

**APPROVED**  
by the Board of Directors  
of JSC “INK-Capital” on 23 December 2015  
(Minutes No.56 dated 23 December 2015)

**REGULATIONS  
ON CORPORATE SECRETARY  
JOINT STOCK COMPANY  
“INK-CAPITAL”**

**IRKUTSK  
2015**

## **1. GENERAL PROVISIONS**

1.1. These Regulations (hereinafter referred to as the “Regulations”) are developed in accordance with the legislation of the Russian Federation, the Corporate Governance Code and Charter of Joint-Stock Company “INK-Capital” (hereinafter referred to as the “Company”) and shall govern the activities of the Corporate Secretary of the Company.

1.2. The Regulations shall provide for the competence of the Corporate Secretary of the Company, procedure for appointment and termination of the Corporate Secretary, his/her functions, rights and obligations, as well as shall govern other matters related to the activities carried out by the Corporate Secretary of the Company.

1.3. The Corporate Secretary of the Company shall be responsible for efficient interaction with the shareholders, coordination of the Company’s actions designed to protect the rights and interests of the shareholders, and support of efficient work of the Company’s Board of Directors.

1.4. The Corporate Secretary of the Company shall report to and be accountable to the Board of Directors of the Company.

1.5. Conditions and procedure of remuneration payment to the Corporate Secretary of the Company are determined by the Regulations on Remuneration and Compensation of the Company.

## **2. REQUIREMENTS FOR A CANDIDATE TO THE CORPORATE SECRETARY**

2.1. The Corporate Secretary of the Company shall have knowledge sufficient for performance of his/her duties, enjoy the trust of the shareholders and Board members of the Company, and shall have an impeccable reputation.

2.2. A person meeting the following requirements shall be appointed as the Corporate Secretary:

- a degree in law;
- at least three years of experience in the area of corporate governance or as a manager;
- good knowledge of corporate law (laws on joint-stock companies, limited liability companies, the securities market), laws and regulations of the Central Bank of Russia (FFMS of Russia), and other laws enabling to perform the functions of the Corporate Secretary of the Company;
- no record of disqualification for administrative offences;
- no criminal record or court decision declaring deprivation of the right to occupy determined posts and (or) to engage in a determined activity.

2.3. To prevent a conflict of interest or improper performance by the Corporate Secretary of his/her duties, it is not advisable to appoint as the Corporate Secretary a person who is affiliated with the Company or is associated with the person who controls the Company or with executive managers of the Company.

2.4. A person not meeting the requirements specified in item 2.2 of the Regulations shall not be appointed as the Corporate Secretary of the Company.

## **2. PROCEDURE FOR APPOINTMENT AND TERMINATION OF THE CORPORATE SECRETARY**

3.1. Election (appointment) and early termination of the Corporate Secretary of the Company shall be made on the basis of a respective resolution passed by the Board of Directors of the Company.

3.2. Resolution on election (appointment) of the Corporate Secretary of the Company and early termination of his/her powers shall be passed by a simple majority of votes of the Company's Board members, unless otherwise provided for by the Company's Charter.

3.3. A candidate to the Corporate Secretary of the Company shall be proposed by the Chairman of the Board of Directors of the Company.

3.4. Proposal to nominate a candidate to the Corporate Secretary of the Company shall include the following information about the candidate:

- full name;
- year of birth;
- passport details (series and number, issuance date and place, issuing authority);
- information on place of residence;
- information on education;
- information on primary employment and job title;
- information on membership and positions occupied in management bodies of other legal entities in the past 5 (Five) years;
- declaration of consent on election to the Corporate Secretary of the Company (in form provided in Schedule 1 hereto);
- declaration of consent for collection, storing, processing and sending of candidate's personal data made by the Company (in form provided in Schedule 2 hereto);
- presence or absence of evidences that a candidate to the Corporate Secretary of the Company has been cited for administrative and (or) criminal violations;
- postal and e-mail addresses, phone number and fax number to contact the candidate;
- bank details for transferring remuneration determined by the Regulations on Remuneration and Compensation of the Company.

3.5. In case the Corporate Secretary of the Company is temporarily absent during the period of more than 2 (Two) consecutive months, the Board of Directors of the Company shall be entitled to assign other person to temporarily perform the functions of the Corporate Secretary (acting Corporate Secretary) for the period till the temporarily absent Corporate Secretary resumes his/her work.

## **4. FUNCTIONS OF THE CORPORATE SECRETARY**

4.1. Functions of the Corporate Secretary shall include the following:

4.1.1. to participate in organization of preparation and holding of the general shareholders

meetings of the Company:

- to ensure convocation, preparation and holding of the general shareholders meeting of the Company in accordance with the requirements of applicable law of the Russian Federation, the Corporate Governance Code, Charter, and other internal documents of the Company;
- to prepare all documents required for convocation, preparation and holding of the general shareholders meeting of the Company, including ensuring translation of such documents into foreign languages;
- to prepare information (materials) to be provided to the persons entitled to participate in the general shareholders meeting of the Company, as well as translation of such documents into foreign languages, if possible;
- to analyze the proposals received from the Company's shareholders to include issues to the agenda of the general shareholders meeting and to nominate candidates to the management and supervisory bodies of the Company, as well as requests for convocation of the extraordinary general shareholders meeting of the Company, for their conformity with applicable law of the Russian Federation, the Corporate Governance Code, Charter, and other internal documents of the Company;
- to inform the Chairman of the Board of Directors of the Company about the proposals received from the Company's shareholders to include issues to the agenda of the general shareholders meeting and to nominate candidates to the management and supervisory bodies of the Company, as well as requests for convocation of the extraordinary general shareholders meeting of the Company;
- to advise the Chairman of the general shareholders meeting of the Company and the persons participating in the general shareholders meeting on the procedure for holding of such meeting as well as the matters regarding participation and voting at the general shareholders meeting of the Company;
- to ensure the disclosure of information on resolutions passed by the general shareholders meeting of the Company, including via Internet (in cases set forth by applicable law of the Russian Federation or resolutions of the general shareholders meeting), as well as to inform persons in charge on the instructions and resolutions of the general shareholders meeting;
- to ensure control over implementation of resolutions passed by the general shareholders meeting of the Company, to analyze the implementation of resolutions, to inform the Board members on the implementation of the resolutions passed by the general shareholders meeting.

4.1.2. to support the performance of the Board of Directors of the Company:

- to ensure preparation and holding of the Board meeting in accordance with the requirements of applicable law of the Russian Federation, the Corporate Governance Code, Charter, and other internal documents of the Company including translation of the documents into foreign languages;
  - to prepare the Work Plan of the Company's Board of Directors for the respective year;
  - to maintain all documentation related to the activities of the Board of Directors of the Company;
  - to help the Company's Board members at execution of their duties;
  - to ensure the disclosure of information on resolutions passed by the Board of Directors of the Company, including via Internet (in cases set forth by applicable law of the Russian Federation or resolutions of the Board of Directors), as well as to inform persons in charge on the instructions and resolutions of the Board of Directors;
  - to ensure control over implementation of resolutions passed by the Board of Directors of the Company, to analyze the implementation of resolutions, to inform the Board members on the implementation

of passed resolutions;

- to file all materials of the Company's Board meetings, including minutes, extracts from the minutes, ballots, etc.;
- to convene a Board meeting in the period from the date of election of the Board of Directors to the date of election of the Chairman of the Board of Directors (if necessary).

4.1.3. to participate in implementation of the Company's information disclosure policy, in particular to ensure and control over disclosure (provision) of information about the Company, as well as to ensure storage of the Company's corporate documents, certification and provision of copies of the Company's documents.

4.1.4. to ensure interaction of the Company with its shareholders, including ensuring of proper consideration by the Company of the shareholders' inquiries, and taking part in prevention of corporate conflicts and/or conflicts of interest.

4.1.5. to ensure interaction of the Company with regulators, registrar, and other persons, within the powers of the Corporate Secretary of the Company.

4.1.6. to ensure compliance (and exercising control over compliance) with procedures provided for by applicable law of the Russian Federation, the Corporate Governance Code, Charter, or other internal documents of the Company, and ensuring the exercise of rights and protection of legitimate interests of the shareholders.

4.1.7. to participate in improving the corporate governance system and practices of the Company.

4.1.8. other functions provided for by applicable law of the Russian Federation, the Corporate Governance Code, Charter, or other internal documents of the Company.

## **5. RIGHTS AND DUTIES OF THE CORPORATE SECRETARY**

5.1. For performance of his/her functions, the Corporate Secretary of the Company shall be entitled:

- to request and receive any documents, including their copies, of the Company and legal entities that constitute one group with the Company in accordance with applicable law of the Russian Federation, or are controlled by the Company in accordance with the international financial reporting standards (hereinafter jointly referred to as the "Group");
- to propose issues for consideration by the management bodies of the Company and Group as a whole, within his/her jurisdiction to do so;
- to request and receive from the Group's officers or employees any information required for performance of his/her duties, including in the accordance with the requests of the Board members or shareholders of the Company;
- to monitor compliance by the Group's officers or employees with applicable law of the Russian Federation, the Corporate Governance Code, Charter and internal documents of the Company

and Group as a whole, to the extent this concerns the Corporate Secretary's functions;

- to request the Group's officers or employees to comply with applicable law of the Russian Federation, the Corporate Governance Code, Charter and internal documents of the Company and Group as a whole to the extent this concerns the Corporate Secretary's functions, in particular to request them to stop or prevent any actions that violate the shareholders' rights or may result (or potentially result) in corporate conflicts and/or conflicts of interest;
- to request the Group's officers or employees to provide information (a report) on the status of implementation of the resolutions passed by the general shareholders meeting and Board of Directors, as well as to request explanation of failure to implement the resolutions of these management bodies;
- to arrange and control over preparation by the Group's officers or employees of the materials that are subject to consideration and/or approval by the general shareholders meeting and the Board of Directors of the Company;
- to attend the general shareholders (members) meetings, Board meetings, including meetings of the Board's committees, of the Company and Group as a whole;
- to certify true copies of minutes and extracts from minutes of the general shareholders meetings, Board meetings, and internal documents of the Company;
- to interact with the Chairman of the Board of Directors, Chairmen of the Committees under the Board of Directors, management bodies and heads of structural units of the Group;
- to exercise other rights provided for by applicable law of the Russian Federation, the Corporate Governance Code, Charter, or other internal documents of the Company.

5.2. Duties of the Corporate Secretary shall include the following:

- to comply with the provisions and requirements of applicable law of the Russian Federation, the Corporate Governance Code, Charter, or other internal documents of the Company in the course of his/her activities;
- to inform the Chairman of the Board of Directors of the Company about all factors hindering compliance with the procedures that fall within the Corporate Secretary's duties, including the actions (or failure to act) of the officers or employees of the Company and Group as a whole, Company's registrar, and other factors violating the procedures for preparation and holding of the general shareholders meetings, Board meetings, and information disclosure (provision);
- to ensure efficient interaction with the Company's shareholders, coordination of the Company's actions designed to protect the rights and interests of the shareholders, and support of efficient work of the Company's Board of Directors;
- to ensure observance of rights and legitimate interests of the Company's shareholders on the basis of the priority of the interests of all the Company's shareholders;
- to execute instructions of the Chairman of the Board of Directors of the Company;
- to take, in a timely manner, proper measures for prevention and detection of corporate conflicts and/or conflicts of interest;
- to inform, in a timely manner, the Chairman of the Board of Directors of the Company about occurrence of a conflict of interest, including during the course of performance by the Corporate Secretary of his/her duties;
- to perform other duties provided for by applicable law of the Russian Federation, the Corporate Governance Code, Charter, or other internal documents of the Company.

## **6. LIABILITY OF THE CORPORATE SECRETARY**

6.1. The Corporate Secretary of the Company, in the course of performing of his/her functions, shall act in the best interests of the Company and Group as a whole, exercise his/her rights and perform his/her duties reasonably and in good faith in respect of the Company.

6.2. The Corporate Secretary of the Company shall be held liable in accordance with the legislation of the Russian Federation for improper performance of his/her functions.

6.3. The Corporate Secretary of the Company shall have no right to use confidential information (information that constitutes a commercial secret) of the Company and Group as a whole, in his/her interests or in the interests of the third parties.

6.4. The Corporate Secretary of the Company shall be liable for illegal disclosure of confidential information (information that constitutes a commercial secret) of the Company and Group as a whole.

6.5. The Corporate Secretary of the Company shall be held liable to the Company for losses caused to the Company and/or Group as a whole by his/her guilty actions (failure to act), unless otherwise provided for by applicable law of the Russian Federation.

## **7. FINAL PROVISIONS**

7.1. The Regulations shall come into effect upon its approval by the Board of Directors of the Company.

7.2. Any amendments and additions to the Regulations shall be approved by the Board of Directors of the Company.

7.3. Should individual items of the Regulations have been declared invalid due to changes in legislation and legal regulations of the Russian Federation, as well as other reasons, such items shall lose its effect, and Board members and shareholders of the Company shall operate on the basis of applicable law and legal regulations of the Russian Federation as well as the Charter of the Company until the changes are introduced to the Regulations.

7.4. The Regulations, its Russian and English versions, as well as amendments thereto are disclosed on the official website of the Group: <http://irkutskoil.ru> (Russian version) and <http://irkutskoil.com> (English version).

7.5. The Company shall disclose on its website on the Internet and in its annual report information on the Corporate Secretary which shall be as detailed as that required to be disclosed in relation to the Board members and members of the executive bodies of the Company.

**Schedule 1**  
**to the Regulations on Corporate Secretary of JSC “INK-Capital”**

**To the Board of Directors**  
**JSC “INK-Capital”**

I, \_\_\_\_\_,  
*Full name*

passport Series \_\_\_\_ No. \_\_\_\_\_ issued by \_\_\_\_\_,  
hereby give my consent to be nominated as a candidate for election as the Corporate Secretary of JSC “INK-Capital”.

There are no restrictions provided by legislation of the Russian Federation, or reasons for objecting to election of my candidacy for the Corporate Secretary of JSC “INK-Capital”.

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

Received:

General Director of JSC “INK-Capital”

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**Schedule 2**  
**to the Regulations on Corporate Secretary of JSC “INK-Capital”**

To the General Director  
JSC “INK-Capital”

Mr./Ms. \_\_\_\_\_

From the candidate to the Corporate Secretary  
JSC “INK-Capital”

Mr./Ms. \_\_\_\_\_

Pursuant to item 3.4 of the Regulations on Corporate Secretary of JSC “INK-Capital”, I, \_\_\_\_\_ (full name, number of the main identification document, details on the issue of such document and the authority which issued such document) hereby resolve to provide my personal data to Joint Stock Company “INK-Capital”, OGRN code 1083808004004 (hereinafter – “Operator”) and give my consent for their processing willfully and in my interest.

The purpose of processing of personal data is preparation for election to the Corporate Secretary of the Operator; procedure of election to the Corporate Secretary of the Operation; work of the Corporate Secretary of the Operator; effecting of deals and other corporate actions by the Operator; disclosure of information on management bodies of the Operator and its affiliates in accordance with the requirements of applicable law and internal regulations of the Operator.

The list of personal data with respect to processing of which this consent is given is provided for by applicable law, Operator’s Charter and other internal regulations of the Operator and includes, without limitation, the full name, passport details, place of residence and place of registration; date of birth; CV; details on education; personal photo; information on job experience and carrier; information on membership in professional and other organizations; information on marital status; information on membership in management bodies of legal entities; information of shareholding (holding of participatory interests of charter (share) capital) of the Operator and its affiliates; information on shareholding (holding of participatory interests of charter (share) capital) of other legal entities.

Within the frameworks of this consent the Operator shall be entitled to collect, arrange, accumulate, file, specify (alter, add), use, distribute (including transfer), impersonalize, block and destroy the personal data.

The Operator shall use any means of processing of personal data provided that the Operator shall assume necessary organizational and technical measure to protect the personal data from unauthorized or accidental access to them, their destruction, alteration, block, copy, distribution or any other unauthorized use.

This consent shall be effective upon signing and within 5 (five) years following the expiration of the term of my office as the Corporate Secretary of the Operator, or in the event of my non-election to the Corporate Secretary of the Operator – within 5 (five) years following the completion of the Minutes of the Board of Directors of the Operator with the agenda including the issue of election of the Corporate Secretary.

This consent may be withdrawn in the event of use of my personal data by the Operator not in accordance with the purpose of their provision and with the infringement of my rights and legal interests.

This consent shall be considered withdrawn in 1 (one) month upon the receipt of a reasoned statement by the Operator.

«\_\_» \_\_\_\_\_ 20\_\_.  
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Received:

General Director of JSC “INK-Capital”  
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