

**Approved by  
the Board of Directors  
of PJSC SIBUR Holding  
Minutes No. 176 of December 16, 2014**

**REGULATIONS  
REGARDING THE INFORMATION POLICY  
OF PJSC SIBUR HOLDING**

**(Revision No. 5)**

**Tobolsk  
2014**

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## 1. GENERAL PROVISIONS

- 1.1. These Regulations regarding the Information Policy of PJSC SIBUR Holding (hereinafter referred to as the **Regulations**) have been prepared in accordance with the applicable laws of the Russian Federation, the Articles of Association of PJSC SIBUR Holding (hereinafter referred to as the **Company**) and the internal documents of the Company.
- 1.2. The Regulations provide disclosure rules, a list of the information and documents, which are subject to disclosure to shareholders, as well as to the members of the Board of Directors, potential investors, and professional participants in the securities market (hereinafter collectively referred to as **Stakeholders**).
- 1.3. The Sole Executive Body of the Company shall be responsible to ensure the completeness and accuracy of disclosed Company information. The Sole Executive Body shall establish the process and procedures by which information shall be provided to shareholders and Stakeholders, monitor compliance with respective resolutions, and take timely action to develop and improve these efforts.

## 2. PURPOSES AND PRINCIPLES

- 2.1. The purpose of the Company's information policy is to satisfy, to the fullest extent possible, the requirements of its shareholders and Stakeholders with respect to obtaining accurate information about the Company and its business, which is essential for management and investment decision-making.
- 2.2. The key principles of the Company's information policy include are:
  - 2.2.1. *Regular disclosure*: continually and systematically disclose Company information to shareholders and Stakeholders using the channels of communication available to the Company.
  - 2.2.2. *Prompt disclosure*: ensure that the information about the Company's major events/facts, which may affect the Company's business or the interest of its shareholders and/or Stakeholders, is delivered to shareholders and Stakeholders within the shortest time frame possible;
  - 2.2.3. *Accessibility*: disseminate Company information using methods that provide shareholders and Stakeholders free, easy, and most cost-effective access to disclosed information;
  - 2.2.4. *Accuracy*: supplying true and accurate information to shareholders and Stakeholders and ensuring the appropriate control of the Company to make sure that no information disseminated by the Company is in any way misleading or erroneous.
  - 2.2.5. *Completeness*: provide sufficient information to help shareholders and Stakeholders get a complete and true picture on matters of interest.
  - 2.2.6. *Balance*: maintain a reasonable balance between openness and transparency, on the one hand, and confidentiality, on the other hand, to best meet shareholders' right to information while maintaining a strict compliance with the Company's interest in safeguarding information that constitutes a state, official or trade secret of the Company;
  - 2.2.7. *Equality*: provide all shareholders equal rights and opportunities to obtain information, unless otherwise provided for by law;
  - 2.2.8. *Secure content*: the Company has the right to protect information that constitutes a state, official or trade secret of the Company using any ways and means authorized by the law of the Russian Federation;

- 2.2.9. *Objectivity*: in proving information about its business, the Company shall not avoid disclosing any negative information about itself that may be significant (material) for its shareholders and Stakeholders.

### **3. METHODS AND FORMS OF DISCLOSURE**

- 3.1. The Company shall disclose the information, which is subject to mandatory disclosure under applicable laws of the Russian Federation and in accordance with the Company's trading obligations if the Company's securities are traded through organized trading facilities.
- 3.2. Information shall be disclosed at intervals and within the periods of time required by the applicable law, the rules of respective trading facilities and the Company's obligations.
- 3.3. The Company shall disclose information using the following methods of communication:
  - 3.3.1. disclosure through the mass media
  - 3.3.2. disclosure in news feeds
  - 3.3.3. disclosure on the Webpage of the Company that is provided by the organization that is specialized on information disclosure at the securities market data available that is accessible at: [www.disclosure.ru/issuer/7727547261/](http://www.disclosure.ru/issuer/7727547261/)
  - 3.3.4. disclosure on the Company's official websites ([www.sibur.ru](http://www.sibur.ru), [www.sibur.com](http://www.sibur.com));
  - 3.3.5. disclosure by the Company, as an guarantor for Eurobonds listed on the Irish Stock Exchange, at: [www.ise.ie/Prices,-Indices-Stats/Announcements/](http://www.ise.ie/Prices,-Indices-Stats/Announcements/)
  - 3.3.6. provision of information orally during public appearances or meetings with shareholders and Stakeholders;
  - 3.3.7. provision of information in hard copy (in cases provided for by applicable law of the Russian Federation, the Company's internal documents, resolutions of the Board of Directors, and the Company's contractual obligations);
  - 3.3.8. provision of information in soft copy (in cases provided for by applicable law of the Russian Federation, the Company's internal documents, resolutions of the Board of Directors, and the Company's contractual obligations);
  - 3.3.9. making information (documents) available to shareholders and providing copies of documents at their request in compliance with the applicable law of the Russian Federation, the Company's internal documents, and resolutions of the Board of Directors;
  - 3.3.10. the others methods that are not inconsistent with the applicable law (including by issuing annual reports, reviews, brochures, advertising booklets, etc.).
- 3.4. In addition to mandatory disclosure in compliance with the laws of the Russian Federation, the Company's internal documents approved by the Board of Directors, the listing rules of securities market operators (foreign exchanges), and the requirements of the regulators in foreign securities markets, the Company shall also disclose the following information:
  - 3.4.1. information about the Company's principles of corporate governance;
  - 3.4.2. information about the material subsidiaries engaged in manufacture;
  - 3.4.3. information about the members of the Company's governing bodies and executives;
  - 3.4.4. the Company's credit history and ratings;
  - 3.4.5. information about the development strategy and the investment projects being implemented;

- 3.4.6. interim consolidated financial statements issued in compliance with the International Financial Reporting Standards (IFRS) and annual consolidated financial statements issued in compliance with IFRS;
- 3.4.7. information about dividend payments;
- 3.4.8. social and environmental non-financial information in compliance with international standards for corporate social reporting;
- 3.5. The Company will distribute disclosed information using the methods specified in 3.3 of these Regulations and will provide it primarily in the following form:
  - 3.5.1. in the form of an annual report;
  - 3.5.2. in the form of disclosure of the Company's affiliates;
  - 3.5.3. in the form of statements of additional information disclosure in the cases provided for by the laws dealing with disclosure in the securities market;
  - 3.5.4. in the form of annual accounting statements issued in compliance with the Russian Accounting Standards (RAS);
  - 3.5.5. in the form of consolidated financial statements issued in compliance with the International Financial Reporting Standards (IFRS) and the accompanying "Management's Discussion and Analysis of Financial Condition and Results of Operations";
  - 3.5.6. in the form of disclosure of a resolution on the issue (additional issue) of the Company's securities;
  - 3.5.7. in the form of information about the Company's dividend policy;
  - 3.5.8. otherwise as provided for by applicable law, the Company's Articles of Association, internal documents, and resolutions of the Board of Directors of the Company.

#### **4. PROCEDURE FOR DISCLOSURE BY MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVES OF THE COMPANY**

- 4.1. Members of the Board of Directors and executives of the Company shall disclose information when required by these Regulations and the Company's internal documents approved by the Company's Board of Directors and to the extent provided for by the applicable law of the Russian Federation.
- 4.2. The Chairman of the Board of Directors shall have the right to officially comment on any resolution adopted by the Board of Directors and convey the opinion of the Board of Directors (during conference calls, interviews, etc.) on matters discussed at meetings of the Board of Directors, to the extent specified in the Company's internal documents and the applicable law of the Russian Federation on state, trade, official, and other secrets.
- 4.3. Members of the Board of Directors may, as agreed upon with the Chairman of the Board of Directors, officially comment on any resolutions adopted at a meeting of the Company's Board of Directors, subject to restrictions provided for by the Company's internal documents approved by the Board of Directors and the applicable law of the Russian Federation on state, trade, official, and other secrets.
- 4.4. The Sole Executive Body of the Company, the Company's authorized media spokesperson, and other executives shall authorized by the Sole Executive Body shall be the only persons authorized to make public statements on matters related to the Company's activities at any conferences, meetings, or workshops whether in the Russian Federation or abroad, at any meetings of the working bodies of ministries and agencies, executive and legislative bodies of

the Russian Federation and constituents of the Russian Federation, or any other public events, and may participate in press conferences, briefings, conference calls and video conferences, give interviews, and give comments to Russian and foreign media, finance and investment companies to the extent provided for by the Company's internal documents and the applicable law of the Russian Federation on state, trade, official, and other secrets.

## **5. PROCEDURE FOR PROVIDING INFORMATION TO SHAREHOLDERS**

- 5.1. The Company shall allow shareholders access to documents provided for by the law of the Russian Federation, the Company's internal documents, and resolutions of the Company's Board of Directors. Documents to shareholders shall be provided by the Company's business unit authorized to provide information to shareholders, in order to support the activity of the managing organization's management bodies.
- 5.2. Documents and (or) copies of the documents requested by shareholders, if a shareholder is entitled to obtain (review) them, shall be generally provided to shareholders within seven (7) days of request. If any documents cannot be made available within the above period, a shareholder will be informed of the time when the documents will be made available.
- 5.3. When a document is requested by a person who is entitled to access it, the Company will provide a copy of the requested document to such person. The fee the Company may charge for a copy of a document shall be proportional to the cost of making a copy and cannot exceed the price which is usually charged for making a copy under comparable circumstances.
- 5.4. Documents (copies of documents) will be made available upon presentation of an appropriate written request prepared in any form, to the name of the Sole Executive Body of the Company. The request should specify the full name of the requesting person (corporate entities should indicate name and registered address), number and class (type) of the shares held by such person or entity, the title of the requested document, and the type of request (to review the documents and (or) to obtain copies of the documents).
- 5.5. The Company's Board of Directors approves on the list, which is distributed to shareholders, of the documents and materials on the agenda of the annual general meeting of shareholders. The list shall always contain:
  - 5.5.1. the Company's annual report;
  - 5.5.2. annual accounting statements;
  - 5.5.3. recommendations of the Board of Directors regarding the dividend rate on the Company's shares, dividend payout procedure and period;
  - 5.5.4. report of the Company's Review Committee;
  - 5.5.5. opinion of the Company's Auditor following the annual audit of the Company's financial and operating activities;
  - 5.5.6. information on candidates to the Company's Board of Directors and Review Committee;
  - 5.5.7. draft resolutions of the general meeting of the Company's shareholders.
  - 5.5.8. information on candidates to the Company's Auditors.
- 5.6. The contents of the annual report presented at the Annual General Meeting should contain all information prescribed by disclosure requirements for joint-stock companies in the applicable law of the Russian Federation.

**6. PROCEDURE FOR PROVISION OF INFORMATION TO MEMBERS OF THE BOARD OF DIRECTORS**

- 6.1. The Board of Directors shall receive all relevant information and documents in order to make informed decisions on matters proposed for the Board of Directors. The Company's internal documents, approved by the Board of Directors and the laws of the Russian Federation shall specify the information and shall govern the form and manner of submission of such information.
- 6.2. The Board of Directors will also receive additional information about the Company's activities. The list of such information and the manner of submission thereof shall be specified in the Company's internal regulations approved by the Company's Board of Directors.
- 6.3. Members of the Board of Directors may, upon individual requests addressed to the Company's Sole Executive Body, obtain other documents of the Company, subject to restrictions provided for by the Company's internal documents and the applicable law of the Russian Federation on state, trade, official, and other secrets.

**7. INFORMATION THAT CONSTITUTES A TRADE SECRET AND  
INSIDE INFORMATION**

- 7.1. The list of information that constitutes a trade secret or inside information, as well as the policy on accessing and using such information shall be laid out in the Company's internal documents approved by the Company's Board of Directors.

**8. MANAGEMENT ORGANIZATION**

- 8.1. Should the powers vested in the Sole Executive Body be transferred to a management organization by resolution of the General Meeting and should the management organization assume the functions of the business units mentioned in these Regulations, the management organization shall be responsible for disclosure in accordance with the Articles of Association and internal documents of the Company and the bylaws and internal documents of the management organization.

**9. CLOSING PROVISIONS**

- 9.1. These Regulations and all amendments and supplements hereto shall be approved by the Company's Board of Directors by a majority of votes of the total members of the Board of Directors attending the meeting and shall become effective on the day of approval by the Board of Directors.
- 9.2. Should changes in the laws or regulations of the Russian Federation cause conflicts with individual terms hereof, such terms will become void and the provisions of the applicable law of the Russian Federation will govern until these terms are amended appropriately.