

## CORPORATE SECRETARY

To embed key elements and provisions of the Corporate Governance Code into the corporate governance system of OAO IDGC of Urals a position of the Corporate Secretary was introduced to our payroll schedule in 2016. The status of the corporate secretary, candidate specification, appointment and removal of the corporate secretary, reporting line, order of interaction with the governing bodies and units of the Company and other relevant activities are defined in the Regulations on the Corporate Secretary of OAO IDGC of Urals<sup>64</sup>. The Corporate Secretary of the Board of Directors is appointed and removed by the General Director on the basis of a Board of Directors resolution, adopted as stated in the Charter and Regulations on the Corporate Secretary of OAO IDGC of Urals. The Corporate Secretary functionally reports to the Board of Directors. Administrative reporting line of the Corporate Secretary shall be established by the organizational structure of the Company. The General Director and/or Chair of the Board of Directors nominate a Corporate Secretary candidate. If the Chair of the Board of Directors is not elected, all members of the Board of Directors enjoy the right to nominate a Corporate Secretary candidate.

The Regulations stipulate the following functions of the Corporate Secretary:

- Facilitation of Company's cooperation with regulators, trading institutions, registrar, other professional participants of the securities market;
- Involvement into arrangement and conduct of Company's general meetings of stockholders;
- Involvement into promotion of the Company's information disclosure policy and oversight of custody of Company's corporate documents;
- Involvement into improvement of Company's corporate governance system and practices;
- Administration of day-to-day performance of the Board of Directors;
- Facilitation of Company's relationships with stockholders, prevention of corporate conflicts, implementation of procedures enforcing rights and interests of stockholders, set forth by the Russian laws and Company's bylaws, oversight of the progress.

### The Corporate Secretary of OAO IDGC of Urals is Sergey Anatolyevich Gusak

Background information: Born in 1977. Educational background: Urals State Law Academy (graduate degree). Head of Corporate Governance and Stockholder Relations Department at OAO IDGC of Urals since 2008. Share in the charter capital of the Company and its SACs / common stock owned: none. Family ties with members of executive and/or oversight bodies: none. Managerial positions for the past 5 years: member of the Executive Board of NChOU DPO Educational Center of IDGC of Urals.

## EXECUTIVE BODIES

Collegiate executive body (CEB) or Executive Board operates under the charter and bylaw, adopted by the General Meeting (Regulations on the Executive Board). The Regulations stipulate the terms and procedure for the convention and conduct of meetings as well as mechanics of decision taking. The Executive Board manages current operations of the Company and reports to the Board of Directors and General Meeting. The Board is a group of competent specialists with outstanding expertise in relevant spheres, able to fulfill their duties in a due manner to manage the Company. The Company's General Director is the Chair of the Executive Board in line with the Federal Joint-Stock Companies' Law and the Company's Charter<sup>65,66</sup>.

The purview of the General Director covers all issues of the day-to-day operations of the Company, minus issues referred to the competence of the General Meeting of Stockholders, Board of Directors and Executive Board.