

Approved
On September 12, 2017
by the resolution
of the Board of Directors
of Public Joint Stock Company
“Cherkizovo Group”
(Minutes No. 12/097d dated September 13, 2017)

REGULATIONS ON CORPORATE SECRETARY

**of Public Joint Stock Company
“Cherkizovo Group”
(Version No. 2)**

**Moscow,
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ARTICLE 1. GENERAL PROVISIONS

1.1. These Regulations on Corporate Secretary of Public Joint Stock Company "Cherkizovo Group" (hereinafter referred to as the "Regulations") have been developed according to the applicable legislation of the Russian Federation, the Articles of Association of PJSC "Cherkizovo Group" (hereinafter referred to as the "Company"), bylaws of the Company, Corporate Code of Governance approved by the Board of Directors of the Bank of Russia (hereinafter referred to as the "Code") to govern the activities of the Company's Corporate Secretary (hereinafter referred to as the "Corporate Secretary").

1.2. The Corporate Secretary is an officer of the company ensuring effective ongoing communication with the Company's Shareholders, coordination of the Company's activities on the protection of the Shareholders' rights and interests, support of the effective operation of the Board of Directors.

1.3. The Corporate Secretary shall conduct its activities in accordance with the legislation of the Russian Federation, the Company's Articles of Association and its bylaws, these Regulations, the Code and The Resolutions of the General meeting of shareholders and the Board of Directors.

ARTICLE 2. PROCEDURE FOR APPOINTING AND TERMINATING POWERS OF THE CORPORATE SECRETARY REMUNERATION OF THE CORPORATE SECRETARY

2.1. The Corporate Secretary shall be appointed and dismissed from its position by General Director based on the resolution of the Board of Directors made by a majority vote of the members of the Board of Directors who are present at the meeting.

2.2. On behalf of Company, the contract with the Corporate Secretary shall be signed and terminated by General Director based on the relevant resolution of the Board of Directors.

2.3. Nominees to the position of the Corporate Secretary may be presented by any member of the Board of Directors.

2.4. Proposal for the nominee to the position of the Corporate Secretary should contain the following information on the nominee:

- 1) last name, first name and patronymic;
- 2) year of birth;
- 3) educational background;
- 4) work experience for the last five (5) years;
- 5) information on the number, category (type) of the Company's shares held by the nominee;
- 6) information on the lack of affiliation with the Company, the lack of any relation to the person in charge of the Company or to the executive management of the Company.
- 7) information on the nominee's written consent to his/her appointment to the position of the Corporate Secretary.

2.5. The Personnel and Remunerations Committee of the Board of Directors shall conduct preliminary consideration of the nominees for the position of the Corporate Secretary and provide its recommendations to the Board of Directors.

2.6. The person appointed to the position of the Corporate Secretary shall:

- 1) have received legal, economic or business education;
- 2) have experience in corporate management or managerial work exceeding three (3) years;
- 3) speak English fluently;
- 4) be competent in the fundamentals of the legislation of the Russian Federation in the field of corporate law, securities market, administrative law, the fundamentals of international law;
- 5) possess the knowledge, experience and qualification sufficient to perform its duties, as well as impeccable reputation and to be in the confidence of the Shareholders;
- 6) possess the knowledge of the specifics of the Company's activities;
- 7) have skills in negotiations, managerial and analytical skills;

2.7. Information on the Corporate Secretary shall be available on the Company's website <http://www.cherkizovo.com> on the Internet and in the Company's Annual Report to the same extent

as information to be disclosed in relation to the members of the Board of Directors, the Management team and General Director.

2.8. The Board of Directors shall appoint the Corporate Secretary for the term of such Board of Directors.

2.9. The Board of Directors may at any time decide on early termination of the powers of the Corporate Secretary and on appointment of a new Corporate Secretary.

2.10. A person who is an affiliate of the Company, has any relation to the person in charge of the Company or to the executive management of the Company cannot be appointed to the position of the Corporate Secretary.

2.11. A person acting as the Corporate Secretary shall not be entitled to combine this activity with other functions in the Company.

2.12. The amount and terms of remuneration to the Corporate Secretary shall be determined by the Board of Directors based on the recommendations of the Personnel and Remuneration Committee of the Board of Directors.

2.13. Remuneration shall be paid to the Corporate Secretary in the amount specified by the Board of Directors as follows:

1) fixed part: the size of the salary and other compensation payments included in the remuneration system of the Company;

2) variable part: the annual bonus paid in the event of receiving the relevant recommendations of the Personnel and Remuneration Committee of the Board of Directors upon the results of evaluation of each year of the Corporate Secretary’s work subject to the provisions of local standard acts of the Company.

ARTICLE 3. SUBORDINATION AND ENSURING INDEPENDENCE OF THE CORPORATE SECRETARY.

3.1. The Company shall ensure sufficient independence of the Corporate Secretary from the Executive bodies of the company and shall provide the powers and resources necessary to perform tasks and functions assigned to him/her.

3.2. The Corporate Secretary is functionally subordinate and accountable to the Board of Directors. The Board of Directors of the Company approves the work plan of the Corporate Secretary, the work report, the budget of the Corporate Secretary (Office of the Corporate Secretary).

ARTICLE 4. FUNCTIONS OF THE CORPORATE SECRETARY

4.1. The functions of the Corporate Secretary include the following:

1) participation in the improvement of the Company’s corporate management system and practice;

2) participation in preparing and holding the General meeting of shareholders;

3) ensuring operation of the Board of Directors and Committees of the Board of Directors;

4) participation in implementing the Company’s policy on information disclosure as well as providing storage of corporate documentation of the Company;

5) ensuring cooperation between the Company and its Shareholders and participation in preventing corporate conflicts;

6) ensuring implementation of the procedures provided for in the legislation and bylaws of the Company that ensure the rights and legitimate interests of the shareholders, and control over their execution;

7) ensuring cooperation between the Company with the regulatory agencies, organizers of trade, the registrar, other professional participants of the securities market in the framework of the powers assigned to the Corporate Secretary;

8) immediately informing the Board of Directors of any revealed violations of the legislation or provisions of the bylaws of the Company, the observance of which relates to the functions of the Corporate Secretary;

4.2. To participate in the improvement of the Company’s corporate management system and practice, the Corporate Secretary shall:

- 1) conduct monitoring of the corporate legislation of the Russian Federation, corporate governance practices of Russian and foreign companies;
- 2) keep in check the execution by the units and officials of the Company of the provisions and requirements of corporate legislation, the Articles of Association and bylaws of the Company; immediately notify the Chairman of the Board of Directors of the Company of all violations revealed;
- 3) prepare for the Board of Directors of the Company an annual report On the State and Further Development of Company’s Corporate Governance Practices.
- 4) organize and/or participate in the development of the Corporate Governance Code, Corporate Ethics Code, Company’s Articles of Association, bylaws regulating activities of bodies of the Company and other documents of the Company establishing the procedure for implementation of corporate procedures.

4.3. To organize the preparation and holding of the General meeting of Shareholders, the Corporate Secretary shall:

- 1) accept the proposals of the Shareholders on issues of agenda of the General meeting of Shareholders and nomination of candidates to the bodies of the Company, as well as requests of the Shareholders and other authorized persons to convene an extraordinary General meeting of shareholders entering into the Company;
- 2) keep record of the proposals (request) being made;
- 3) informs the Chairman of the Board of Directors about the proposals (requests) of the Shareholders not later than the day following the day of receipt;
- 4) in the cases and in the manner prescribed by the Federal law On Joint-stock Companies, send to the Shareholders the resolution of the Board of Directors on the submitted proposal (request);
- 5) participate in preparation of documents and information to be provided to the participants of the General Meeting of Shareholders;
- 6) prepare draft decisions of the Board of Directors of the Company to be adopted during preparation for holding a General Meeting of Shareholders;
- 7) translate materials of the General Meeting of Shareholders into foreign languages if required to be approved by the Board of Directors;
- 8) keep a check on notification of shareholders about General Meetings of Shareholders;
- 9) organize and provide access to the participants of the General Meetings to the (information) materials during preparation for holding a General Meeting of Shareholders, as well as arrange for the provision of their copies upon request of a Shareholder;
- 10) act as the Secretary of the General Meeting of Shareholders.

4.4. To ensure operation of the Board of Directors and Committees of the Board of Director, the Corporate Secretary shall:

- 1) act as the Secretary of the Board of Directors and Committees of the Board of Directors.
- 2) ensure familiarization of the newly elected member of the Board of Directors with the Company, its Articles of Association and bylaws;
- 3) assist the members of the Board of Directors in the performance of their functions including arrangement of meetings of members of the Board of Directors with the Company’s officers;
- 4) prepare work plan of the Board of Directors and Committees of the Board of Directors for a corporate year and monitor its implementation;
- 5) ensure notification of members of the Board of Directors on upcoming meetings of the Board of Directors and Committees of the Board of Directors;
- 6) supervise preparation and submission to the members of the Board of Directors of materials on the agenda of meetings of the Board of Directors;
- 7) advise members of the Board of Directors on corporate law and governance;

- 8) ensure provision to the members of the Board of Directors at their request of information on activities of the Company and documents of the Company;
- 9) keep records and direct to the Chairman of the Board of Directors the written opinions received from absent members of the Board of Directors on issues under consideration;
- 10) arranges oral and written translation to foreign languages of the documents and information required to the Board of Directors and Committees of the Board of Directors to make resolutions and to ensure their effective operation;
- 11) participate in the meetings of the Board of Directors of the Company and its Committees, take minutes of the meeting, translate such minutes into English;
- 12) when holding absentee voting of the members of the Board of Directors of the Company - produce voting ballots, distribute and collect them, as well as summarize the results of voting on the agenda;
- 13) provide copies of the minutes of the meetings of the Board of Directors and Committees of the Board of Directors, extracts from minutes of meetings of the Board of Directors and Committees of the Board of Directors, certify their authenticity;
- 14) on behalf of the members of the Board of Directors, receive necessary documents and information on the activities of the Company in the Company's units with the purpose of providing them to the members of the Board of Directors;
- 15) exercise control over the implementation of targeted decisions of the Board of Directors of the Company;
- 16) monitor the timely payment of remuneration and compensation to the members of the Board of Directors of the Company;
- 17) ensure compliance of the Board of Directors with the procedure of making decisions on consent to and/or approval of major transactions and transactions that may be considered advantageous;
- 18) organize trips for members of the Board of Directors and its Committees to participate in meetings and other visits of members of the Board of Directors relating to participation in the work of the Board of Directors and its Committees.

4.5. To participate in implementing the Company's policy on information disclosure as well as to provide storage of corporate documentation of the Company together with the Legal Support and Real Estate Operations Department, the Corporate Secretary shall:

- 1) organize and monitor the execution by the Company of the requirements of the legislation and regulatory legal acts of the Russian Federation on disclosure of information;
- 2) participate in the preparation of disclosed information on issues related to the work and decisions of the General Meeting of Shareholders, the Board of Directors of the Company, the corporate governance system of the Company;
- 3) organize and monitor the disclosure of information additionally disclosed by the Company in accordance with the Company's bylaws, as well as monitor the timeliness of posting and updating of the relevant information on the Company's website <http://www.cherkizovo.com> on the Internet;
- 4) ensures the access of shareholders to the documents specified in Article 89 of Federal Law No. 208-FZ concerning Joint Stock Companies dated December 26, 1995, in accordance with the procedure established by the current legislation, regulatory legal acts of the Russian Federation and bylaws of the Company.

4.6. In order to ensure cooperation between the Company and its Shareholders and participate in preventing corporate conflicts, the Corporate Secretary shall:

- 1) arrange preparation of responses to appeals and requests from shareholders received by the Company relating to their rights;
- 2) in a timely manner identify emerging corporate conflicts, take measures to prevent and resolve such conflicts, timely and full provision of the Company's bodies that resolve corporate conflicts with available information.

4.7. To implement the functions assigned to the Corporate Secretary, the Company may establish the office of the Corporate Secretary of the Company with the structure and staff schedule to be approved and amended by the General Director of the Company in accordance with the resolution of the Board of Directors of the Company. The Office of the Corporate Secretary is the structural unit of the Company.

4.8. The Office of the Corporate Secretary is headed by the Corporate Secretary who shall:

- 1) organize the activities of the Office and ensures proper performance by the Office of its functions;
- 2) develop (organize development) and approve job descriptions of the staff of the Office and ensure their timely updating;
- 3) give tasks (instructions) to the staff of the Office and controls their execution;
- 4) carry out methodical guidance and provide practical assistance to the staff of the Office in the performance of their duties;
- 5) ensure compliance by the staff of the Office with the Internal Labor Regulations applicable in the Company, approve leave schedules for the staff of the Office;
- 6) initiate business trips of the staff of the Office;
- 7) ask for the application of incentive and punishment measures to the staff of the Office;
- 8) provide systematic training of the staff of the Office, participate in the certification of the staff of the Office.

ARTICLE 5. RIGHTS AND OBLIGATIONS OF THE CORPORATE SECRETARY

5.1. In terms of the assigned functions, the Corporate Secretary shall be entitled to:

- 1) interact with the shareholders, Chairman and members of the Board of Directors, Chairmen and members of Committees of the Board of Directors;
- 2) interact with regulatory agencies, organizers of trade, the registrar, other professional participants of the securities market;
- 3) request and receive from officials and employees of the Company, heads of its structural units the information and documents necessary to carry out the functions of the Corporate Secretary;
- 4) to monitor compliance by officers and employees of the Company with the Articles of Association and bylaws of the Company in the provisions related to its functions;
- 5) to initiate the involvement of structural units and employees of the Company, as well as third-party organizations (specialists), in the drafting of documents and the conduction of corporate procedures;
- 6) in terms of its competence, to submit issues for consideration of the management bodies of the Company;
- 7) to prepare and send signed replies and explanations to Shareholders;
- 8) to make proposals on the formation of the budget of the Corporate Secretary, to decide on the use of the budget resources of the Corporate Secretary.

5.2. In terms of the assigned functions, the Corporate Secretary undertakes to:

- 1) supervise the implementation of resolutions made by the Board of Directors and the General Meeting of Shareholders;
- 2) monitor compliance with the requirements of legislation when maintaining the register of holders of registered securities of the Company;
- 3) strictly observe in its activities the provisions and requirements of the legislation and regulatory legal acts of the Russian Federation, the Articles of Association and bylaws of the Company;
- 4) take necessary measures to ensure observance of the rights and legitimate interests of the Company's shareholders;
- 5) to report systematically on its activities to the Board of Directors of the Company;
- 6) to inform the Board of Directors on situations creating a threat of violation of the provisions of the current legislation, the rights of shareholders, as well as on corporate conflicts.

7) in the event of a conflict of interests, to immediately notify the Chairman of the Board of Directors;

8) to take care of the systematic improvement of its qualification, to maintain regular professional interactions with other corporate secretaries in order to share experience.

ARTICLE 6. THE ORDER OF COOPERATION OF THE CORPORATE SECRETARY WITH THE MANAGEMENT AND CONTROL BODIES AND WITH STRUCTURAL UNITS OF THE COMPANY

6.1. The corporate Secretary carries out its activities in close contact and cooperation with all management and control bodies as with units of the Company, to the extent that this is necessary for the proper performance of its functions.

6.2. Bodies and officers of the company shall fully assist the Corporate Secretary in the performance of its functions.

6.3. Bodies, units and officers of the Company shall provide the Corporate Secretary with requested information and documents in the framework of its competence.

6.4. All the facts impeding the observance of procedures the ensuring of which relates to the functions of the Corporate Secretary shall be immediately reported by the Corporate Secretary to the Chairman of the Board of Directors and General Director.

ARTICLE 7. RESPONSIBILITY OF THE CORPORATE SECRETARY

7.1. The corporate Secretary shall bear responsibility established by the current legislation of the Russian Federation for improper performance of its official duties.

7.2. The Corporate Secretary shall be liable for disclosure, use for personal gain or transfer to the third parties of any commercial classified and other confidential information, to the extent and in the manner specified by the applicable legislation of the Russian Federation.

ARTICLE 8. FINAL PROVISIONS

8.1. These Regulations shall be approved, modified and amended by resolution of the Board of Directors adopted by a majority vote of the members of the Board of Directors who are present at the meeting.

8.2. Should the changes to the applicable legislative or regulatory acts of the Russian Federation cause certain articles hereof to come into conflict therewith, these articles shall become invalid and, until modifications are introduced to the Regulations, the Company shall be guided by the applicable legislation of the Russian Federation.