

AUDIT COMMITTEE

RULES OF PROCEDURE OF AD PLASTIK D.D., SOLIN (consolidated text)



Consolidated text of Audit Committee Rules of Procedure of AD PLASTIK d.d. Solin consists of Rules of Procedure of May 30, 2008, number 15.0/2008, as well as its amendments of July 18, 2013, number 15.1/2013 and of March 21, 2019, number 15.2/2019

AUDIT COMMITTEE RULES OF PROCEDURE OF AD PLASTIK D.D., SOLIN (consolidated text)

I. INTRODUCTORY PROVISIONS

Article 1

- Audit Committee Rules of Procedure of the Company (hereinafter referred to as: Rules of Procedure) regulates basic issues relevant to the work and organization of the Audit Committee.
- 2. The provisions of these Rules of Procedure are binding on all members of the Audit Committee and all other persons who in any way participate in the work of this body.

II. AUDIT COMMITTEE COMPOSITION AND TERM

- 1. The Audit Committee consists of 4 (four) members who are appointed under the N.N. Audit Act. 127/17 (hereinafter: the Act).
- 2. The members of the Audit Committee are appointed from among the members of the Supervisory Board and/or other members in accordance with the Act.
- 3. At least one member of the Audit Committee must be acquainted with account and/or audit area.
- 4. The majority of the members of the Audit Committee must be independent of the Company. A person is considered independent if he or she does not have any business, financial, family or other close relationship with the Company, its majority shareholder or Management Board, or if there are no other circumstances that cast doubt on his/her independence.
- 5. If all members of the Audit Committee are members of the Supervisory Board, the Audit Committee shall be exempted from the independence requirement set out in the previous paragraph of this article.
- 6. The members of the Audit Committee as a whole must be acquainted with the sector in which the audited entity operates.



- 1. Members of the Audit Committee are appointed by the Supervisory Board for a term of 4 (four) years and they may be reappointed.
- 2. By its decision, the Supervisory Board of the Company may revoke a member of the Audit Committee before the expiration of his/her term of office.
- 3. A member of the Audit Committee may at any time resign from his/her membership of the Audit Committee. The resignation shall be stated in writing to the Supervisory Board of the Company and, if nothing else derives from it, it shall be effective from the date of its submission.

Article 4

- 1. At its constituent meeting, the Audit Committee elects the President of the Audit Committee from among its members and one his/her deputy, for a term of 4 (four) years.
- 2. The Deputy President has the rights and obligations of the President only if the President is prevented from performing his/her function.
- 3. The President of the Audit Committee must be independent of the Company within the meaning of Article 2, paragraph 4, except in the case referred to in paragraph 5, Article 2 of these Rules of Procedure.

III. TASKS AND RESPONSIBILITIES OF THE AUDIT COMMITTEE

Article 5

In accordance with the Audit Act, in addition to the tasks prescribed by Regulation (EU) NO. 37/14 (hereinafter: the Regulation), the Audit Committee performs the following tasks:

- monitors the financial reporting process and submits recommendations or proposals to ensure its integrity;
- regarding financial reporting, it monitors the effectiveness of internal quality control system and risk management system as well as internal audit without violation of its independence;
- discusses plans and internal audit annual report as well as significant issues related to this area;
- monitors the realization of the statutory audit of the annual financial and annual consolidated financial statements in accordance with the Act;
- examines and monitors the independence of independent auditors or the audit company
 performing the audit, and in particular the appropriateness of providing non-audit services which are subject to its prior approval, in accordance with the Act;
- it is responsible for the selection procedure of the audit company and it proposes the appointment of the audit company in accordance with Article 16 of the Regulation;
- informs the Supervisory Board of the outcome of the statutory audit, in accordance with the supplementary report referred to in Article 16, Paragraph 3 of these Rules of Procedure, which the authorized auditor is required to submit to the Audit Committee, in accordance with the Act and the Regulation, and it explains how the statutory audit has



contributed to the integrity of the financial reporting and explains the role of the Audit Committee in that process.

Article 6

- Monitoring the financial reporting process involves monitoring the integrity of the financial information of the Company, and in particular the correctness and consistency of the accounting methods used by the Company, including the criteria for consolidation of the financial statements of the companies belonging to the group.
- 2. The Audit Committee is responsible for monitoring and reviewing the financial information disclosed in the financial statements prior to their presentation and release to the public.

Article 7

Monitoring and ensuring the effectiveness of the internal control, internal audit, and risk management systems implies that the Audit Committee evaluates the quality of the internal control and risk management systems at least once a year, in order to ensure that the core risks to which the Company is exposed (including those risks related to compliance with the rules) shall be appropriately identified and published and that they will be managed in an appropriate manner.

Article 8

- 1. Supervision of the audit conduction of the financial statements implies Audit Committee to inform and discuss on the problems and difficulties in performing the audit of the financial statements itself, on the possible non-cooperation and divergence of opinions between the auditor and the Company's Management Board, as well as on all other circumstances that may affect the non-achievement of the objectives of the audit of the financial statements.
- 2. Reporting to the Supervisory Board on the outcome of a statutory audit involves receiving the additional report of the authorized auditor referred to in Article 16, Paragraph 3 of these Rules of Procedure, as well as drawing up a report on the performed supervision, which in particular includes the following information:
 - overview of the adoption of the decision by General Assembly on the election of the authorized auditor
 - analysis and overview of the additional report of the authorized auditor
 - overview of the definition of key audit issues
 - overview of the Management Board's cooperation with the audit company during the audit
 - assessment of the effectiveness of statutory audit.

Article 9

The task of monitoring the independence and objectivity of external auditors or the audit company performing the audit is performed by the Audit Committee primarily by gathering appropriate statements from the Auditor, as well as by seeking certain information from the Company's Management Board, in order to determine whether the auditor or the audit company fulfills the requirements of independence and impartiality determined by The Audit Act.



- 1. The Audit Committee performs the task of making recommendations on the selection of the independent auditor or the audit company by making recommendations to the Supervisory Board of the Company regarding the election, appointment, reappointment or change of the external auditor as well as regarding the terms and conditions of its engagement and remuneration for its work, and those recommendations shall be submitted for adoption to the General Assembly of the Company by Supervisory Board.
- 2. The recommendation of the Audit Committee on the selection of an independent auditor or audit company and the procedure for selecting the audit company shall be given and conducted in accordance with Article 16 of the Regulation.

Article 10a

- 1. The Audit Committee appoints and dismisses the Director of Internal Audit.
- 2. The Audit Committee adopts the Internal Audit Annual Plan with the prior approval of the Management Board of the Company.
- 3. Issues related to the organization and operation of the Internal Audit Department shall be regulated in more detail by a special Internal Audit Rules of Procedure issued by the Company's Management Board, with prior consultation with the Audit Committee.

Article 11

The Audit Committee performs the task of discussing plans and the Internal Audit Annual Report, as well as significant issues related to this area particularly by discussing and analyzing the internal audit report on its work.

IV. AUDIT COMMITTEE RELATION WITH OTHERS BODIES OF THE COM-PANY AND WITH THE EXTERNAL AUDITOR

Article 12

- 1. The Audit Committee is responsible for its work to the Supervisory Board of the Company.
- 2. The Audit Committee is obliged to regularly report on its work to the Supervisory Board, as always when requested by the Supervisory Board.

Article 13

The Audit Committee should have open and unrestricted communication with the Company's Management Board and the Supervisory Board.



- 1. Management Board must provide the Audit Committee with timely and periodic presentations of financial statements and related documents prior to public disclosure of that information, information on changes in accounting principles and criteria, accounting procedures adopted for most actions, as well as any significant discrepancy between the book value and the real value of individual items as well as all correspondence with the Internal Audit Department or independent auditors.
- 2. Management Board is particularly required to inform the Audit Committee on the methods used for the recognition of significant and unusual transactions and business events when the accounting for such events can be accessed in various ways.

Article 15

External and internal auditors should be able to communicate directly with the Audit Committee.

Article 16

- 1. The independent external auditor or audit company must report to the Audit Committee on key issues arising from the audit, and in particular on significant weaknesses in internal control regarding the financial reporting process.
- 2. In addition, independent auditors are required to report directly to the Audit Committee on the following issues:
 - discussion of key accounting policy;
 - important weaknesses and significant deficiencies in internal controls and procedures;
 - alternative accounting procedures;
 - · disagreement with the Management Board, risk assessment and
 - possible analysis of fraud and/or misuse.
- 3. The independent external auditor or audit company shall submit an additional report to the Audit Committee no later than the date of submission of the audit report. The additional audit report explains the results of the statutory audit carried out in accordance with Article 11 of the Regulation.

Article 17

In carrying out its tasks, the Audit Committee discusses with the independent external auditor:

- the changes or retention of accounting principles and criteria;
- the application of the rules;
- the important assessments and conclusions when preparing financial statements;
- the methods of assessing risks and results;
- high risk activities;
- the identified major weaknesses and significant deficiencies in internal control;



 the effect of external factors (economic, legal and industrial) on the financial statements and audit procedures.

Article 18

- 1. The Audit Committee shall also regularly evaluate other important aspects of its relations with third parties, such as their professional competence and independence, and, whenever necessary, it shall obtain a second opinion on the work performed by these persons.
- 2. The Audit Committee shall ensure the submission of quality information by subsidiaries and affiliates, as well as by third parties (such as expert consultants), given the impact of such information on the consolidated financial statements.
- 3. In order to perform its tasks, the Audit Committee is authorized to request information also from the Internal Audit, the Company's Legal Service, external legal consultant, and tax consultant.

V. MODE OF OPERATION OF THE AUDIT COMMITTEE

Article 19

The Audit Committee operates and makes decisions at meetings.

Article 20

- 1. Mode of operation of the Audit Committee implies informing on specific issues, and discussion and making decisions on reports, information and proposed acts, all on matters within its scope determined by these Rules of Procedure.
- 2. The President and each member of the Audit Committee individually have the right to be informed about the matters within the scope of the Audit Committee.
- 3. In its work, the Audit Committee shall make decisions in accordance with the provisions of these Rules of Procedure.

- 1. The constituent meeting of the Audit Committee is convened by the oldest member of the Audit Committee, as a rule, immediately after the appointment of the Audit Committee members and the adoption of these Rules of Procedure.
- 2. Prior to the election of the President of the Audit Committee, the oldest member of the Audit Committee shall be in charge of the meeting.



VI. MEETINGS OF THE AUDIT COMMITTEE

1. General information on the preparation and conduction of Audit Committee meetings

Article 22

The meetings of the Audit Committee shall be prepared by the President of the Audit Committee through the professional services of the Company. Meeting preparation activities include the preparation of materials for the meeting and the organization of the Audit Committee meeting.

Article 23

- 1. The materials for the Audit Committee meeting shall be made in writing, in the Croatian language, with submission of these materials in Russian translation to the Russian-speaking members of the Audit Committee.
- 2. The material for the Audit Committee meeting includes: an invitation for the meeting with a draft agenda, material relating to a separate agenda item, and an excerpt from the minutes of the previous Audit Committee meeting.

Article 24

Simultaneous interpretation from Croatian into Russian and from Russian into Croatian shall be provided at the Audit Committee meeting.

Article 25

- 1. Audit Committee meetings are held at least once every three months, as a rule, prior to the meetings of the Supervisory Board of the Company, and they may be held more often if necessary, whenever the President of the Audit Committee considers that a meeting should be convened.
- 2. As a rule, the Audit Committee meetings are held at the Company's headquarters. The Audit Committee meeting may also be held outside the Company's headquarters.
- 3. In the event that the Audit Committee meetings are held outside the Company's headquarters, the location of the meeting shall be determined by the President of the Audit Committee or persons convening the Audit Committee meeting.

Article 25a

Audit Committee meetings may also be held:

- in writing;
- by e-mail;
- using a conference telephone connection or other audio and visual communication equipment so that all persons participating in the meeting can simultaneously communicate with each other.



2. Convening an Audit Committee meeting

Article 26

- 1. The Audit Committee meetings shall be convened by the President of the Audit Committee and, if he/she is prevented from acting, by his/her Deputy.
- 2. If he/she has stated reasons and purpose, each member of the Audit Committee may request convening the Audit Committee meeting by President. The meeting must be held within a period of 15 days from the day it has been convened.
- 3. If the request referred to in the preceding paragraph is not fulfilled, any member of the Audit Committee may convene a meeting of the Audit Committee, stating the reasons for convening it and the agenda of the meeting.
- 4. The draft agenda of the Audit Committee meeting shall be determined by the President of that Committee or the deputy president, who convenes the meeting, complying with the requirements of the members of the Audit Committee, within the meaning of paragraph 2 of this Article.

Article 27

- 1. The members of the Audit Committee shall be invited to the meeting by a written invitation. The invitation for the meeting shall necessarily indicate the place and time of the meeting as well as the draft agenda.
- 2. Each member of the Audit Committee shall be provided with the written material referred to in Article 23 of these Rules of Procedure with the invitation for the meeting.
- 3. If material has not been provided for a particular agenda item with an invitation for the Audit Committee meeting at which given item has been listed, the President of the Audit Committee shall indicate in the invitation what is latest date when that material must be subsequently delivered and, where appropriate, in which way (by mail, directly at the meeting, etc.).
- 4. In the case of an agenda item relating to a shorter information or a simpler matter to be adopted, material referred to in Article 23 of these Rules of Procedure related to that agenda item doesn't need to be submitted with the invitation, given that the President of the Audit Committee shall note in the invitation that no relevant material has been provided for that agenda item.

- 1. The materials for the meeting shall be provided to the members of the Audit Committee by electronic mail, and in any other manner as required by each (courier delivery, express mail (DHL), telefax), no later than eight (8) days prior to the day of the meeting, given that the time of delivery is calculated in accordance with the time (day) when the individual member received an invitation for the meeting with the relevant material as he/she requested.
- 2. With exception of paragraph 1 of this Article, in an emergency, a meeting of the Audit Committee may be convened within a period of less than eight (8) days by notifying the members of the Audit Committee of the time and place of the meeting, at least in two ways, between the following ones: express mail (DHL), courier delivery, e-mail, fax, telegram and telephone. In that case, the draft agenda shall be communicated to the members at the very beginning of the meeting at the latest, and the written material shall be distributed not later than immediately before the meeting, except for those items for which respective material is not required



to be provided in accordance with Article 27, paragraph 4 of these Rules of Procedure. In that case the President of the Audit Committee is obliged to give the members of the Audit Committee the reasons for calling an emergency meeting before moving on to the first agenda item.

3. Conduction of the Audit Committee meeting

Article 29

- 1. The meetings shall be chaired by the President of the Audit Committee and if he/she is prevented from performing his/her function, he/she shall be replaced by his/her deputy.
- 2. The meetings of the Audit Committee may not be attended by persons other than its members unless invited to act as reporters, consultants and experts for particular matters to be decided.
- 3. The meetings of the Audit Committee shall be attended by a minute taker chosen by the President of the Audit Committee who does not have to be a member of that committee.
- 4. Members of the Audit Committee present at the meeting shall discuss and propose decisions at the meeting of the Audit Committee.

Article 30

At the meeting of the Audit Committee, the present members of the committee shall vote publicly by raising their hands, and the absent members of the Audit Committee may vote by casting their votes in writing, through another member of the Audit Committee, who shall transmit it to the committee when making decision.

Article 31

A decision of the Audit Committee may be validly made at the meeting if at least 3 (three) members of the Audit Committee participate in the decision-making process, counting those members who are present at the meeting and those who are absent but who have cast their vote within the meaning of Article 30 of these Rules of Procedure.

- 1. A member of the Audit Committee who wishes to supplement the agenda with a new item and a new draft decision, may propose a regular supplement to the agenda in such a way that he/she must submit such draft decision in writing to the other members of the Audit Committee not later than three (3) days prior to the day of the meeting (regular supplement to the agenda). In the case of regular supplement to the agenda, the provisions of Article 23 of these Rules of Procedure shall be duly applied (form, language, content of the material), of Article 27 paragraph 4 of these Rules of Procedure (exception when material for the meeting is not provided) and Article 28 paragraph 1 of these Rules of Procedure (mode of delivery).
- 2. Extraordinary supplement to the agenda may be proposed at the very meeting of the Audit Committee by any member of the Audit Committee. In the event of an extraordinary supplement to the agenda, the provisions of Article 23 of these Rules of Procedure (form, language, content of material) and Article 27 paragraph 4 of these Rules of Procedure (exception when material for the meeting is not provided) shall be duly applied.



- 1. Before the opening of the meeting, the President of the Audit Committee shall determine whether the conditions for valid decision-making have been fulfilled, within the meaning of Article 31 of these Rules of Procedure.
- 2. If President of the Audit Committee determines that the conditions for the proper decision-making have not been met on any agenda item within the meaning of Article 31 of these Rules of Procedure, the President of the Audit Committee shall postpone the meeting.
- 3. If President of the Audit Committee determines that the conditions for the proper decision-making on all agenda items, or on one or part of the agenda items have been met within the meaning of Article 31 of these Rules of Procedure, he/she shall open the meeting and the agenda adoption procedure, pursuant to Articles 34 and 35 of these Rules of Procedure.

Article 34

- President of the Audit Committee shall open the meeting and the agenda adoption procedure by first determining the agenda items from the invitation and the regular supplements, for which the conditions regarding the proper decision-making have been met, within the meaning of Article 31 of these Rules of Procedure. Then the President shall ask if anyone has any objection or counter-proposal on the agenda.
- 2. An objection may relate to a violation of these Rules of Procedure regarding the fulfillment of conditions for proper decision-making or regarding the preparation of a meeting of the Audit Committee, in addition to which a special proposal should always be made on the basis of that objection (eg to delete certain item or to discuss certain item without making a decision, etc.).
- 3. The counter-proposal may relate to the extraordinary supplement to the agenda and/or to the deletion of a specific agenda item and/or a change in the order of the agenda, etc.
- 4. If a member of the Audit Committee has presented a special proposal or counter-proposal at the meeting within the meaning of paragraphs 2 and 3 of this Article, the Audit Committee shall first decide on those proposals or counter-proposals, in the order in which they were presented, and then on the overall agenda.

- After deciding on special proposals and counter-proposals, next shall be adoption of the overall agenda according to the invitation and regular supplement as well as according to the adopted special proposals and counter-proposals, excluding those proposed agenda items for which the conditions for valid decision-making within the meaning of Article 31 of these Rules of Procedure have not been fulfilled.
- 2. Agenda accepted by the members of the Audit Committee shall be the adopted one, in accordance with the previous paragraph of this Article, which shall be determined by the President of the Committee after voting and before moving to 1st agenda item (verification of the minutes from the previous meeting of the Audit Committee).



- 1. Before concluding the discussion on a particular issue, the President of the Audit Committee is obliged to evaluate whether all the elements relevant for making the correct and lawful decision have been discussed.
- 2. If the Audit Committee, when discussing certain agenda item, assesses that decision cannot be made on the basis of the facts presented and discussed, it may request additional justification or information and determine to decide upon such agenda item at the next meeting. In its decision, the Audit Committee shall entitle a particular person to provide additional justification, ie to collect additional information, and it shall set him/her a deadline to do so.

Article 37

If documents or data that are considered a business secret are discussed at the meeting, the President of the Audit Committee shall warn all those present that they are obliged to keep the business secret and note the consequences of violation of obligation to preserve business secret.

Article 38

- 1. The Audit Committee makes decisions by a majority of votes cast (simple majority).
- The member of the Audit Committee is required to vote "FOR" or "AGAINST" the proposed decision. Only in exceptional cases can particular member of the Audit Committee remain restrained (unbiased) in case if any of his/her individual rights or legal interests are decided upon.
- 3. In determining the required majority of votes, only the votes given "FOR" or "AGAINST" the proposed decision shall be taken into account.

Article 39

Members of the Audit Committee who have remained in the minority after voting and who have voted against the draft decision, have the right to request their separate opinion to be recorded in the minutes of the meeting.

VII. MINUTES OF THE AUDIT COMMITTEE MEETING

- 1. The minutes of the Audit Committee meeting shall contain:
 - · sequence number of the Audit Committee meeting;
 - date and place of the meeting;
 - name and surname of the present and absent members of the Audit Committee,
 - indicating the reasons for the absence;
 - name and surname of the absent members of the Audit Committee participating in the decision-making process, in accordance with Article 30 of these Rules of Procedure;



- name, surname and functions of the persons present who are not members of the Audit Committee, as well as the name and surname of the minute taker;
- start time and end time of the meeting;
- adopted agenda;
- draft decisions set out on individual agenda items that were decided on at the meeting, if those draft decisions differ from the decisions set out in proposed agenda;
- voting method within the meaning of Article 30 of these Rules of Procedure;
- adopted decisions on each agenda item, with voting results;
- 2. The sequence number of the meeting shall be kept according to the sequence numbers, starting with the number 1, which marks the first meeting, and continuously until the meeting preceding the first meeting of the Audit Committee in the new composition.
- 3. The minutes of the Audit Committee meeting referred to in paragraph 1 of this Article shall be made in 2 (two) copies, one for the President of the Audit Committee and one for the Company, signed by the President of the Audit Committee or the Deputy President, who chaired the meeting, and minute taker.
- 4. Based on the minutes of the Audit Committee meeting, an Excerpt from the minutes shall be drawn up, containing the items referred to in paragraph 1 of this Article, namely (1) to (7), and item (10). An excerpt from the minutes shall be provided within the material for the next meeting, for the purpose of its verification.

- 1. The minutes of the Audit Committee meeting shall be made no later than eight (8) days counting from the day of the meeting.
- 2. An excerpt from the minutes of the Audit Committee meeting shall be made no later than when the invitation for the next Audit Committee meeting is submitted.

Article 42

- 1. An excerpt from the Minutes of the Audit Committee meeting shall, as a rule, be verified at the first subsequent meeting of that Committee as the first agenda item.
- 2. If the members of the Audit Committee have any objection to the Excerpt from the minutes, during its verification, and if that objection is accepted by the members of the Committee, it shall be entered in the minutes of the Audit Committee meeting at which the verification procedure is conducted. Otherwise, if there are no objections or if the objections set out do not receive a majority of the votes cast, the minutes shall be deemed to have been accepted (verified) without a special voting.

VIII. RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE AUDIT COMMITTEE

Article 43

1. A member of the Audit Committee who enters into a legal relationship with the Company while performing his/her professional activity is obliged to act with increased care in fulfilling his/her obligation under that relationship. In establishing such a legal relationship, a member



- may not use his/her membership in the Audit Committee to obtain special benefits that do not arise from that membership.
- 2. Members of the Audit Committee may not publicly disclose their membership of the Audit Committee for the purpose of obtaining illicit, personal or professional benefits that may harm the reputation and other interests of the Company.

- 1. If a member of the Audit Committee is prevented from attending the meeting, he/she is obliged to notify the President without delay.
- 2. In the case referred to in paragraph 1 of this Article, the member concerned shall have the right and duty to vote as an absent member. For that purpose, he/she shall vote in the manner as set out in Article 30 of these Rules of Procedure and submit that vote in writing to the President or one of the members of the Audit Committee.

Article 45

The members of the Audit Committee may be remunerated for their work in the amount determined by the decision of the General Assembly of the Company.

IX. PRESIDENT OF THE AUDIT COMMITTEE

- 1. The President of the Audit Committee shall organize and manage the work of the Audit Committee in accordance with the provisions of these Rules of Procedure, and in particular he/she:
 - takes care of the preparation of the Audit Committee meetings;
 - convenes meetings and chairs the Audit Committee meetings;
 - determines the existence of conditions for proper decision-making;
 - puts draft decisions to a vote at the meeting;
 - determines and publishes the results of voting on particular draft decisons that were decided on by the members of the Audit Committee;
 - signs all acts issued by the Audit Committee;
 - takes care that the Audit Committee in its work complies with the provisions of the Act, the Charter of the Company, these Rules of Procedure, as well as the decisions of the General Assembly and the Supervisory Board of the Company.
- 2. The provisions of these Rules of Procedure on the President of the Audit Committee shall also apply to the Deputy President of the Audit Committee, who shall replace him/her when President is prevented from performing his/her function.



- 1. The President of the Audit Committee must be able to communicate directly with the share-holders of the Company by speaking at the General Assembly of the Company in the situations referred to in paragraph 2 of this Article.
- 2. The situations in which direct communication of the President of the Audit Committee with the Company's shareholders is required are:
 - in the event that the independent external auditor has not conducted an audit of the Annual Financial Statements of the company AD PLASTIK, or it has failed to submit a report thereon to the Supervisory Board of the company within the prescribed period;
 - in the event that the Supervisory Board of the Company has not accepted the report of the independent external auditor on the audit of the Annual Financial Statements of the company D PLASTIK.

X. PUBLICITY OF THE WORK

Article 48

- 1. The work of the Audit Committee shall be conducted at closed meetings.
- 2. The Audit Committee is obliged to prepare annually and submit report to the Company on its work, composition, number of meetings and attendance at meetings, in order for the Company to make it available to the public.

XI. FINAL PROVISIONS

Article 49

- 1. Each member of the Audit Committee shall be provided with these Rules of Procedure.
- 2. These Rules of Procedure shall enter into force on the day of its adoption.

PRESIDENT OF THE SUPERVISORY BOARD

Dmitry Leonidovich Drandin