of individuals entitled to dividends;

12) to arrange for the dividend payment to the individuals entitled to dividends.

3.2. To arrange for the work of the Board of Directors:

1) to provide the newly elected members of the Board of Directors with the explanation of the current internal regulations on the Board of Directors and other bodies of the Company, organisational chart of the Company, and the information on the Company's authorised employees, and any other information relevant to proper performance of responsibilities of the Board of Directors members;

2) to develop draft action plans of the Board of Directors and to present them to the Board of Directors;

3) to prepare draft agenda for the meetings of the Board of Directors, forms of meetings and to present them to the Chairman of the Board of Directors;

4) to timely notify the Board of Directors members and the individuals invited to the meeting of convening the meeting of the Board of Directors;

5) to prepare and send the materials regarding the issues on the agenda of the Board of Directors meetings to the Board of Directors members;

6) to perform due diligence and, if necessary, to adjust the draft resolutions of the Board of Directors in compliance with the applicable law and the Company's Articles of Association;

7) if the Board of Directors meeting is held in the form of joint attendance, to provide compliance with the proper meeting procedure;

8) at the Board of Directors meeting, to provide its members with all the regulatory acts, reference and other materials necessary for the Board of Directors to take resolutions;

9) to keep the minutes of the Board of Directors meetings, to notify the executives of the resolutions taken by the Board of Directors;

10) to inform the Board of Directors members not present at the meeting of the results of the meeting of the Board of Directors;

11) to collect written opinions of the Board of Directors members and to deliver them to the Chairman of the Board of Directors in terms of the issues on the agenda of the Board of Directors;

12) to familiarise the Board of Directors members with other Board of Directors members' written opinions and to enable the Board of Directors members to voice their opinions on the draft resolutions included in the opinions in a way convenient for them;

13) to provide proper procedure for taking resolutions on the transactions to be approved by the Board of Directors;

14) to control execution of the resolutions of the Board of Directors and to inform the Board of Directors of the results;

15) to submit proposals to the Chairman of the Board of Directors about hearing at the Board of Directors meeting of a report or information of the Company's authorised employees in terms of performing instructions given by the Board of Directors;

16) to provide the Board of Directors members with the documents and information requested by them on the Company's activities, including the minutes of the Board of Directors meetings;

17) to inform the Chairman of the Board of Directors of all the facts preventing from the compliance with the procedures to be complied with by the Company's Corporate Secretary.

3.3. To arrange for the work of the committees of the Board of Directors:

1) to be responsible for and settle issues regarding the meetings of the committees of the Board of Directors in compliance with the applicable law and the Company's internal regulations;

2) to notify the Board of Directors committee members and the individuals invited to the meeting of convening the meeting of the committees of the Board of Directors;

3) to prepare and send the materials regarding the issues on the agenda of the Board of Directors committee meetings to the Board of Directors committee members;

4) to keep minutes of the meetings of the Board of Directors committees, except for those cases when an individual who is not an employee of the Office of the Corporate Secretary has been appointed secretary of the committee;

5) to collect written opinions of the Board of Directors committee members, except for those cases when an individual who is not an employee of the Office of the Corporate Secretary has been appointed secretary of the committee;

6) to add the recommendations of the committees to the materials regarding the issues on the agenda of the Board of Directors meetings;

7) to collect recommendations and minutes of the meetings of the Board of Directors committees;

8) to assist the members of the Board of Directors committees in exercising their authorities.

3.4. To participate in the implementation of the Issuer's policy on information disclosure and to provide storage of the Issuer's corporate documents:

1) to provide record and storage of the minutes of the general shareholders meetings, Board of Directors meetings, minutes and recommendations of the Board of Directors committees;

2) to provide storage of:

- voting bulletins and powers of attorney (copies thereof) to participate in the general shareholders meeting;

- affiliates list;

- lists of the individuals qualified to attend the general shareholders meeting, entitled to obtain dividends, and other lists made up by the Company for the shareholders to exercise their rights pursuant to the Federal Law "On joint-stock companies";

3) to provide the shareholders with the access to the above mentioned documents pursuant to the procedure established by the Company;

4) to arrange for copies of the documents as requested by the shareholders and to approve copies of the mentioned documents;

5) to provide storage of the information (materials) sent to the shareholders before the general shareholders meetings and to the Board of Directors members before the Board of Directors meetings;

6) to provide record and storage of all the mail addressed to the Board of Directors;

7) to collect information on the interest of the Company's President, Board of Directors members, Management Board members, and shareholders;

8) to provide disclosure of the information of the Company pursuant to the law on securities market;

9) to arrange for and control (provide) compliance with the information disclosure law, including preparation and disclosure of information in the form of the Company's annual and quarterly statements, material facts, and documents and information related to the issuance and circulation of securities on the regulated securities market, and information to be disclosed on the Company's website;

10) to control the information disclosure in compliance with the Company's internal regulations, including timely posting and updating the respective information on the Company's website;

11) to participate in development and implementation of the Company's information policy.

3.5. To provide implementation of the procedures established in the applicable law and the Company's internal regulations in order to exercise shareholders' rights and lawful interests, and to control compliance with them.

3.6. To provide the Company's interaction with its shareholders and to take measures in order to prevent corporate conflicts.

1) to record letters, applications, and demands sent in by the shareholders;

2) to prepare responses to the letters, applications, and demands sent by the shareholders to the Company if the issues therein fall within the corporate secretary's authorities, or to send them to the Company's respective division, department responsible for the issue;

3) to control timely and proper consideration of the letters, applications, and demands sent from the shareholders to the Company if the issues therein fall within the authorities of other divisions, departments of the Company;

4) to provide advice to the shareholders in terms of their rights;

5) pursuant to the law of the Russian Federation, to arrange for, if shareholders so require, the purchase of their shares by the Company;

6) to timely detect corporate conflicts at an early stage and to participate in their resolution. Corporate conflicts shall mean disagreement and conflicts arising among the Company's shareholders if they have a negative impact on the Company's interests, between the Company's shareholders and management, investors and the Company, which lead or may lead to the following consequences:

- violations of the applicable law, the Company's Articles of Association or internal regulations, the rights of any shareholder or group of shareholders;

- filing lawsuits against the Company, its management bodies or challenging the resolutions taken by them;

- early termination of the authorities of the Company's current management bodies.

3.7. To improve the Company's corporate management system and practice:

1) to analyse and form proposals for amending the Company's Articles of Association and internal regulations;

2) to analyse the Company's performance in terms of corporate management and to assess achieving the corporate goals;

3) to develop the Company's corporate policy and to provide its implementation;

4) to prepare proposals for setting up Committees of the Board of Directors of the Company and to develop the Regulations on Committees;

5) to develop the Company's Corporate Management Code;

6) to provide methodology for the Company's activities in terms of corporate management;

7) to take measures in terms of assigning, maintaining, and revising the corporate management rating;

8) to monitor and take measures to adjust the Company's corporate management system in compliance with the requirements of the investment institutions and state regulators in terms of securities.

3.8. To provide the Company's cooperation with the regulators, market operators, registrar, other professional participants of the securities market within the authorities of the Corporate Secretary;

3.9. To immediately inform the Board of Directors of all the detected violations of the applicable law and the Company's internal regulations, the compliance with which is within the scope of authorities of the Company's Corporate Secretary.

3.10. Other duties:

1) within the scope of authorities, to maintain mail correspondence and other communications with the members of the Board of Directors, Management Board, other authorised employees, heads of the Company's divisions, departments, members of the Revision Committee, the Company's auditors, external companies and organisations, and other individuals and state authorities;

2) to arrange for the preparation of draft internal regulations of the Company (including annual statements) which shall be approved by the Company's general shareholders meeting and Board of Directors.

3.11. The duties mentioned in subparagraphs 3.1.-3.10. of these Regulations shall be performed by the Corporate Secretary both by himself/herself and by giving the respective instructions to the employees of the Office of the Corporate Secretary.

The duties of the secretary of the Board of Directors shall be performed by the Corporate Secretary himself/herself. If the Corporate Secretary is not present, the duties of the secretary of the Board of Directors shall be performed by another person appointed by the Company's Board of Directors.

4. RIGHTS AND OBLIGATIONS OF CORPORATE SECRETARY

4.1. Corporate Secretary shall be entitled:

1) as agreed with the Company's President, to request and accept from the Company's authorised employees, including heads of the Company's divisions, departments all the information and documents necessary for the Corporate Secretary's proper performance of his/her duties;

2) to have access to the documents of the Company's Management Board;

3) within the scope of his/ her authorities, to control the execution of the resolutions taken by the Board of Directors and general shareholders meeting, and to make proposals for putting issues on the agenda of the meetings of the Board of Directors and committees of the Board of Directors;

4) to accept letters, applications, and demands from the shareholders;

5) to request information from the Company's registrar pursuant to the law of the Russian Federation and agreement entered into with the registrar, to control compliance with the law of the Russian Federation in terms of maintaining the shareholders register.

4.2. Corporate Secretary shall undertake:

1) in the course of exercising his rights and performing his obligations, to act in the best interests of the Company, exercise his/her rights and perform his/her obligations to the Company in good faith and in a reasonable manner;

2) during his/her work, to strictly comply with the law of the Russian Federation, the Company's Articles of Association and internal regulations;

3) while solving any arising issues, to act based on the presumption of the observance of the shareholders' interests;

4) to execute orders of the Chairman of the Board of Directors.

5) if the Board of Directors so requires, to report to it on his/ her work;

6) to immediately inform the Board of Directors of the situations which may lead to violations of the applicable law, shareholders' rights, and corporate conflicts;

7) to take timely measures in order to solve corporate conflicts.

5. LIABILITIES OF CORPORATE SECRETARY.

5.1. In the course of exercising his/her rights and performing his/her obligations, the Company's Corporate Secretary shall act in the best interests of the Company, exercise his/her rights and perform his/her obligations to the Company in good faith and in a reasonable manner.

5.2. The Corporate Secretary shall not disclose any information which is deemed, pursuant to the Company's internal regulations, to be proprietary information and trade secrets.

5.3. The Corporate Secretary shall be liable to the Company for any losses caused to the Company by his/her wrongful acts (or omissions), unless different grounds for and the extent of his/her liability are established by federal laws.

6. INTERACTION OF CORPORATE SECRETARY WITH DIVISIONS, DEPARTMENTS, AND EMPLOYEES OF COMPANY

6.1. The Corporate Secretary shall interact with any of the Company's management bodies, its divisions, departments, management, and employees to the extent necessary for the Corporate Secretary's proper performance of his/her duties pursuant to these Regulations.

6.2. The Corporate Secretary shall be entitled to request and the Company's authorised employees and heads of divisions, departments shall provide him/her with the information (materials) necessary for the Corporate Secretary's proper performance of his/ her duties.

6.3. The Corporate Secretary shall be entitled to request and the Company's authorised employees and heads of divisions, departments shall provide him/her with the report on the execution of the resolutions of the Company's general shareholders meeting and Board of Directors, and, if necessary, explain the reasons of non-execution of the resolutions.

6.4. The Corporate Secretary shall be entitled to engage the Company's divisions, departments into the preparation of draft documents which fall, pursuant to these Regulations, within his/ her authorities.

6.5. The Corporate Secretary shall be entitled to require from the Company's authorised employees and heads of divisions, departments to stop actions which may lead to violations of the shareholders' rights, with simultaneous informing of the Company's Board of Directors.

7. REMUNERATION OF CORPORATE SECRETARY.

7.1. In compensation for the performance of duties mentioned in paragraphs 3.1.-3.10. of these Regulations, the Corporate Secretary shall be entitled to the official salary equal to the amount fixed in the labor contract.

7.2. The amount of remuneration and bonus principles for the Corporate Secretary shall be determined by the Board of Directors with regard to the recommendations of the Staff and Remuneration Committee.

7.3. Pursuant to the Board of Directors resolution taken based on the recommendations of the Staff and Remuneration Committee of the Board of Directors, additional remuneration may be paid to the Corporate Secretary depending on the performance during the calendar year.

8. OFFICE OF CORPORATE SECRETARY

8.1. The Office of the Corporate Secretary shall be a division of the Company.

8.2. The general management of the Office shall be performed by the Corporate Secretary.

8.3. The employees of the Office of the Corporate Secretary of the Company shall be appointed and dismissed by an order of the President of the Company.

8.4. The employees of the Office of the Corporate Secretary shall work in order to provide the Corporate Secretary's proper performance of his/her duties and shall act in compliance with labor contracts and job descriptions formed based on these Regulations.

8.5. One of the employees of the Office of the Corporate Secretary may be appointed by the Management Board in order to perform the duties of the secretary of the Company's Management Board. The rights and obligations of the secretary of

the Management Board shall be regulated by the Regulations on the Management Board of the Company.

9. FINAL PROVISIONS

9.1. These Regulation shall be approved by the resolution of the Company's Board of Directors.

9.2. Any changes and supplements to these Regulations shall come into force as soon as they are approved by the Company's Board of Directors.

9.3. If, as a result of changes in the law of the Russian Federation or the Company's Articles of Association, some clauses of these Regulations conflict with the above mentioned, these Regulations shall be applied to the extent not conflicting with the applicable law and the Company's Articles of Association.

