

## **REGULATIONS OF THE DISCLOSURE COMMITTEE OF OJSC PIK GROUP**

### **1. General Provisions**

- 1.1. These Regulations of the Disclosure Committee (the “**Regulations**”) define the objectives, tasks, competencies and functions of the Disclosure Committee of OJSC PIK Group (the “**Committee**”), as well as the procedures for the formation and operation thereof.
- 1.2. The Committee shall be established under the Management Board of OJSC PIK Group (the “**Company**”) by the resolution of the Management Board of the Company.
- 1.3. In performing its activities, the Committee shall operate in accordance with the laws of the Russian Federation, the laws of the UK (and in particular the Financial Services and Markets Act 2000), the requirements of the Financial Services Authority (FSA) and the London Stock Exchange (LSE), including, the FSA Listing Rules (“**LR**”) and Disclosure and Transparency Rules 2 (the “**DTR 2**”), the Admission and Disclosure Standards and the International Financial Reporting Standards (IFRS), hereinafter referred to as the “**Requirements**”, as well as the Charter of the Company, any of the Management Board’s resolutions, internal documents of the Company and these Regulations, hereinafter referred to as the “**Internal Documents of the Company**”.
- 1.4. These Regulations apply to the identification and disclosure of Inside Information (as defined in DTR 2 and as further explained in the Regulations of Disclosure of Inside Information as approved by the Board of Directors) by the Committee.

### **2. Terms and Definitions**

- 2.1. “**Company**” means OJSC PIK Group.
- 2.2. “**The Company’s Subdivisions**” means the departments, offices and project teams of the Company.
- 2.3. “**Material Subsidiary**” means a subsidiary of the Company whose activities are material for the purposes of these Regulations, as enumerated by the Committee in the “List of Subsidiaries and Affiliates of OJSC PIK Group”.
- 2.4. “**Disclosure Officer of the Material Subsidiary**” means in relation to each Material Subsidiary, the person responsible for liaising between the Committee and appropriate Material Subsidiary appointed by the sole executive body of the Material Subsidiary and as agreed by the Committee.
- 2.5. “**Disclosure Officer of the Committee**” means the person responsible for liaising between the Committee and the Disclosure Officer of the Company’s Subdivisions and the Disclosure Officers of the Material Subsidiaries.
- 2.6. “**Disclosure Officer of the Company’s Subdivisions**” means the person responsible for liaising between the Committee and appropriate Company's Subdivision appointed by the sole executive body of the Company and as agreed by the Committee.

2.7. For the purposes of this Regulations, the material information shall, *inter alia*, be information that relates:

- to circumstances that have had or can be reasonably expected to have an impact upon the Company's cash flow that exceeds the Financial Threshold;
- to the conclusion, amendment or termination of any contract by the Company for a sum exceeding the Financial Threshold or for the development of real estate of over 150,000 sqm of floorspace;
- to the threat or inception of any process by any governmental authority with relation to variation or revocation of any license or construction permit held by the Company or in relation to the nationalization or confiscation of any land owned or leased by the Company, provided that Financial Threshold is triggered;
- to the filing or potential filing of claims or the issuance of orders against or in favour of the Company under administrative or civil laws for sums exceeding the Financial Threshold, including any challenge or threatened challenge to the Company's ownership or leasehold rights in any property or development, provided that Financial Threshold is triggered;
- to any incident relating to any of the operations of the Company which may be reasonably likely to result in the loss of a sum exceeding the Financial Threshold;
- to the occurrence of any event that materially prevents or interferes, or is reasonably likely to materially prevent or interfere, with the general operations or business of the Company, or the planned development of any project, provided that Financial Threshold is triggered.
- to any transaction or series of transactions that would involve a transfer of more than 10% of the voting rights in the Company;
- to the establishment of any joint ventures, alliances or arrangements on concerted actions with any non-affiliated parties;
- to any material operational accidents that have occurred during the Company's operations, or to any labour disputes, threatened or otherwise with threatened liability in excess of the Financial Threshold;
- to any default or cross-default whether capable of remedy or not under any material contract; and
- to any other matter that would have or would be reasonably likely to have a material impact upon the price of the Company's securities.

For these purposes, the "**Financial Threshold**" shall be RUR 600 million (approx. USD 20 million).

### **3. Purpose and Competencies of the Committee**

3.1. The Committee's main purpose is to oversee the implementation of a unified information policy in relation to the business carried out by the Company so as to ensure compliance with the Requirements and Internal Documents of the Company, as well as with the development strategy of the Company.

3.2. The main objectives of the Committee shall be as follows:

- the collation of all information about the material facts and circumstances relating to the operational, business and commercial intentions of the Company;

- the analysis of such information in terms of its potential impact on the value of the Company's securities listed on the London Stock Exchange (LSE) and as to whether or not such information amounts to Inside Information;
- the determination as to whether and when any Inside Information should be disclosed to the public by way of an RIS announcement; and
- the control over an appropriate execution of the resolutions adopted by the Committee.

3.3. The matters falling within the competency of the Committee shall include:

- the development of procedures, systems and controls designed to facilitate the collection, review and determination of whether or not any information amounts to Inside Information, including the setting of any relevant indicators or thresholds;
- the formulation, introduction and updating as required of the Regulations on Disclosure of Inside Information, as well as the development of methodological recommendations and materials including documentation in order to familiarize the Company's employees with the duties of officers to this effect, and the organization of relevant trainings;
- ensuring that the Company is in compliance with the Regulations of Disclosure of Inside Information in the Company;
- determining whether or not to disclose any Inside Information received for the Committee's consideration;
- compiling and approving any official reports of the Company, any prospectus or offering memorandum for the Company's securities and any other documents issued by the Company in order to comply with the Requirements or implement any issue of securities by the Company;
- sending written and verbal requests to all governing bodies and Subdivisions of the Company and to the Material Subsidiaries, as well as to other persons for the purposes of identification, updating and consolidation of information which may amount to Inside Information.

#### **4. Composition of the Committee**

- 4.1 The Committee is composed of not less than five (5) members, all of whom shall be individuals currently serving as officers of the Company.
- 4.2 The Company's Management Board shall determine the composition of the Committee and subject to prior consent of the Board of Directors of the Company shall appoint the Corporate Secretary of the Company as the Secretary of the Committee,.
- 4.3 The Secretary of the Committee shall perform the duties of the Disclosure Officer of the Committee.
- 4.4 The Committee shall include the following permanent members: the First Vice President, the Vice President for Economy and Finances – Financial Director, the Vice President for Legal Matters, the Manager for Liaising with Investors and the Corporate Secretary of the Company.
- 4.5 In view of the tasks and functions vested in the Committee, its composition may be expanded by the Company's Management Board following a proposal from the Chairman of the Committee or any member of the Management Board.
- 4.6 The Company's Management Board shall elect Chairman of the Committee to administer the operation of the Committee.

- 4.7 The Chairman of the Committee shall organize the holding of meetings of the Committee and take the chair.
- 4.8 The Committee may engage persons who are not members of the Committee, on a temporary basis, who having expertise that is necessary or desirable in order to address any specific issues arising in the course of work of the Committee.
- 4.9 The President of the Company, members of the Company's Management Board and other officers of the Company may be invited to attend meetings of the Committee.

## **5. Rights and Obligations of Members of the Committee**

- 5.1. The Committee is entitled to engage employees from the structural units of the Company to participate in the Committee proceedings to address matters falling within the competency of such units.
- 5.2. Any member of the Committee is entitled to:
- request from officers of the Company and the Material Subsidiaries documents and materials relevant to the performance of the functions of the Committee;
  - receive, in a timely manner, all materials relevant to the agenda of a Committee meeting and to request and receive any desirable explanations with respect to the received materials;
  - send to the Chairman of the Committee proposals on the convening of meetings of the Committee where it is necessary to consider matters connected with the disclosure of Inside Information;
  - submit any additional matters not included in the agenda of the Committee to be considered by a Committee meeting.
- 5.3. Each member of the Committee shall:
- comprehensively and thoroughly participate in the work of the Committee;
  - review all documents submitted for consideration by a meeting of the Committee;
  - immediately inform the Committee about the existence of any interest in the adopting of a certain decision;
  - avoid any acts which might discredit the Committee or question the professionalism of its members;
  - not disclose confidential information about activities of the Company became known to him/her, or any Inside Information, unless such disclosure is in accordance with the directions of the Committee and in accordance with the Requirements and Internal Documents of the Company.

## **6. Procedure for interaction between the Committee and the Company's Subdivisions and Material Subsidiaries**

- 6.1. The Committee shall liaise with the Company's Subdivisions and Material Subsidiaries through the Disclosure Officers of the Company's Subdivisions and the Disclosure Officers of the Material Subsidiaries.
- 6.2. In the event that any information arises that may amount to Inside Information, the Disclosure Officer of the Company's Subdivision or the Disclosure Officer of the Material Subsidiary shall immediately communicate such information to the Disclosure Officer of the Committee.
- 6.3. All information shall be conveyed to the Disclosure Officer of the Committee via e-mail (disclosure@pik.ru), in hard copy, and verbally.

6.4. The Disclosure Officer of the Committee shall deliver such information to the Committee in accordance with the procedures set forth in the Regulations of Disclosure of Inside Information.

## **7. Meetings of the Committee**

7.1. The meetings of the Committee shall be held as and when necessary.

7.2. The agenda of the Committee shall be determined by the Chairman of the Committee. Furthermore, any member of the Committee shall have the right to add an additional matter to the agenda falling within the competence of the Committee. Upon mutual consent of the members of the Committee, the agenda may be otherwise amended. As and when necessary, the Committee may abandon matters determined in the agenda of the current meeting in favor of other matters which are of higher priority in the opinion of the members of the Committee.

7.3. The President of the Company, as well as experts engaged by the Committee may apply to the Chairman of the Committee with a proposal to examine any matter falling within the competence of the Committee.

7.4. The decision about the convening of any meeting of the Committee, including dates, times and places of the meeting and the matters to be included on the agenda, as well as the decision on the list of persons invited to attend the meeting shall be made by the Chairman of the Committee at his/her own initiative or at the demand of a member of the Committee.

7.5. Notifications about any meeting of the Committee and provision of the required documents to members of the Committee shall be made by the Secretary of the Committee within a reasonable period prior to the beginning of such meeting in such manner as may be agreed upon by members of the Committee. Any of the President of the Company, members of the Management Board of the Company, other officers and employees of the Company and any experts invited to and engaged for the work of the meeting, shall also be notified of the details of the meeting in sufficient time to allow them to prepare for the Committee meeting.

7.6. The Committee decisions shall be taken either in person (including by the use of video and/or conference communication) or by absentee voting. Persons invited to attend the meeting, including members of the Committee may present their opinions on the questions of the agenda in writing, including through e-mail.

7.7. The meeting shall be deemed quorate when a majority of the members of the Committee are in attendance, and for such purpose any member for whom absentee votes have been received in advance of the meeting shall be deemed to be present. In the event the meeting is not quorate it shall be adjourned until such time as the Chairman of the Committee may select.

7.8. All resolutions of the Committee shall be made by majority vote of members of the Committee participating in the meeting. Each member of the Committee shall have one vote. The transfer of voting rights by a member of the Committee to other persons, including to other members of the Committee shall not be allowed. In the event of an equality of votes of members of the Committee, the Chairman of the meeting shall be entitled to a casting vote.

7.9. Any member of the Committee who has a conflict of interest relating to any business to be discussed or determined by the Committee meeting shall disclose such interest.

7.10. The Committee may direct any member or members of the Committee to study in detail a specific question falling within the competence of the Committee and report to the Committee about the determinations made from such study.

- 7.11. The Chairman of the Committee shall preside at the Committee meeting. In the event of his/her absence at the meeting, members of the Committee shall elect one of their number to be chairman of the meeting.
- 7.12. The minutes of the meeting shall be taken by the Secretary of the Committee and signed by the Chairman of the Committee responsible for the accuracy of execution of the minutes. The opinions presented by members of the Committee and persons invited to participate at the Committee meeting shall be heard and reflected in the minutes (attached to the minutes) during the meeting.
- 7.13. The minutes of the Committee meeting shall be compiled and approved by the Secretary of the Committee in duplicate not later than 3 working days after the holding of the Committee meeting.

The following shall be set forth in the minutes of the Committee meeting:

- the date of the meeting;
- the place of the meeting;
- a list of all persons that attended such meeting;
- a list of the members of the Committee that participated in the meeting specifying the form of such participation;
- the agenda;
- any proposals of members of the Committee on the questions of the agenda;
- any questions put to vote and the voting results thereon;
- any adopted resolutions.

## **8. Reports of the Committee**

- 8.1. The activities of the Committee shall be supervised by the Company's Management Board.
- 8.2. The Committee shall provide to the Management Board meeting an annual report based on the results of its activities, as well as the report of its activities upon the requisition of the Chairman of the Company's Management Board.

## **9. Responsibilities of the Members of the Committee**

- 9.1. In exercising their rights and performing their obligations, the members of the Committee shall act in the interests of the Company, exercise their rights and perform their obligations in respect of the Company reasonably and in good faith.
- 9.2. The members of the Committee shall be liable to the Company for the unauthorized disclosure of the Inside Information and/or confidential information of the Company and/or commercial secret of the Company in accordance with the requirements of applicable law of the Russian Federation and Internal Documents of the Company.
- 9.3. The members of the Committee shall bear the disciplinary and civil responsibility to the Company for inappropriate and untimely disclosure of the Inside Information in accordance with the Requirements and Internal Documents of the Company, the extent and nature of which will

be determined depending on the gravity of the violation committed and the extent of damage caused to the Company.

#### **10. Final Provisions**

This Regulations shall be approved by the Company's Board of Directors. Any alterations and amendments to this Regulations shall be made by the Company's Board of Directors.