

Appendix # 9
to the decision of the Board of
Directors of IDGC of Centre, PJSC
(Minutes dated 30.09.2016 # 27/16)

REGULATIONS
FOR THE CORPORATE SECRETARY
OF IDGC OF CENTRE, PJSC

Moscow
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1. GENERAL PROVISIONS

1.1. This Regulation is developed according to requirements of Federal Law «About joint stock companies» from December, 26th, 1995 №208-FZ, Federal Law «About counteraction to misuse of insider information and manipulation of the market and about modification of separate acts of the Russian Federation» from July, 27th, 2010 №224-FZ, other regulations of the Russian Federation, the Articles of Association of IDGC of Centre, PJSC (hereinafter – "the Company"), the Rules of listing of a stock exchange on which the Company's securities are traded, and other internal documents of the Company, and also according to recommendations of the Code of Corporate Governance approved on March, 21st, 2014 by the Board of Directors of the Central Bank of the Russian Federation (the letter of the Central Bank of the Russian Federation from April, 10th, 2014 №06-52/2463) (hereinafter – the Code of Corporate Governance of the Bank of Russia).

1.2. The Regulation determines the status of the Corporate Secretary, the requirements to his or her nominee, the procedure of appointment and termination of powers of the Corporate Secretary, his or her subordination and the order of interaction with management bodies and structural divisions of the Company, and also other questions of activity of the Corporate Secretary of the Company.

1.3. The Corporate Secretary of the Company is an office holder of the Company providing observance by the Company of the legislation of the Russian Federation, the Articles of Association and internal documents of the Company warranting realisation of the rights and legitimate interests of shareholders of the Company.

1.4. In the activity the Corporate Secretary of the Company is guided by the legislation of the Russian Federation, the Articles of Association and internal documents of the Company, decisions of Shareholders' general meetings, the Board of Directors of the Company and this Regulation.

1.5. The Corporate Secretary of the Company co-operates with management bodies, structural divisions of the Company to the extent to which it is necessary for proper execution of functions of the Corporate Secretary established by this Regulation.

1.6. Management bodies of the Company and heads of structural divisions of the Company assist the Corporate Secretary in realisation of the functions by him or her as it should be and within the terms established by the organizational-administrative document of the Company both providing timely and complete granting to the Corporate Secretary of the Company of the information with a view of proper execution of functions assigned to him or her to ensure the current activity of the Company's Board of Directors.

1.7. Data on the Corporate Secretary are posted on the Company's site on the Internet, and also in the Company's annual report in the same volume, as the scope of data provided for disclosing concerning members of the Company's Board of Directors and executive powers of the Company.

2. REQUIREMENTS TO THE NOMINEE OF THE CORPORATE SECRETARY

2.1. The Corporate Secretary of the Company should possess knowledge, experience and qualification, sufficient for execution of the obligations assigned to him or her, faultless reputation and have confidence of members of the Company's Board of Directors.

2.2. It is recommended to appoint the person meeting the following requirements to the post of the Corporate Secretary:

- 1) higher legal, either economic, or business education;
- 2) general length of service in the field of corporate governance not less than 3 (three) years;
- 3) knowledge of the legislation of the Russian Federation in the field of the corporate law;
- 4) knowledge of specificity of activity, and also the Articles of Association and internal documents of the Company;

5) faultless reputation, absence of a previous conviction;

6) personal qualities and skills (skills to communicate, responsibility, sense of duty, discipline, resistance to stress, punctuality, skills of work on the personal computer, organising and analytical skills).

2.3. Data on the candidate (a surname, a name, a patronymic name; year of birth; quantity, a category and type of stocks of the Company belonging to the candidate if those are available), and also the information on his or her conformity to the requirements specified in this section are given to members of the Company's Board of Directors within the limits of his or her promotion to the post of the Corporate Secretary of the Company as a part of materials of appointment of the candidate to the post of the Corporate Secretary of the Company.

2.4. The candidate to the post of the Corporate Secretary of the Company can present supplementary information for estimation by the Board of Directors of the Company of his or her professional and personal qualities.

3. PROCEDURE OF APPOINTMENT OF THE CORPORATE SECRETARY AND TERMINATION OF HIS OR HER POWERS. CONDITIONS AND ORDER OF PAYMENT OF COMPENSATION

3.1. The Corporate Secretary of the Company is appointed to the post and removed from the post by General Director of the Company on the basis of the decision of the Company's Board of Directors, accepted in an order provided by the Articles of Association of the Company and this Regulation.

3.2. The Corporate Secretary of the Company functionally reports to the Board of Directors. Administrative submission of the Corporate Secretary is determined by the organizational structure approved in the Company.

3.3. Nominee promotion to the post of the Corporate Secretary of the Company is performed by General Director of the Company and/or Chair of the Board of Directors of the Company taking into account the requirements established by section 2 of this Regulation. In a case if Chair of the Board of Directors of the Company is not elected, all members of the Company's Board of Directors possess the right to propose a nominee to the post of the Corporate Secretary of the Company.

3.4. The Personnel and Remuneration Committee at the Company's Board of Directors (hereinafter – the Personnel and Remuneration Committee) forms recommendations to the Board of Directors of the Company concerning proposed candidates, rate of remuneration and principles of awarding of the Corporate Secretary of the Company.

3.5. The Board of Directors of the Company makes the decision of election of the Corporate Secretary of the Company, determines the size and order of payment of remuneration, principles of awarding of the Corporate Secretary of the Company taking into account recommendations of the Personnel and Remuneration Committee.

In a case if to date of session of the Company's Board of Directors on consideration of a question on election of the Corporate Secretary of the Company the Company's Board of Directors has not received the recommendations of the Personnel and Remuneration Committee specified in this point, the Company's Board of Directors has the right to make independently the decision on election of the Corporate Secretary of the Company, to specify the size and order of payment of remuneration, principles of awarding of the Corporate Secretary of the Company.

If the size and order of payment of remuneration, principles of awarding of the Corporate Secretary of the Company are not specified by the decision of the Company's Board of Directors they are established according to the employment contract and local standard legal acts of the Company.

3.6. General Director of the Company concludes the employment contract with the person whose nominee is agreed upon by the decision of the Company's Board of Directors, on the conditions specified by the decision of the Company's Board of Directors.

3.7. The Corporate Secretary reports in the activity to the Board of Directors of the Company, which annually, not later than 10 (ten) calendar days to annual Shareholders' general meeting of the Company, estimates work and approves the report on the work of the Corporate Secretary of the Company.

Thus the Board of Directors of the Company on the basis of the conducted assessment of work of the Corporate Secretary and taking into account recommendations of the Personnel and Remuneration Committee can make the decision on additional remuneration payment to the Corporate Secretary of the Company, which has not been provided by conditions of the employment contract and local standard legal acts of the Company.

3.8. The Corporate Secretary of the Company fulfils his or her obligations till the moment of accepting by the Board of Directors of the decision on his or her removal from the post. The specified decision of the Company's Board of Directors is a basis for termination by General Director of the Company of the employment contract with the Corporate Secretary of the Company in an order established by the legislation of the Russian Federation.

4. THE FUNCTIONS, RIGHTS AND OBLIGATIONS OF THE CORPORATE SECRETARY

4.1. The functions of the Corporate Secretary of the Company concern:

1) participation in provision of interaction of the Company with control bodies, organizers of trade, the registrar, other professional participants of a securities market within the limits of the powers fixed by the employment contract for the Corporate Secretary;

2) immediate informing of the Company's Board of Directors on all revealed infringements of the legislation of the Russian Federation, and also provisions of internal documents of the Company, which observance refers to the functions of the Corporate Secretary of the Company;

3) participation in interaction of the Company with its shareholders and in the prevention of corporate conflicts, in implementation of procedures established by the legislation of the Russian Federation and internal documents of the Company providing realisation of the rights and legitimate interests of shareholders, the control over their execution within the limits of the powers fixed by the employment contract for the Corporate Secretary;

4) participation in organisation of preparation and carrying out of Shareholders' general meetings of the Company in an order established by internal documents of the Company;

5) participation in realisation of a policy of the Company on information disclosure, and also provision of storage of corporate documents of the Company within the limits of the powers fixed by the employment contract for the Corporate Secretary;

6) participation in enhancement of a system and practice of corporate governance of the Company by provision of relevant proposals to a responsible structural division of the Company;

7) ensuring the current activity of the Board of Directors, including:

– development and presentation to Chair of the Board of Directors of the Company of a draft of the agenda of the next session of the Board of Directors according to the Work plan of the Board of Directors and offers which have been received from members of the Board of Directors, the Audit Commission, the Auditor of the Company and General Director;

– ensuring preparation and forwarding of documents (materials) necessary for organisation and carrying out of a session of the Board of Directors (the notification of carrying out of sessions, drafts of decisions concerning the session agenda, drafts of documents for familiarity, etc.);

– organizational and technical support of carrying out of a session of the Board of Directors;

– organisation of interaction of the Board of Directors with the Company's executive powers, with Committees of the Board of Directors, the Auditor of the Company, the Audit Commission and structural divisions of the Company;

– organisation of preparation and representation of documents (information) by inquiries of members of the Board of Directors;

- preparation of inquiries, answers to letters, which has been received by the Board of Directors, with the signature and on behalf of Chair of the Board of Directors;
- collection of questionnaires filled in by members of the Company's Board of Directors;
- execution of minutes of sessions of the Board of Directors and extracts from minutes of sessions of the Board of Directors;
- granting and assurance of authenticity of copies of minutes of sessions of the Board of Directors and Shareholders' general meetings of the Company, and also extracts from them;
- mailing of documents approved by the Board of Directors;
- development and conducting of the file register of the Board of Directors;
- organisation of control over the course of accomplishment of decisions of the Board of Directors and Shareholders' general meeting of the Company;
- preparation of inquiries about granting of information (materials) concerning the agenda of sessions of the Board of Directors to divisions of the Company as instructed by members of the Company's Board of Directors;
- control over reliability of the given information and correctness of the official registration of papers, placed for consideration and approval by the Board of Directors;
- preparation on the instruction of Chair of the Board of Directors (Deputy Chair of the Board of Directors) of drafts of separate documents and decisions of the Board of Directors, including a draft of the Work plan of the Board of Directors;
- organisation of conducting record of the course of sessions of the Board of Directors, including, with the consent of present members, on electronic carriers;
- ordering and archiving documents and materials of the Board of Directors;
- representation on demand of Chair of the Board of Directors and/or responsible structural divisions of the Company of data for performance evaluation of work of the Board of Directors and separate members of the Board of Directors;
- solution of other questions and accomplishment of other functions provided by this Regulation, the Regulation on the Company's Board of Directors, the employment contract with the Corporate Secretary of the Company, and also according to instructions of Chair and members of the Company's Board of Directors.

8) ensuring the current activity of Committees of the Board of Directors (execution of functions of the Secretary of Committees of the Company's Board of Directors according to Regulations on Committees of the Company's Board of Directors or participation in preparation and control over execution of work plans of the Committees of the Company's Board of Directors, in the control of preparation and forwarding to members of the Committees of the Company's Board of Directors of materials concerning the agenda).

4.2. The Corporate Secretary of the Company has the right:

- 1) to enquire and receive the Company's documents;
- 2) to bring on instructions of Chair of the Board of Directors of the Company to consideration of management bodies of the Company questions within the limits of his or her competence;
- 3) to supervise observance by office holders and employees of the Company of the Articles of Association and internal documents of the Company regarding the questions concerning functions of the Corporate Secretary of the Company;
- 4) to perform interaction with Chair of the Board of Directors of the Company and Chairs of Committees of the Company's Board of Directors;
- 5) to inform Chair of the Board of Directors and/or General Director of the Company on facts leading to impossibility of performance by the Corporate Secretary of the functions, established by this Regulation.

4.3. The Corporate Secretary of the Company is obliged:

- 1) to observe in the activity of rates and requirements of the legislation of the Russian Federation, the Articles of Association and internal documents of the Company;
- 2) to ensure observance of the rights and interests of shareholders and members of the Company's Board of Directors;

- 3) to perform instructions of Chair of the Board of Directors and members of the Company's Board of Directors;
- 4) annually, not later than 30 (thirty) calendar days prior to annual Shareholders' general meeting of the Company to represent to the Personnel and Remuneration Committee and the Board of Directors of the Company the report on the work, the recommended form of which is Appendix 1 to this Regulation;
- 5) to inform the Company's Board of Directors on origin of situations creating threat of infringement of rates of the legislation of the Russian Federation, shareholders' rights, leading to origin of risks for the Company, and also a corporate conflict as a consequence of that;
- 6) to improve his or her qualification regularly;
- 7) in case of origin of a conflict of interests immediately to report about it to Chair of the Board of Directors of the Company;
- 8) to conclude with the Company a non-disclosure agreement of insider information.

5. RESPONSIBILITY OF THE CORPORATE SECRETARY OF THE SOCIETY

5.1. The Corporate Secretary of the Company at realisation of the rights and performance of the duties should act in interests of the Company, exercise the rights and fulfil obligations concerning the Company honesty and reasonably.

5.2. The Corporate Secretary of the Company has no right to disclose any data constituting according to internal documents acting in the Company commercial secret and/or confidential, and also insider information.

The Corporate Secretary of the Company bears responsibility for use of the insider information to suit his or her own ends and purposes which are not equitable to interests of the Company.

5.3. The Corporate Secretary of the Company bears responsibility for accomplishment of the functions provided by this Regulation and obligations, including for:

- 1) timeliness of mailing to members of the Company's Board of Directors of notifications of a session of the Company's Board of Directors and materials to sessions;
- 2) quality of preparation of materials to sessions of the Company's Board of Directors and reliability of information contained in minutes of sessions of the Company's Board of Directors;
- 3) timeliness of provision of reports to members of the Company's Board of Directors.

6. FINAL PROVISIONS

6.1. This Regulation is approved by a decision of the Company's Board of Directors.

6.2. All changes and additions are brought into this Regulation by a decision of the Company's Board of Directors.

6.3. If as a result of change of the legislation of the Russian Federation or the Articles of Association of the Company individual clauses of this Regulation contradict them, the Regulation is applied in a part which does not contradict the current legislation and the Articles of Association of the Company.

Appendix 1. The recommended form of the report on work of the Corporate Secretary of the Company

THE REPORT ON WORK OF THE CORPORATE SECRETARY
of IDGC of Centre, PJSC FROM _____ TO _____

I. Information on the Corporate Secretary of the Company:	
Full name of the Corporate Secretary	
Post appointment date	
Data on education and advanced training of the Corporate Secretary during a reporting period	

II. Statistical information:		Absolute indicators	Relative indicators, %
1	Quantity of changes of the Company's Board of Directors, working during a reporting period		
2	Total quantity of sessions of the Company's Board of Directors, conducted in a reporting period:		100 %
	2.1. Including, in person:		%
	2.2. Including, in the correspondence form:		%
3	Total quantity of sessions of the Company's Board of Directors, not taken place in a reporting period because of absence of quorum		
4	Total quantity of questions considered at sessions of the Company's Board of Directors in a reporting period		100 %
	4.1. Including, quantity of questions considered by the Company's Board of Directors according to the Work plan of the Company's Board of Directors		%
	4.2. Including, quantity of off-schedule questions		%
5	Total quantity of questions in a reporting period consideration of which was postponed by the Company's Board of Directors for a later date or removed from consideration		% from total quantity of questions considered at sessions of the Company's Board of Directors in a reporting period

III. Information on availability / absence of remarks concerning activity of the Corporate Secretary of the Company during a reporting period*			
Nº	Information on the document containing a remark (minutes, dissenting opinion, summary punishments)	Remark contents	Measures taken to eliminate remarks, result of implementation
1			
2			

* Remark is reflected only in the presence of written confirmation. Remarks which are not connected with direct execution by the Corporate Secretary of the Company of the job duties provided by the Regulations for the Corporate Secretary of the Company and the employment contract, concluded with the Corporate Secretary of the Company, are not reflected.

IV. Information on work with inquiries of members of the Company's Board of Directors and other persons in a reporting period according to functional obligations of the Corporate Secretary of the Company			
Nº	Data on a received inquiry (request)	Contents of an inquiry (request)	Measures taken to accomplish an inquiry (request), result of implementation
1			
2			

V. Other information on execution in a reporting period by the Corporate Secretary of the Company of the functional obligations depending on their volume established by the Regulations for the Corporate Secretary of the Company and the employment contract with the Corporate Secretary of the Company**

** Information is represented in the form of tables about work performed in a reporting period, separated between them by the functional obligations of the Corporate Secretary of the Company.