
**APPROVED
by Resolution
of the General Shareholders' Meeting
of PJSC "SIBUR Holding"
dated September 17, 2018
(Minutes No. 59)**

**REGULATIONS
on the General Shareholders' Meetings
of the Public Joint-Stock Company «SIBUR Holding»
(Version № 11)**

**city of Tobolsk
2018**

These Regulations have been developed in accordance with the applicable Russian Federation law, the Charter of the Public Joint-Stock Company “SIBUR Holding” (hereinafter referred to as the “**Company**”) and other internal documents of the Company, and determines the procedures for convening and holding of the General Shareholders’ Meetings of the Company.

Article 1. General

1.1. General Shareholders’ Meeting is a supreme management body of the Company.

1.2. In its activities, the General Shareholders’ Meeting shall be governed by the Russian Federation law, the Charter of the Company, and these Regulations.

Article 2. Procedure for Holding General Shareholders’ Meetings

2.1. The Company is obliged annually, not earlier than 2 (two) and not later than 6 (six) months after the end of the reporting year, to hold the annual General Shareholders’ Meeting to address issues regarding election of the Board of Directors, the Audit Commission, approval of the Company’s auditor, approval of annual reports, annual accounting (financial) statements, as well as distribution of profits, including payment (declaration) of dividends, and losses of the Company based on the reporting year results. An annual General Shareholders’ Meeting can review other issues that in accordance with the applicable Russian Federation law and the Company’s Charter can be referred to the competence of the General Shareholders’ Meeting.

2.2. Shareholders’ meetings held in addition to the annual meeting are extraordinary meetings.

The venue of the General Shareholders’ Meeting shall be determined by the Board of Directors in preparation for the General Shareholders’ Meeting, in accordance with the Company’s Charter.

2.3. The General Shareholders’ Meeting is considered legally qualified (having a quorum) if it was attended by shareholders (their representatives) having in the aggregate more than half of the votes of the placed Company’s voting shares.

In the absence of a quorum for holding the annual General Shareholders’ Meeting, another General Shareholders’ Meeting shall be held with the same agenda.

2.4. Another General Shareholders’ Meeting shall be held in compliance with the procedures established by the applicable Russian Federation law and the Company’s Charter.

2.5. Another General Shareholders’ Meeting is considered legally qualified (having a quorum) if it was attended by shareholders (their representatives) having in the aggregate not less than 30 (thirty) percent of the placed Company’s voting shares.

2.6. When holding another General Shareholders’ Meeting within less than forty (40) days after the failed General Shareholders’ Meeting, the persons entitled to participate in the General Shareholders’ Meeting shall be listed (recorded) as of the date, on which the persons entitled to participate in the failed General Shareholders’ Meeting were listed (recorded).

2.7. An extraordinary General Shareholders’ Meeting shall be held by decision of the Board of Directors on its own initiative, upon request of the Audit Commission, upon request of the Company’s auditor, upon request of the shareholders (shareholder) that own (owns) at least 10 (ten) percent of the Company’s voting shares as of the date of the request.

2.8. An extraordinary General Shareholders’ Meeting shall be convened and held in accordance with the procedures and within the terms established by the applicable Russian Federation law, the Company’s Charter, and these Regulations.

2.9. Depending on the voting methods, a General Shareholders’ Meeting may be held by personal attendance or by absentee voting.

Personal attendance means a General Shareholders' Meeting of the Company at which the shareholders are given an opportunity to jointly attend the meeting to discuss issues on the agenda and pass resolutions on the issues put to vote.

Absentee voting provides for voting of the Company's shareholders without holding a meeting (joint attendance of shareholders to discuss issues on the agenda and to pass resolutions on issues put to vote). A General Shareholders' Meeting, the agenda of which includes issues of the election of members of the Board of Directors, the Audit Commission, approval of the Company's auditor, approval of annual reports, annual accounting (financial) statements, as well as distribution of profits, including payment (announcement) of dividends, and losses of the Company based on the results of the reporting year cannot be held by absentee voting.

Article 3. Competence of the General Shareholders' Meeting

3.1. Competence of the General Shareholders' Meeting and a quorum for passing resolutions of the General Shareholders' Meeting is determined by the Federal law "On Joint Stock Companies", and is specified in the Company's Charter.

3.2. A General Shareholders' Meeting is not entitled: to pass resolutions on the issues not included in the agenda, and to change the agenda.

Article 4. Composition of Voters at the General Shareholders' Meeting of the Company

4.1. If the agenda of the General Shareholders' Meeting includes items that are voted by different compositions of voters, the quorum for resolutions passed on these issues shall be determined separately. However, an absence of a quorum for decision-making on issues that are voted by one composition of voters shall not prevent from decision-making on issues that are voted by another composition of voters, for which there is a quorum.

4.2. The composition of voters on the agenda items of the General Shareholders' Meeting shall be determined as of the date of listing (recording) of persons entitled to participate in the General Shareholders' Meeting.

Article 5. Proposals on the Agenda, Information about Holding the General Shareholders' Meeting

5.1. The agenda of the General Shareholders' Meeting shall be approved by the Board of Directors subject to the procedures prescribed by the applicable Russian Federation law.

5.2. Shareholders (shareholder) that in the aggregate hold (holds) at least 2 (two) percent of the Company's voting shares, are (is) entitled to put items on the agenda of the annual General Shareholders' Meeting.

The said proposals shall be sent to the Board of Directors at least 50 (fifty) days after the end of the reporting year. A proposal to include issues in the agenda of the General Shareholders' Meeting and a proposal to nominate candidates shall be made with an indication of the names (name) of the shareholders (shareholder) that submitted them, the number and category (type) of shares belonging to them (him/her), and shall be signed by the shareholders (shareholder) or their (his/her) representatives (representative). Shareholders (shareholder) of the Company not registered in the shareholder register of the Company are (is) entitled to make proposals on the agenda of the General Shareholders' Meeting and proposals on nomination of candidates also by way of giving appropriate instructions to a person that takes account of their rights to shares. Such instructions shall be given in accordance with the rules of the Russian Federation law on securities.

A shareholder that submitted proposals in accordance with the established procedure can make changes or withdraw his/her proposals in full before the Board of Directors approves ballots for voting at the General Shareholders' Meeting.

5.3. In addition to the issues proposed for inclusion in the agenda of the General Shareholders' Meeting, the Board of Directors is entitled to include issues in the agenda of the General Shareholders' Meeting or candidates in the list of candidates as it deems fit.

5.4. A notice of the General Shareholders' Meeting shall be sent to shareholders in writing (with a registered letter or hand delivered against receipt) at least 21 (twenty one) days prior to the date of its holding, and in case of holding the General Shareholders' Meeting, the agenda of which contains an item of the Company reorganization – at least 30 (thirty) days prior to the date of its holding.

A notice of the General Shareholders' Meeting shall contain:

- Company's full corporate name and location;
- an indication of the form of the General Shareholders' Meeting (meeting or absentee voting);
- the date, place, time of the General Shareholders' Meeting, a postal address, to which filled ballots can be sent, or, in case a General Shareholders' Meeting is held by absentee voting, the deadline for accepting ballots, and a mailing address, to which filled ballots shall be sent;
- the time of beginning of the registration of participants in the General Shareholders' Meeting, place of registration;
- the date of listing (recording) of persons entitled to participate in the General Shareholders' Meeting;
- the agenda of the General Shareholders' Meeting;
- the procedure for familiarization with the information (materials) to be provided in preparation for the General Shareholders' Meeting, and the address where it (they) can be accessed;
- categories (types) of shares whose owners are entitled to vote on all or some of the issues of the agenda;
- other information provided for by the applicable law.

5.5. Information (materials) to be provided in accordance with the Russian Federation law and the Company's Charter to shareholders in preparation for the General Shareholders' Meeting within 20 (twenty) days, and in the event that the General Shareholders' Meeting, the agenda of which contains an issue of the Company's reorganization - within 30 (thirty) days prior to the General Shareholders' Meeting, shall be available to persons entitled to participate in the General Shareholders' Meeting for review at the place indicated in the notice of the General Shareholders' Meeting. At the request of the shareholders, the Company is required to provide them with copies of the said documents at least within 2 (two) business days.

The ballot for voting at the General Shareholders' Meeting shall be sent or hand delivered against receipt to each person registered in the register of the Company's shareholders and entitled to participate in the General Shareholders' Meeting at least 20 (twenty) days prior to the General Shareholders' Meeting.

5.6. In the event that a person registered in the register of the Company's shareholders is a nominal holder of shares, a notice of the General Shareholders' Meeting, as well as information (materials) to be provided to persons entitled to participate in the General Shareholders' Meeting in preparation for the General Shareholders' Meeting, as well as the voting bulletin shall be provided by way of their transfer to the register keeper for further sending to the nominal holder, for which a personal account was opened in the register of the Company's shareholders.

The Company's obligation to give a notice of the General Shareholders' Meeting, information, materials shall be considered fulfilled from the date of their receipt by the

nominal holder, for which a personal account was opened in the register of the Company's shareholders.

Article 6. Holding of the General Shareholders' Meeting

6.1. Shareholders shall participate in the General Shareholders' Meeting in person or through their representatives.

The shareholder's representative shall act at the General Shareholders' Meeting in accordance with the powers by virtue of the power of attorney made in writing. A power of attorney for voting shall contain information about the represented shareholder and his/her representative (for an individual - the name, details of the identity document (the document series and (or) number, date and place of issue, issuing authority), for a legal entity - the name, details about the location). The power of attorney for voting shall be executed in accordance with the requirements of the Civil Code of the Russian Federation or certified by a notary.

6.2. The counting commission functions at the General Shareholders' Meeting shall be performed by the Company's registrar.

6.3. The Chairman of the Board of Directors shall chair the General Shareholders' Meeting. In case of his absence, duties of the Chairman at the General Shareholders' Meeting shall be performed by one of the members of the Board of Directors by decision of the Board of Directors. In the absence of members of the Board of Directors, or their refusal to perform the relevant functions, duties of the Chairman at the General Shareholders' Meeting shall be performed by the Individual Executive Body.

6.4. Issues of the General Shareholders' Meeting (regulations of the General Shareholders' Meeting) not reflected in the applicable Russian Federation law, the Company's Charter and these Regulations shall be decided by the person performing duties of the Chairman at the General Shareholders' Meeting. In particular, the Chairman at the General Shareholders' Meeting shall establish procedures for presentations made by speakers on issues of the agenda, procedures for presentations made by other persons, procedures for sending questions to speakers.

6.5. Organizational support of activities of the General Shareholders' Meeting shall be provided by the Secretary of the Board of Directors that is the Secretary of the General Shareholders' Meeting of the Company. In the absence of the Secretary of the Board of Directors at the General Shareholders' Meeting, the Secretary of the meeting shall be appointed by the person presiding at the General Shareholders' Meeting of the Company.

6.6. Voting at the General Shareholders' Meeting shall be carried out according to the principle: "one voting share of the Company is one vote", except for cases when the applicable Russian Federation law provides for a different voting method.

6.7. Voting at the General Shareholders' Meeting shall be carried out using voting ballots subject to the procedures provided for by the Company's Charter and these Regulations. Voting on procedural matters can be done on a show of hands.

Persons having the right to participate in the General Shareholders' Meeting held in the form of a meeting whose ballots were received within two days before the date of the General Meeting are entitled to attend the General Shareholders' Meeting.

6.8. Resolutions of the General Shareholders' Meeting shall be reflected in its minutes drawn up at least within 3 (three) business days after the General Shareholders' Meeting closure in writing in 2 (two) copies signed by the chairperson of the General Shareholders' Meeting and the Secretary of the General Shareholders' Meeting, with due account of the requirements of the applicable Russian Federation law.

6.9. Extracts from minutes of the General Shareholders' Meeting shall be signed by the Secretary of the General Shareholders' Meeting of the Company. In the event that functions

of the Secretary of the General Shareholders' Meeting were performed by a person that was not the Secretary of the Board of Directors, extracts from the minutes of the General Shareholders' Meeting shall be signed by the Secretary of the Board of Directors of the Company.

Article 7. Final Provisions

7.1. The costs associated with the preparation for and holding of the General Shareholders' Meeting of the Company, including such meeting convened at the request of the Audit Commission, the auditor or shareholder of the Company, shall be borne by the Company.

These Regulations shall be approved by the General Shareholders' Meeting. Amendments, addenda to it, adoption of the Regulations in a new version shall fall within the competence of the General Shareholders' Meeting.

7.2. These Regulations, as well as all amendments and addenda to it shall enter into force upon their approval by the General Shareholders' Meeting.

7.3. In case of a conflict between the provisions of these Regulations and the applicable Russian Federation law and the Company's Charter, the provisions of the current law and the Company's Charter shall apply.
