
APPROVED
by Resolution of the General Meeting
of PJSC "SIBUR Holding"
of April 27, 2017
(minutes number 55)

PROVISIONS

on the General Meeting
of Public Joint Stock Company "SIBUR Holding"

(Revision No. 10)

Tobolsk
2017

These Provisions have been developed in accordance with the applicable laws of the Russian Federation and the Articles of Association of Public Joint Stock Company "SIBUR Holding" (hereafter referred to as **the Company**) and other internal documents of the Company and lay down the procedure for the calling and holding of General Meetings of the Company.

Article 1. General provisions

1.1. The General Meeting is the supreme governing body of the Company.

1.2. The General Meeting shall be governed by the laws of the Russian Federation, the Articles of Association of the Company and these Provisions.

Article 2. Holding General Meetings

2.1. Every year, not earlier than two (2) months and no later than six (6) months after the end of the fiscal year, the Company shall hold an Annual General Meeting to elect the Board of Directors, the Audit Committee, approve the Company's auditor, approve the Company's annual reports and annual financial statements, and approve the distribution of profits, including the payment (declaration) of the Company's dividends and losses after reviewing fiscal information for the past year. The Annual General Meeting may also convene to address any other matters reserved to the competence of the Annual General Meeting in accordance with the applicable laws of the Russian Federation and the Articles of Association of the Company.

2.2. An Extraordinary General Meeting is any meeting other than an Annual General Meeting.

In accordance with the Articles of Association of the Company, the venue of a General Meeting shall be chosen by the Board of Directors during preparations for the General Meeting.

2.3. The General Meeting will be competent to pass resolutions (will have a quorum) if attended by shareholders (or their proxies) representing more than half of the votes of all outstanding shares entitled to vote.

In the absence of a quorum, a General Meeting shall be adjourned but the adjourned General Meeting shall be held with the same agenda.

2.4. The adjourned General Meeting shall be held in compliance with the procedures established by the applicable laws of the Russian Federation and these Articles.

2.5. An adjourned General Meeting will be competent to pass resolutions (will have a quorum) if attended by shareholders (or their proxies) representing at least thirty percent (30%) of the votes of all outstanding shares entitled to vote.

2.6. If an adjourned General Meeting is to be held less than forty (40) days after the General Meeting which failed, the persons entitled to attend the adjourned General Meeting will be the persons qualified (recorded) to be present at the date of the previous General Meeting which failed

2.7. An Extraordinary General Meeting can be convened by resolution of the Board of Directors on its own initiative, at request of the Audit Committee, the Company's auditor, or shareholder(s) who, individually or together, hold at least ten (10) percent of the Company's voting shares on the day when the meeting is requested.

2.8. An Extraordinary General Meeting shall be called and conducted in the manner and within the time prescribed by the applicable laws of the Russian Federation, the Articles of Association of the Company and these Provisions.

2.9. Depending on the method of voting, the General Meeting shall convene as a joint meeting or shall vote by mail ballot (polling).

Joint attendance at a General Meeting allows all shareholders to discuss the agenda and pass resolutions on the matters put to a vote.

When voting by mail, shareholders can vote without convening (without personal attendance to discuss the agenda and pass resolutions on the matters put to a vote). Voting by mail or e-mail shall not be allowed, if the agenda includes the election of members of the Board of Directors or Audit Committee, the approval of the Company's auditor, annual reports and annual financial statements, distribution of profits, including the payment (declaration) of dividends, and losses at the end of the fiscal year.

Article 3. The competence of the General Meeting

3.1. The authorities and quorum for adoption of resolutions by the General Meeting of the Company are stipulated by the Federal Law on Joint-Stock Companies and specified in the Articles of Association of the Company

3.2. The General Meeting of the Company is not authorized to adopt resolutions on the matters not put on the agenda or make changes in the agenda.

Article 4. Composition of persons entitled to vote on the General Meeting of the Company

4.1. In the event that agenda of the General Meeting is comprised of the matters involving voting by different compositions of the voters the quorum to pass the resolution shall be defined separately. Provided that lack of a quorum to adopt resolution requiring one composition of the voters shall not interfere with adoption of resolution requiring another composition of the voters, where quorum is present.

4.2. The composition of persons entitled to vote on the matters on the agenda of the General Meeting shall be specified at the date the list of qualifying persons is prepared (recorded).

Article 5. Proposing the agenda and notice of General Meeting

5.1. The agenda for a General Meeting shall be approved by the Board of Directors in the manner prescribed by the applicable law of the Russian Federation.

5.2. A shareholder (shareholders) representing at least two (2) percent of the Company's voting shares shall be entitled to propose the agenda for an Annual General Meeting.

These proposals shall be submitted to the Board of Directors no later than fifty (50) days after the end of the fiscal year. Proposed agenda items for a General Meeting and nominations should be submitted in writing, with an indication of the name (corporate name) of the proposing shareholder(s), the number and category (class) of the shares they hold, and signature of the shareholder(s). The shareholder(s) not registered with the register of shareholders of the Company are entitled to propose issues on the agenda of the General Meeting and propose nominations by means of providing the relevant instructions (orders) to the person keeping their share rights. Such instructions (orders) shall be formulated in accordance with the Law of the Russian Federation on Securities.

A shareholder may amend or revoke in full his or her duly submitted proposals prior to approval by the Board of Directors of the ballots for the General Meeting.

5.3. With regard to agenda proposals for a General Meeting, if no such proposals are made, if no candidates or an insufficient number of candidates have been proposed to create a body, the Board of Directors shall have the right to add items to the agenda of such General Meeting or to add candidates to the list of candidates at its own discretion.

5.4. A Notice of General Meeting shall be sent to the shareholders in writing (by certified mail or delivered against receipt) no later than twenty (20) days before the date of the

meeting or no later than thirty (30) days before the date of the meeting if Company reorganization is on the agenda for the General Meeting.

A Notice of General Meeting shall contain:

- full corporate name and registered office of the Company;
- General Meeting format (joint meeting or voting by mail ballot);
- date, venue, time of the General Meeting, and mailing address of the venue, where the filled ballots must be sent, and, if the General Meeting will vote by mail-in ballots, the deadline for submission of ballots and the mailing address where the filled ballots must be sent;
- the time when registration of participation in the General Meeting starts and the place where registration will take place;
- the date when a list of persons who are eligible to participate in the General Meeting will be prepared (recorded)
- the General Meeting agenda;
- the category (class) of the shares which give their holders right to vote on all or some matters on the agenda;
- other information as required by the legislation in force
- obtaining information (materials) that must be distributed to shareholders in the course of preparations for a General Meeting and the address where the information will be accessible for familiarization.

5.5. All information (materials), which must be distributed to shareholders in accordance with the applicable law of the Russian Federation and the Articles of Association of the Company, shall be made available for familiarization to qualifying persons, during preparations for the General Meeting at a place indicated in the Notice of General Meeting, no later than twenty (20) days before the date of the meeting or no later than thirty (30) days before the date of the meeting if Company reorganization is on the General Meeting agenda. At the request of its shareholders, the Company shall provide copies of these documents within no later than two (2) working days.

The voting ballot shall be sent or handed out against receipt to all persons entered in to the register of Shareholders and entitled to participate in the General Meeting within no later than twenty (20) working days before the General Meeting.

5.6. If there is a nominee shareholder on the Company's shareholder register, a Notice of General Meeting and all information (materials) that must be distributed to qualifying persons before a General Meeting and the voting ballot shall be provided to the registrar to be sent to the nominee shareholder having an account with the registrar.

The obligation of the Company to provide Notice of General Meeting and all information, materials shall be deemed fulfilled on the date of receipt by the nominee shareholder having an account with the registrar of the Company.

Article 6. Holding a General Meeting

6.1. Shareholders shall participate in General Meetings in person or by proxy.

A shareholder's proxy at a General Meeting shall be authorized to act by written proxy. The proxy statement shall contain information about the shareholder and its proxy (for an individual: name and identity document details ((serial) number, date and place of issue, and issuing authority), for a legal entity: corporate name and registered address). A proxy must be issued in accordance with the requirements specified in the Civil Code of the Russian Federation or be notarized.

6.2. The Company's registrar will be appointed to act as a Scrutineer at General Meetings.

6.3. The Chairman of the Board of Directors shall preside over General Meetings. In his or her absence, a member of the Board of Directors will be appointed by the Board of Directors to chair the General Meeting. If none of the members of the Board of Directors are present or if they refuse to take the chair, the Sole Executive Body will preside over the General Meeting.

6.4. Matters concerning the holding of General Meetings (General Meeting rules) that are not covered by the applicable law of the Russian Federation, the Articles of Association of the Company or these Provisions shall be resolved by the person acting as the chairman of the General Meeting. In particular, the Chairman of the General Meeting sets the order of presenters of agenda items and the order of other speakers, and the order of referring questions to presenters.

6.5. The organizational support for General Meetings shall be assigned to the Secretary of the Board of Directors, who is also the Secretary of the General Meeting of the Company. If the Secretary of the Board of Directors is not at the General Meeting, the person chairing the General Meeting shall appoint a Secretary for that meeting.

6.6. The General Meeting will vote following the "one share-one vote" principle, except in cases where another voting procedure is prescribed by an applicable law of the Russian Federation.

6.7. At General Meetings, shareholders vote with ballots, in the manner provided for in the Articles of Association of the Company and these Provisions. The voting on the procedural matters can be made by a show of hands.

The persons who are eligible to participate in the General Meeting whose ballots were received not later than two days before the General Meeting are entitled to be present at the General Meeting.

6.8. Resolutions of the General Meeting shall be recorded in respective Minutes, drawn up in writing and in accordance with the applicable law of the Russian Federation, not later than three (3) working days after the closing of the General Meeting. The Minutes are made out in two (2) copies signed by the presiding officer and by the Secretary of the General Meeting.

6.9. Extracts from the Minutes of the General Meeting are signed by the Secretary of the General Meeting. If the Secretary of the General Meeting is a person other than the Secretary of the Board of Directors, extracts from the Minutes of the General Meeting shall be signed by the Secretary of the Board of Directors.

Article 7. Final provisions

7.1. The Company shall pay all expenses associated with the preparation and holding of a General Meeting, including if convened at the request of the Audit Committee, the Company's auditor or shareholder.

These Provisions shall be approved by the General Meeting. Modifications and amendments thereto and the adoption of a new revision thereof shall be the competence of the General Meeting.

7.2. These Provisions and any modifications and amendments thereto shall become effective upon approval by the General Meeting.

7.3. Should any of the terms set forth in these Provisions conflict with applicable law of the Russian Federation and the Articles of Association of the Company, the applicable law and the Articles of Association of the Company shall govern.
