

**APPROVED**

by Resolution of the Board of Directors  
of JSC INK-Capital  
Minutes No. 106 dated October 23, 2020

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**REGULATIONS**  
**ON THE AUDIT COMMITTEE UNDER THE BOARD OF**  
**DIRECTORS**  
**OF JSC INK-CAPITAL**

**Revision 4**

Irkutsk

2020

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## I. GENERAL PROVISIONS

- 1.1 These Regulations are drafted in accordance with the laws of the Russian Federation, the Charter, the Corporate Governance Code of Joint Stock Company INK-Capital, the Regulations on the Board of Directors of the Company, as well as the Corporate Governance Code recommended by the Central Bank of Russia (Letter No. 06-52/2463 dated April 10, 2014); the document governs establishment and working procedure of the Audit Committee under the Board of Directors of the Company, determines its functions and the procedure for the Committee' interaction with the management and supervisory bodies of the Company.
- 1.2 The Committee is an advisory and consultative body under the Board of Directors and is established by its resolution to preliminary review issues related to control over financial and business operations of the Company, including internal control, audit, and efficiency of the risk management system. The resolutions of the Committee take the form of a recommendation to the Board of Directors.
- 1.3 In its activities, the Committee is governed by the laws of the Russian Federation, the Charter, the Corporate Governance Code of the Company, the Regulations on the Board of Directors of the Company, resolutions of the Board of Directors, the Regulations, and other internal documents of the Company approved by the General Shareholders Meeting and/or the Board of Directors of the Company, as well as by its own decisions.
- 1.4 The Committee reports to the Board of Directors on its activities.
- 1.5 The following terms and abbreviations are used in the Regulations:

<b>Term</b>	<b>Definition</b>
<b>Affiliate</b>	A person recognized as such in accordance with the antimonopoly laws of the Russian Federation.
<b>External auditor</b>	An organization conducting audit of accounting (financial) statements prepared in accordance with the IFRS and/or RAS.
<b>Group</b>	The Company and companies that constitute one group in accordance with the laws of the Russian Federation or that are controlled by the Company in accordance with the International Financial Reporting Standards.
<b>Internal Audit Department</b>	A department of the Company and/or its Affiliate responsible for internal control over financial and business operations of the Company and/or its Affiliate.
<b>Committee</b>	The Audit Committee under the Board of Directors.

<b>Term</b>	<b>Definition</b>
<b>IFRS</b>	International Financial Reporting Standards.
<b>General Shareholders Meeting</b>	The General Shareholders Meeting of the Company.
<b>Company</b>	Joint Stock Company INK-Capital. Any reference to the Company in the Regulations also means any of the Company's Affiliates.
<b>Regulations</b>	These Regulations on the Audit Committee under the Board of Directors of Joint Stock Company INK-Capital.
<b>Internal Audit Committee</b>	The Internal Audit Committee of the Company.
<b>Risk appetite</b>	The level of risk acceptable for the Company.
<b>RAS</b>	Russian Accounting Statements.
<b>Board of Directors</b>	The Board of Directors of the Company.
<b>Request</b>	A request to convene the Committee's meeting.
<b>Charter</b>	The Charter the Company.
<b>Expert of the Committee on a permanent basis</b>	An expert of the Committee elected (appointed) by resolution of the Board of Directors who participates in the Committee's meetings (without a right to vote).

## **II. OBJECTIVES OF THE COMMITTEE**

2.1 The objectives of the Committee include development and provision of oral or written recommendations to the Board of Directors on the issues falling within its competence, including, but not limited to the following areas:

- accounting (financial) reporting:
  - control over completeness, accuracy, and reliability of the Company's accounting (financial) statements prepared in accordance with RAS and/or IFRS;
  - analysis of material aspects of the Company's accounting policy;
  - participation in review of material issues and opinions related to the Company's accounting (financial) statements;
  - preliminary review of the annual (interim) accounting (financial) statements of the Company and its Affiliates prepared in accordance

- with IFRS and/or RAS, as well as the materials containing information on the results of the indicated financial statements;
- risk management and internal control:
    - review of proposals on mitigation of potential risks arising in the course of the Company's activities, and provision of respective recommendations to the Board of Directors, including those related to approval of the Risk-appetite;
    - control over reliability and efficiency of the internal control system and risk management system of the Company and drafting proposals on their improvement;
    - review of reports issued by the Company's executive bodies regarding the establishment and operation of the risk management and internal control systems;
    - analysis and assessment of the risk management and internal control policies implementation, including financial control;
    - preliminary review of the internal control policy;
    - preliminary review of the risk management policy;
    - control over procedures ensuring the Company's compliance with the laws and the Company's ethical standards, rules and procedures;
    - analysis and assessment of the settlement of the conflicts of interest policy implementation;
    - analysis of the results of assessment and self-assessment of the risk management and internal control system;
  
  - internal and external audit:
    - ensuring independence and objectivity of the internal audit;
    - review of the Regulations on the Internal Audit Department, provision of recommendations to the executive body and/or to the Board of Directors on approval of the Regulations on the Internal Audit Department;
    - review of the Internal Audit Department's work plan; approval and control over implementation of the annual internal audit plan, review and assessment of the progress reports of the Internal Audit Department;
    - analysis of the scope of activities, organization structure, and performance efficiency of the Internal Audit Department, as well as ensuring that no unreasonable restrictions are imposed on its activities; provision of recommendations on the issues specified in this Clause, provision of analysis results for review by the Board of Directors;
    - review of the current restrictions imposed on the Committee's powers or budget which may adversely affect effective implementation of the internal audit's functions;
    - analysis and assessment of efficiency of the internal audit function;
    - assessment of the Company's compliance with the laws of the Russian Federation, industry standards and internal documents of the Company in the area of internal and external control;

- review and settlement of disputes between the External auditor and the Company on the issues related to the accounting (financial) statements prepared in accordance with IFRS and/or RAS;
  - holding special meetings of the Committee members with the Company’s specialists and/or members of the Internal Audit Committee, External auditor for discussion and development of joint recommendations on material issues regarding preparation and issuance of the Company’s accounting (financial) statements (in accordance with RAS and IFRS);
  - provision of recommendations to the Board of Directors regarding appointment, re-appointment or dismissal of the External auditor;
  - assessment of independence, objectivity and lack of conflict of interest of the External auditor, including assessment of candidates to the auditors of the Company, development of proposals regarding appointment, re-appointment and dismissal of the External auditor, its remuneration, terms and conditions of its engagement;
  - analysis and discussion with the External auditor of material issues arising in the course of the Company’s independent external audit;
  - analysis of the External Auditor’s recommendations and control over their implementation (fulfillment);
  - supervision of the efficiency of the external audit, including review and settlement of problems hindering the audit;
  - provision of recommendations regarding engagement of the External auditor in its provision of non-audit services;
  - discussion with the External auditor of the scope and schedule of the audit;
  - review and assessment of the auditor’s report on the accounting (financial) statements of the Company and its Affiliates prepared in accordance with RAS and/or IFRS, prior to their issuance;
  - ensuring effective interaction between the Internal Audit Department and the External auditor;
  - supervision of external audits and assessment of the quality of the external audits and the auditor’s reports;
  - development, adoption, and control over implementation of the Company’s policy governing the principles for provision of audit and non-audit services by the External auditor;
- combatting malpractices of the Company’s employees and third parties (including negligence, fraud, bribery and corruption, commercial bribery, abuse, and other illegal actions that cause harm to the Company):
    - assessment and control over efficiency of the alert system for potential malpractices of the Company’s employees or third parties, as well as for other violations in the Company;
    - supervision of special investigations on potential cases of fraud and malpractices related to the use of confidential information;
    - control over implementation of measures taken by the Company’s executive management in response to the information on potential cases of the employees’ malpractices and other violations;
    - analysis of corruption risks assessment;

- review of internal and external audits’ results for compliance with anti-corruption requirements;
  - other:
    - control over compliance with the Company’s information policy;
    - discussion of the issues related to control over financial and business operations of the Company with the members of the Internal Audit Committee;
    - monitoring of any official statements concerning the Company’s financial results;
    - preliminary review of the draft annual report of the Group prior to its approval at the annual General Shareholders Meeting;
    - analysis and assessment of implementation (compliance) with the Company’s Code of Ethics.
- 2.2 By resolution of the Board of Directors, the Committee may be assigned to review other issues.
- 2.3 The Committee is responsible for its recommendations, including those on the appointment, re-appointment or dismissal of External auditors.

### **III. RIGHTS AND DUTIES OF THE COMMITTEE**

- 3.1 The Committee members are entitled:
- to request and obtain documents, reports, explanations and other information from the executive body and other officers of the Company and its Affiliates;
  - to listen to the reports on implementation of the Committee’s recommendations and provide the results of assessment of the executive body's performance on implementation of the Committee's recommendations to the Board of Directors;
  - to invite the executive body and/or other officers and employees of the Company to the Committee meetings;
  - to bring to the attention of the Board of Directors recommendations on any issues which the Committee believes require resolution by the Board of Directors;
  - to analyze the Regulations for relevance and submit proposals on introducing amendments/ additions to the Regulations to be reviewed by the Board of Directors.
- 3.2 The Committee members shall:
- perform the functions assigned to the Committee pursuant to the Regulations, laws of the Russian Federation, the Charter, and internal documents of the Company;
  - exercise their rights and perform their duties, acting faithfully and reasonably, as well as in the best interests of the Company and its Affiliates;

- report on their activities to the Board of Directors upon its request or annually, not later than the date of the Board meeting which agenda includes convocation of an Annual General Shareholders Meeting;
- participate in the Committee's work and attend all its meetings;
- keep confidential all information which they become aware of during performance of their duties, and not use it in the personal interests or interests of third parties;
- inform the Board of Directors on the conflict of interest in respect of the resolutions passed by the Committee;
- immediately inform the Chairman of the Committee and the Chairman of the Board of Directors in writing on any personal, commercial, or other interest (direct or indirect) which has an impact on their decision-making;
- bring information regarding violations (inconsistencies) in the Company's accounting (financial) statements prepared in accordance with RAS and/or IFRS to the attention of the Board members;
- report to the Board of Directors on establishment and operation of the effective risk management and internal control systems;
- within their competence and pursuant to the procedure stipulated by the Regulations, perform any other functions which the Committee may be assigned by resolution of the Board of Directors.

#### **IV. COMMITTEE'S ELECTION AND COMMITTEE MEMBERS**

- 4.1 The Committee is elected from among the Board members. The number of the Committee members is determined by resolution of the Board of Directors.
- 4.2 The Committee members are elected at the Board meeting from among the current Board members for the period until the next Board of Directors is elected by the General Shareholders Meeting. It is recommended to elect the Committee members among independent directors.
- 4.3 Candidates to the Committee shall have higher financial, economic, or technical education and/or experience and knowledge in preparation, analysis, assessment and audit of accounting (financial) statements, and/or oil and gas company management experience. A candidate for election to the Committee provides a written consent to election (appointment) to the Committee in the form set out in Appendix No. 1 to the Regulations. Based on the professional and personal qualities of the candidates to the Committee members and taking into account the Board members' own statements, the Chairman of the Board of Directors proposes candidates to the Committee from among the Board members.
- 4.4 A resolution on the election of the Committee members is passed by the simple majority vote of all Board members.
- 4.5 The Committee members may be re-elected an unlimited number of times.
- 4.6 By resolution of the Board of Directors, the powers of all or some members of the Committee may be terminated early.
- 4.7 Powers of a Committee member are terminated early in the following cases:

- resignation; any Committee member is entitled to resign as the Committee member by sending a notice to the Chairman of the Board of Directors 15 (Fifteen) calendar days prior to the date of the resignation;
- powers of the Committee member as the Board member are terminated;
- the Board of Directors resolves to terminate the Committee member's powers.

4.8 The Committee members may be paid remuneration and/or compensation for expenses associated with the performance of their duties in the amount and manner established by the Regulations on Remuneration and Compensations of the Company approved by the General Shareholders Meeting.

## **V. CHAIRMAN OF THE COMMITTEE**

5.1 The Chairman of the Committee is elected from among its members newly elected at the Board meeting. The Board of Directors may at any time re-elect the Chairman of the Committee.

5.2 The Chairman of the Committee is elected from among independent directors or, if there are no independent directors in the Committee or, if they decline the position of the Chairman of the Committee, – from the remaining Committee members. If the Committee consists of only one Board member, he/she performs functions of the Chairman of the Committee without any further resolution of the Board of Directors.

5.3 The Chairman of the Committee performs the following functions:

- determines the working procedures of the Committee;
- initiates and convenes the Committee meetings and presides over such meetings;
- determines the date, agenda and form of the Committee meeting;
- resolves on postponing the meeting in case the meeting is not quorate;
- announces the resolution passed in accordance with the voting results at the Committee meeting held in person, or informs in writing all Committee members about the resolution passed in accordance with the voting results at the Committee meeting held as absentee meeting;
- ensures for the minutes to be taken during the Committee meetings and signs the minutes of the Committee meetings;
- determines the need to engage third-party organizations and/ or individuals as independent experts (counsels), who have a special expertise on the issues falling within the competence of the Committee;
- arranges for the discussion of issues at the Committee meetings and for listening to the presentations (opinions) of the invitees of the meeting;
- distributes duties among the Committee members;
- sets priorities in the Committee's activities, forms the work plan of the Committee;
- facilitates open and constructive discussion of issues on the agenda and development of agreed resolutions and recommendations;
- drafts and submits to the Board of Directors an annual report on the Committee's work, which shall contain the following information:

- number of meetings held, and a list of the issues reviewed;
- resolutions on the most important issues including basic recommendations to the Board of Directors and to the Company's officers;
- assessment of the External auditor's work in terms of compliance with the laws of the Russian Federation, IFRS, RAS, and other statutory legal acts;
- assessment of the internal control system and risk management system;
- assessment of the Internal Audit Department's performance;
- information on implementation (fulfillment) of the resolutions of the Committee and the Board of Directors;
- performs other functions pursuant to the applicable laws of the Russian Federation, the Charter, the Regulations and other internal documents of the Company, resolutions of the Board of Directors or the Chairman of the Board of Directors.

## **VI. SECRETARY OF THE COMMITTEE**

6.1 The Secretary of the Committee is elected (appointed) by the majority vote of all members of the Committee, at the first Committee meeting. An employee working at the Internal Audit Department may be elected (appointed) as the Secretary of the Committee.

6.2 The Secretary of the Committee performs the following functions:

- provides organizational and technical support at the Committee meetings, inter alia, in a timely manner, sends notifications of the Committee meetings to the Committee members and invitees to the meetings, sends agenda and materials on the meeting agenda;
- drafts the Committee's annual work plan;
- takes the minutes during the Committee meetings;
- ensures that a copy of the minutes of the Committee meeting was sent to the Committee members and to the Corporate Secretary of the Company;
- makes progress reports on the results of implementation of the Committee's resolutions, brings information on implementation of the Committee's resolutions to the attention of the Chairman of the Committee and other Committee members;
- within his/her powers fulfills assignments of the Chairman and Committee members;
- organizes maintenance and storage of the Committee's files;
- exercises control over compliance with the Regulations;
- keeps records of the correspondence (including inquires and requests) addressed to the Committee, and/or its Chairman, or its members; ensures preparation of the respective answers and clarifications;
- performs other functions pursuant to the applicable laws of the Russian Federation, the Charter, the Regulations and other internal acts of the Company, resolutions of the Board of Directors, Chairman of the Board of Directors, or Chairman of the Committee.

## **VII. PROCEDURE FOR HOLDING THE COMMITTEE MEETINGS**

- 7.1 The Committee meetings are convened at the initiative of the Chairman of the Committee, upon request of a Committee member, a Board member, the Internal Audit Committee or the External auditor, or the Company's executive body.
- 7.2 It is recommended that at least once a quarter the Committee or the Chairman of the Committee shall meet with the head of the Internal Audit Department in order to discuss issues falling within the competence of the Internal Audit Department, including issues related to negligence, fraud, bribery, corruption, corrupt business practices, abuse, and other illegal actions which cause or may cause harm to the Company.
- 7.3 The Committee meetings may be held in the form of joint presence (meeting in person), including via telephone (conference-call), and in the form of absentee meeting (through completed voting ballots submitted by the Committee members). The Chairman of the Committee resolves on the form of the meeting. The Committee meeting is held at the Company's location, unless otherwise directed when the meeting was convened.
- 7.4 The Committee meetings shall not be held at a place and time creating significant obstacles for the majority of the Committee members and preventing them from attending the meeting or making such attendance impossible.
- 7.5 A request to convene a Committee meeting (hereinafter referred to as the Request) shall be sent to the Chairman of the Committee in writing. The Request shall be signed by the person who sent such Request and shall include issues proposed for review.

The Committee meeting convened upon request of the persons specified in Clause 7.1 of the Regulations shall be held within 7 (Seven) calendar days from the date of receipt of the Request unless the later date is agreed with the person who sent the Request.

- 7.6 All Committee members shall be notified of the Committee meeting not later than 3 (Three) calendar days prior to the meeting. The notification period may be shorter if all current Committee members consent thereto.

A notification of the Committee meeting shall specify the date, time, place of the meeting and the proposed agenda. Copies (drafts) of any documents to be reviewed at the Committee meeting or those required for passing resolutions on the agenda issues shall be enclosed to such notification. Materials on the agenda issues shall contain the required and sufficient amount of information enabling the Committee members to pass a reasonable and objective resolution on the agenda issues.

The Committee members are notified of the meeting by delivery against signature (personally or through representative) or by e-mail.

- 7.7 A Committee meeting has a quorum (is quorate) if more than a half of the Committee members participate in such meeting; and in case of absentee meeting, a meeting is deemed quorate if ballots from more than a half of the elected

Committee members are received by the Chairman of the Committee by the final date for the voting ballots receipt.

In determining a quorum and summarizing the voting results on the agenda issues, a written opinion of an absent Committee member is taken into account.

A written opinion of a Committee member is sent to the Chairman of the Committee in accordance with the procedure set forth for sending completed ballots in the event that a Committee meeting is held as absentee meeting.

For determining a quorum, votes of the Committee members who participated in the meeting by telephone or video conference calls are taken into account.

7.8 A resolution of the Committee may be passed by holding an absentee meeting.

A resolution to hold an absentee meeting shall specify:

- issues put to vote;
- wording and form of the voting ballot;
- list of information (materials) to be provided to the Committee members;
- date of provision of the voting ballots and other information (materials) to the Committee members;
- final date for the voting ballots receipt;
- address for the voting ballots receipt.

Voting ballots shall be sent to the Committee members not later than 3 (Three) calendar days prior to the Committee meeting (final date for the voting ballots receipt). The period for sending the voting ballots may be shorter if all current Committee members consent thereto.

Voting ballots may be drafted in Russian and (or) English, provided that the Russian version prevails.

Voting ballots and other information (materials) are sent to the Committee members by e-mail or by delivery against signature.

In the event of absentee meeting, resolutions of the Committee are passed based on the completed voting ballots submitted to the Chairman of the Committee, including scanned copies thereof sent by e-mail.

In the event of absentee meeting, issues on the agenda may be discussed by telephone or video conference calls or by sending a fax message. A Committee member who did not participate in the telephone or video conference may attach to the completed voting ballot his/her opinion on the agenda issues.

A resolution of the Committee passed at absentee meeting is deemed passed provided that more than a half of the elected Committee members voted “for”.

The date of an absentee Committee meeting is the final date for the voting ballots receipt.

- 7.9 When a voting ballot is filled out by a Committee member, for each issue put to vote only one of the possible voting options (“for”, “against”, “abstained”) shall be left uncrossed.

A completed voting ballot shall be signed by the Committee member, including his/her last name and initials.

A voting ballot with no signature, as well as a voting ballot submitted after the final date for the voting ballots receipt stipulated by the Regulations, is declared invalid and shall not be counted when determining a quorum required for passing resolutions at absentee meeting and is not taken into account when summarizing the voting results.

- 7.10 For the purposes of passing resolutions at the Committee meetings each Committee member has one vote. A Committee member shall not transfer his/her vote to other persons, including other Committee members.
- 7.11 If necessary, a Committee meeting may be postponed without passing resolutions on the agenda issues if all present Committee members consent thereto.
- 7.12 Committee members and invitees of the Committee meetings may participate in discussions, make proposals, comment on the discussed issues, and provide information on the agenda issues of the Committee meeting.
- 7.13 A Committee member who has a dissenting opinion on the agenda issue is entitled to send his/her dissenting opinion in writing to the Chairman of the Committee. Such opinion is drafted by the Committee member and delivered to the Secretary of the Committee not later than the next business day following the date of the Committee meeting. The dissenting opinion shall be attached to the minutes of the Committee meeting.
- 7.14 With due regard for the need to ensure protection of confidential and other information protected by the laws and internal documents of the Company, the Chairman of the Committee may, at his/her discretion, allow presence and/or invite to the Committee meetings (without a right to vote) the following persons who are not Committee members or Board members: members of the Internal Audit Committee, other officers of the Company, heads of structural units of the Company, representatives of the Company’s auditor, experts, counsels and other persons. In the absence of any decision on this issue by the Chairman of the Committee, persons who are not employees of the Company may not participate in a Committee meeting. Participation of the invitees is reflected in the minutes of the Committee meeting.
- 7.15 By resolution of the Board of Directors, there may be elected (appointed) an expert of the Committee who participates in the Committee meetings (without a right to vote) for a period until the next election of the Committee (hereinafter referred to as the Committee Expert on a permanent basis). The Committee Expert on a permanent basis may be elected among the members of the Internal Audit Committee, other officers of the Company, heads of structural divisions of the Company, representatives of the Company’s auditor, experts, counsels and other persons.

## **VIII. MINUTES OF THE COMMITTEE MEETINGS**

- 8.1 Minutes are taken during the Committee meetings. The minutes of the Committee meeting are drafted not later than 3 (Three) business days after the meeting.
- 8.2 The minutes of the meeting specify:
- place, date and time of the meeting;
  - persons present at the meeting;
  - meeting agenda;
  - brief summary of the participants' presentations and names of the presenters on each agenda issue put to vote (except for absentee meetings);
  - issues put to vote and voting results;
  - resolutions passed.
- 8.3 The minutes of the Committee meeting are signed by the Chairperson or the Secretary of the Committee who are responsible for accuracy of the minutes. The minutes are drafted in one original copy which is kept in the Committee's files at the location of the Company. The Secretary of the Committee sends a copy of the minutes by e-mail to all Committee members and the Corporate Secretary within 3 (Three) business days from the date the minutes of the Committee meeting have been drafted.

## **IX. INTERACTION WITH THE COMPANY'S BODIES AND OTHER PERSONS**

- 9.1 In the course of performance of its duties, the Committee interacts with the Board of Directors, the Internal Audit Committee, the External Auditor and internal auditors of the Company.
- 9.2 Information and documents required for the Committee members to perform their work are requested and provided in writing through the Chairman of the Committee.
- 9.3 If required and upon approval of the Chairman of the Board of Directors, experts and specialists who have a special expertise on certain issues falling within the competence of the Committee may be engaged in the Committee's work. The procedure and conditions for engagement of such experts and specialists in the Committee's work are determined by the agreement entered into between the Company and such persons.
- 9.4 The Board of Directors conducts an annual assessment of performance efficiency of the Committee and its members.
- 9.5 The Committee annually reports to the Board of Directors on the results of the Committee's activities.
- 9.6 The executive bodies of the Company shall regularly report to the Committee on establishment and operation of the effective risk management system and internal control system and bear the responsibility for their effective operation.

**X. FINAL PROVISIONS**

- 10.1 The Regulations, as well as all amendments and additions thereto, are approved by resolution of the Board of Directors.
- 10.2 Should some clauses of the Regulations contradict the applicable laws of the Russian Federation or the Charter, such clauses cease to be in force.

Until the relevant amendments are introduced into the Regulations, the Company and its shareholders shall act in accordance with applicable laws of the Russian Federation, the Charter, and the Regulations on the Board of Directors of Company.

**To Joint Stock Company INK-Capital  
4 Bolshoy Liteiny Prospekt,  
Irkutsk, 664007, Russian Federation**

**from** \_\_\_\_\_

Hereby I give my consent to be nominated as a candidate for election (appointment) to the Audit Committee under the Board of Directors of JSC INK-Capital.

There are no restrictions provided for by the laws of the Russian Federation, or grounds preventing me from being elected (appointed) to the Audit Committee under the Board of Directors of JSC INK-Capital.

\_\_\_\_\_, \_\_\_\_\_, 20\_\_