

APPROVED BY:
The decision of the Annual General
Meeting of Shareholders of OJSC MMK
dated 26.05.2017 No. 46
Chairman of the Meeting
_____ **V. F. Rashnikov**

CHARTER
PUBLIC JOINT STOCK COMPANY
MAGNITOGORSK IRON & STEEL WORKS

Magnitogorsk

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The Magnitogorsk Iron and Steel Works Public Joint Stock Company (hereinafter referred to as the "Company") was established in accordance with Decree # 721 of the President of the Russian Federation "On Organizational Measures for the Transformation of State Enterprises and Voluntary Associations of State Enterprises into Joint Stock Companies" dated July 1, 1992.

Article 1

Name and address of the Company

1.1. Full business name of the Company shall be as follows:

- in Russian: Публичное Акционерное Общество "Магнитогорский металлургический комбинат";
- in English: Public Joint Stock Company Magnitogorsk Iron & Steel Works.

1.2. Abbreviated name of the Company:

- in Russian: ПАО "ММК";
- in English: PJSC MMK.

1.3. Company's location:

93, ul. Kirova, Magnitogorsk, 455000, Chelyabinsk region, Russia.

Article 2

Legal status of the Company

2.1. The Company is a corporate commercial and business entity established in accordance with the legislation of the Russian Federation and operates in the legal form of a joint stock company. The Company is a public joint stock company. Its authorized capital is divided into shares certifying the liability rights of the Company's members (shareholders) towards the Company.

2.2. In its activities the Company is guided by the Civil Code of the Russian Federation, the Federal Law "On Joint Stock Companies" (hereinafter referred to as the "Law"), other legal acts of the Russian Federation, this Charter and the Company's internal documents.

2.3. The Company may acquire and exercise in its name property and personal non-property rights, incur obligations and act as claimant and defendant before court.

2.4. The Company shall own its set-apart assets recognized on its independent balance.

2.5. The Company may establish branches and representative offices, including in the territory of other countries, participate in commercial and noncommercial organizations and create those necessary for its own activities.

The Company's branches and representative offices are not legal entities and are vested with property held by the Company and carry out their activities in the Company's name on the basis of the regulations approved by the Company.

Data on representative offices and branches of the Company is listed in the Unified

State Register of Legal Entities.

2.6. The Company is liable for its obligations with all its property.

The shareholders are not responsible for the Company's obligations and bear the risk of losses in connection with the Company's activity to the extent of their shares' value.

The Company is not liable for the obligations of its shareholders.

2.7. The Company shall open bank accounts in the Russian Federation and abroad subject to applicable regulations.

2.8. The Company has its own round seal with the full business name and address of the Company in the Russian language. The Company has seals, stamps and letterhead forms with its name, logo, duly registered trade mark and other means of visual identification.

2.9. The Company determines what information is considered as insider information and the content and volume of information constituting a commercial secret and the means for protecting its confidentiality.

2.10. The Company informs the general public about its activities through mass media: Magnitogorskiy Metall periodic newspaper and TV-IN TV channel, as well as by posting electronic documents and information materials on its website at www.mmk.ru.

2.11. The Company is established for an indefinite term.

2.12. The founder of the Company at the time of its establishment was the State Committee of the Russian Federation for State Property Management.

2.13. The Company is a legal successor of the state-owned enterprise Magnitogorsk Iron and Steel Works named after V. I. Lenin.

Article 3

The objectives and activities of the Company

3.1. The purpose of the Company is to make profit.

3.2. The principal activities of the Company are as follows:

- metallurgical production, including production of cast iron, steel, semi-finished products (billets) for re-rolling, hot rolled long and flat steel products, cold rolled flat steel products with and without protective coatings, etc.;
- coke production;
- chemical manufacturing, including: manufacture of industrial gases, nitrogen compounds, hydrocarbons and their derivatives and other organic basic chemicals and other chemical products;;
- mining, including: surface mining of iron ores, extraction of limestone, clay, chalk, non-calcined dolomite, stone and other minerals; including their primary processing, beneficiation of rocks, preparation of mining products to processing and consumption, and their sale;

- geological prospecting, geophysical and geochemical works in the field of subsoil exploration;
- processing of wastes of ferrous and non-ferrous metals, wholesale trade of scrap;
- production and sales of finished steel fastenings and fixings;
- production, transmission and distribution of electricity, steam and hot water, including by thermal and other power plants and industrial power stations; activities on securing operability of electrical and heat networks; extraction, purification and distribution of water; collection and treatment of sewage and solid wastes;
- construction activities;
- activities related to industrial rail transport (auxiliary activities and other activities);
- storing and warehousing of goods, organization of cargo transportation;
- activities in the field of communications, including telephone communications, documentary and other telecommunications;
- protection of state secrets;
- conducting of works related to the use of information constituting a state secret;
- estate activities; renting of machinery and equipment;
- implementation of investment activities;
- providing services of industrial and non-industrial nature, including social services and services to companies, organizations and natural persons;
- foreign economic and trade activities;
- other activities not prohibited by Federal laws.

3.3. The Company has civil rights and bears civil obligations necessary to perform any activities not prohibited by Federal laws.

In the cases provided for by law, the Company may engage in certain activities only on the basis of special permit (license), membership in self-regulatory organization or a SRO certificate of admission to a particular type of work.

The right of the Company to carry out activities which require special permit (license), membership in a self-regulatory organization or a certificate of self-regulatory organization of admission to a particular type of work, arises from the moment of receipt of such permit (license) or in the period specified therein or on the date on which the Company becomes member of a self-regulatory organization or on which self-regulatory organization issues a certificate of admission for certain type of works and terminates at termination of the permit (license), membership in self-regulatory organization or a SRO certificate of admission to a particular type of work.

Article 4

The authorized capital of the Company

4.1. The authorized capital of the Company amounts to RUB 11,174,330,000

(eleven billion one hundred seventy four million three hundred thirty thousand).

4.2. The authorized capital of the Company consists of the nominal value of 11,174,330,000 (eleven billion one hundred seventy four million three hundred thirty thousand) ordinary registered shares with a nominal value of 1 (one) ruble each (outstanding shares).

4.3. The Company may place, in addition to the common (declared) shares already placed, 26,299,840,577 common shares with the nominal value of 1 (one) ruble. Declared ordinary shares grant the same rights as outstanding ordinary shares.

4.4. The Company may place one or several types of preferred shares. The nominal value of the preferred shares shall not exceed 25 percent of the authorized capital of the Company.

4.5. The Company's authorized capital defines the minimum size of the Company's property guaranteeing the interests of its creditors

4.6. The formation of the authorized capital, the manner, form and timing of payment for shares during the initial placement are defined in the Plan of privatization of the Company.

4.7. The Company's authorized capital can be increased by raising the nominal value of shares or placing additional shares.

4.8. The decision to increase the authorized capital by raising the nominal value of shares shall be adopted by the General Meeting of Shareholders.

The increase in authorized capital of the Company by raising the nominal value of shares shall be made through contributing the Company's property assets only.

4.9. The decision to increase the authorized capital by placing additional shares shall be made by the Board of Directors, unless otherwise provided by Law.

4.10. The decision to increase the authorized capital by issuing additional shares shall contain the following:

- the number of placed additional ordinary shares and preferred shares of each type within the quantity of declared shares of this category (type);
- the method of their placement;
- the placement price of additional shares placed by subscription or the procedure for its determination (including in the exercise of the preemptive right to purchase additional shares) or indication that such price or procedure for its determination shall be established by the Board of Directors no later than the beginning of placement of shares;
- the form of payment for additional shares placed by subscription.

The decision to increase the authorized capital by placing additional shares may include other terms and conditions of their placement.

The placement price of additional shares or the procedure for its determination shall be established in accordance with article 77 of the Law.

4.11. Changes and additions to the Company's Charter including changes related to the increase in the authorized capital, shall be made following placement of shares on the basis of the decision of the General shareholders meeting about increase in the authorized capital or decision of the Board of Directors and the registered report on the results of issuance of shares or if, in accordance with the Federal law the procedure of issue of shares does not provide for state registration of the report on share issue results, extracts from the state register of issuable securities. When increasing the authorized capital of the Company by placement of additional shares the authorized capital shall be increased by the sum of the nominal values of placed additional shares, and the number of declared shares of certain categories and types shall be reduced by the number of placed additional shares of certain categories and types.

4.12. The Company may and, in cases stipulated by Law, shall reduce its authorized capital.

The Company's authorized capital may be decreased by decreasing the nominal value of shares or reducing their total number, including by acquisition of part of shares in cases stipulated by Law.

Changes and additions to the Company's Charter shall be made following placement of shares on the basis of the decision of the General Meeting to reduce the authorized capital by reducing the nominal value of shares and the registered report on the results of issuance of shares or if, in accordance with the Federal law the procedure of issue of shares does not provide for state registration of the report on share issue results, extracts from the state register of securities.

The Charter's changes and additions associated with the reduction of authorized capital of the Company by purchasing the Company's shares with a view to their redemption shall be made on the basis of decision of the General shareholders' meeting on such reduction and report on results of purchase of shares approved by the Board of Directors. The Charter's changes and additions associated with the reduction of authorized capital of the Company by redemption of the own shares in the cases provided for by Law shall be made on the basis of decisions of the General shareholders' meeting on such reduction and the report on results of redemption of shares approved by the Board of Directors. In these cases, the authorized capital of the Company shall be reduced by the sum of the nominal values of redeemed shares.

4.13. By decision of the General Meeting the Company shall be entitled to carry out consolidation of placed shares as a result of which two or more of the Company's shares are converted in one new share of the same category (type) with relevant amendments to be made regarding the nominal value and number of placed and announced shares of a relevant category (type).

4.14. By decision of the General Meeting the Company may produce splitting of placed shares of Company as a result of which one share of the Company is converted into two or more shares of the same category (type).

The relevant amendments shall be made to the Company's Charter regarding the nominal value and number of placed and announced shares of a relevant category (type).

4.15. By resolution of the Board of Directors the Company shall be entitled to acquire placed shares in accordance with paragraph 2 of article 72 of the Law.

4.16. Acquisition of more than 30 percent of the voting shares of the Company shall be carried out in accordance with the requirements of Chapter XI.1 of the Law.

4.17. The Board of Directors (its members) of the Company and the executive bodies (their members) may not, when acquiring major stakes in the Company, take any actions aimed at protection of the interests of such bodies (its members) and worsening the position of shareholders compared to the existing position (in particular, the Board of Directors may not, before the end of expected term of acquisition of shares, take decisions to make an additional issue of shares; issue securities convertible into shares or securities offering the right to purchase the shares of the Company).

Article 5

Rights of the shareholders

5.1. Each ordinary share of the Company shall grant its holder the equal scope of rights.

5.2. The holders of ordinary shares may, in accordance with the Law and this Charter, participate in the General Meeting with the right to vote on all issues within its competence and are entitled to dividends, and in liquidation – to a part of the Company's property.

5.3. The holders of ordinary shares shall have other rights and duties stipulated by the current legislation of the Russian Federation and the Company's Charter.

Article 6

Bonds and other issuable securities of the Company

6.1. The Company may place bonds and other issuable securities provided for by legal acts of the Russian Federation on securities.

6.2. The bonds and other issuable securities shall be placed by the decision of the Board of Directors. The bonds convertible into shares and other issuable securities convertible into shares shall be placed by the decision of the Board of Directors.

6.3. The bonds that may be redeemed by the Company's placed shares shall be placed by the decision of the Board of Directors.

When deciding to place the bonds that may be redeemed by the Company's placed shares, the rules provided for in paragraphs 2 and 3 of item 2 of article 33 of the Law shall not apply.

Article 7

The register of shareholders of the Company

7.1. The Company shall ensure maintenance and storage of the register of shareholders of the Company from the moment of state registration in accordance with legal acts of the Russian Federation.

7.2. The keeper of the register of shareholders shall be the professional participant of securities market having the license to maintain the register (hereinafter the "Registrar").

7.3. A person registered in the register of shareholders shall timely inform the Registrar about any changes in his/her details. Should a person fail to provide information on the changes in his/her details, the Company and the Registrar shall not be liable for damages incurred in connection therewith.

7.4. The Registrar, at the request of a shareholder or nominal holder of shares, shall, within three working days from the date of receipt of such request, confirm his/her rights to the shares by issuing an extract from the register of shareholders, which is not a security. The extract from the register shall contain the information prescribed by legal acts of the Bank of Russia as of the date specified in that request.

Article 8

Funds and dividends of the Company

8.1. The Company shall establish a reserve fund in the amount of 5 percent of the authorized capital. The Company's reserve fund shall be formed by mandatory annual deductions in the amount of 5% of net profit until its reaching the specified size.

The Company's reserve fund is intended for covering its losses, redeeming the bonds and repurchasing the shares in case no other financial resources are available.

The reserve fund may not be used for other purposes.

8.2. Upon the results of the first quarter, six months, nine months of a reporting year and (or) the results of the reporting year, the Company may take decisions (declare) to pay dividends on the placed shares, unless the Law provides otherwise. The decision to pay (declare) dividends following the results of the first quarter, half year and nine months of reporting year may be adopted within three months after the end of the relevant period.

8.3. The source of payment of dividends shall be the Company's profit after taxation (net profit of the Company). Net profit of the Company shall be determined according to the accounting (financial) statements of the Company.

8.4. The decision to pay (declare) dividends shall be taken by the General Meeting. The aforesaid decision shall define the size of dividends on shares of each category (type), form of their payment, procedure of payment of noncash dividends, date on which the persons entitled to dividends shall be nominated. The decision to set out the date for determination of persons entitled to dividends shall be adopted only at the proposal of the Board of Directors.

The size of dividends may not exceed the amount of dividends recommended by the Board of Directors.

8.5. The procedure of payment of cash dividends, term of their payment, the date on which the persons entitled to dividends shall be nominated and other conditions of dividend payment shall be determined by Law.

8.6. The dividends shall be paid to persons who are holders of shares of the relevant category (type) or persons performing the rights on these shares in accordance with the Federal laws at the end of the business day of the date on

which the persons entitled to dividends shall be nominated in accordance with the decision to pay dividends.

8.7. A person who has not received declared dividends due to the fact that the Company or the Registrar does not have accurate and necessary address details or banking details, or in connection with other delay by the creditor may request payment of such dividends (unclaimed dividends) within three years from the date of the decision to pay dividends. At the expiration of the term for making a request to pay the declared dividends, the declared dividends unclaimed by a shareholder shall be restored in retained earnings of the Company and the obligation to pay them shall cease.

8.8. Dividends shall not be accrued on shares which are on the Company's balance sheet.

8.9. The dividends shall be paid in cash through a bank by an agent on behalf of the Company and (or) by the Company itself.

8.10. In the cases established by Law, the Company shall not be entitled to take a decision (declare) to pay dividends on shares or pay declared dividends.

Article 9

Management bodies of the Company

9.1. The management bodies of the Company are:

- The General Meeting;
- The Board of Directors;
- The executive bodies consisting of:
 - a) the collective executive body – the Management Board;
 - b) the individual executive body – General Director.

9.2. The competence, rights, duties, responsibilities, procedure for convening and holding meetings of the management bodies shall be defined by the current legislation of the Russian Federation, this Charter and internal documents of the Company.

Article 10

The General Meeting of Shareholders

The supreme management body of the Company is the General Meeting of Shareholders.

10.2. The Annual General Meeting of Shareholders shall be held not earlier than two months and not later than six months after the end of the reporting year.

The Annual General Meeting shall take decisions on the issues related to the election of the Board of Directors, Audit Commission, approval of the Company's auditor, the issues provided by subparagraphs 11 and 11.1 of paragraph 1 of article 48 of the Law, and other issues attributed to the competence of the General Meeting.

10.3. The competence of the General Meeting includes the following issues:

10.3.1. changes and additions to the Company's Charter or approval of the Charter as amended, except as otherwise provided for by the Law

10.3.2. reorganization of the Company;

10.3.3. the Company's liquidation, appointment of liquidation committee and approval of interim and final liquidation balance sheets;

10.3.4. determining the number of directors in the Board, election of its members and early termination of their powers;

10.3.5. determining the amount of remunerations and (or) compensations to be paid to members of the Board of Directors;

10.3.6. determining the number, nominal value, category (type) of declared shares and the rights granted by those shares;

10.3.7. increase in the authorized capital by increasing the nominal value of shares;

10.3.8. increase in the Company's authorized capital through placement by closed subscription of additional shares (issuable securities of the Company convertible into shares) within the quantity of declared shares;

10.3.9. increase in the Company's authorized capital through placement by open subscription of ordinary shares comprising more than 25 percent of previously placed ordinary shares;

10.3.10. increase in the Company's authorized capital through placement by open subscription of issuable securities that may be converted into ordinary shares constituting more than 25 percent of previously placed ordinary shares;

10.3.11. reduction of the authorized capital of the Company by reducing the nominal value of shares, by purchase by the Company of the shares to reduce their total number and by redemption of acquired or repurchased shares;

10.3.12. formation of the individual executive body – General Director, early termination of his/her powers;

10.3.13. taking decision to transfer the powers of the individual executive body to a managing company or a manager;

10.3.14. election of members of the Audit Commission of the Company and early termination of their powers;

10.3.15. determination of the amount of remunerations and (or) compensations to be paid to members of the Audit Commission;

10.3.16. approval of the auditor of the Company;

10.3.17. decision to pay (declare) dividends following the results of the first quarter, six months, nine months of the reporting year;

10.3.18. approval of the annual report, annual accounting (financial) statements of the Company;

10.3.19. distribution of profits (including payment (declaration) of dividends except for the payment (declaration) of dividends upon the results of the first quarter, six months, nine months of the reporting year) and losses of the Company upon the results of the reporting year;

10.3.20. determination of the procedure for conducting the General Meeting;

10.3.21. splitting and consolidation of shares;

10.3.22. taking decisions to approve or subsequently approve transactions in cases stipulated by article 83 of the Law;

10.3.23. taking decisions to approve or subsequently approve large transactions in cases stipulated by article 79 of the Law;

10.3.24. acquisition by the Company of placed shares in cases stipulated by Law;

10.3.25. taking decisions to participate in financial and industrial groups, associations and other united commercial organizations;

10.3.26. approval of internal documents governing the activities of the Company's bodies;

10.3.27. taking decision to file for delisting of Company's shares and (or) its issuable securities convertible into its shares;

10.3.28. resolving others issues as provided for by the Law.

10.4. The issues referred to competence of the General Meeting cannot be delegated to the executive body, unless otherwise provided by Law.

The issues referred to competence of the General Meeting cannot be delegated to the Board of Directors, with the exception of issues stipulated by Law.

10.5. The General Meeting may not consider and make decisions on issues not referred to its competence by Law.

The General Meeting may not adopt decisions on issues not included in the agenda of the meeting, or change the agenda.

10.6. The decision of the General Meeting on the issue put to the vote shall be adopted by a majority of votes of holders of voting shares participating in the meeting, except as otherwise provided for by the Law.

Only a separate independent decision can be made on each issue put to the vote.

The decision on the issues specified in subparagraphs 10.3.1-10.3.3, 10.3.6, 10.3.8-10.3.10, 10.3.23-10.3.24 and 10.3.27 shall be adopted by a majority of three quarters of votes of holders of voting shares present at the General Meeting.

The decision on the issues specified in subparagraphs 10.3.2, 10.3.5, 10.3.7-10.3.10, 10.3.13, 10.3.15 and 10.3.21-10.3.26 shall be adopted by the General Meeting only at the proposal of the Board of Directors.

The decision on the issue specified in subparagraph 10.3.27 shall enter into force provided that the total number of shares in respect of which the redemption

request was made does not exceed the number of shares which may be redeemed by the Company subject to the limitations specified by paragraph 5 of article 76 of the Law.

10.7. The Company shall be guided by the Law, legal acts of the Bank of Russia, this Charter and internal documents of the Company – the regulations on the General shareholders meeting of MMK PJSC approved by the General Meeting – in relation to the procedure of preparation, convening and holding the General Meeting.

The procedure for taking decision on the procedure for holding the General Meeting shall be established by the regulations on the General shareholders meeting of MMK PJSC.

10.8. A notice of the General Meeting shall be made not later than 30 days before the date of the meeting. In cases stipulated by paragraphs 2 and 8 of article 53 of the Law, the notice of the Extraordinary General Meeting shall be made not later than 50 days prior to the date of the meeting.

Within the time specified, the notice of the General Meeting shall be published in the print edition of the Magnitogorskiy metall newspaper and placed on the Company's website at www.mmk.ru.

10.9. Information (materials) to be submitted to persons entitled to participate in the General shareholders meeting shall be made available for their perusal within 30 days before the Annual General Meeting of Shareholders and within 20 days before the Extraordinary General Meeting of Shareholders in the premises of the executive body and other locations the addresses of which are specified in the notice of the General Meeting, and on the Company's website at www.mmk.ru.

Information (materials) shall be available to persons participating in the General Meeting during the meeting.

10.10. If a person registered in the register of shareholders of the Company is a nominee shareholder, the notice of General Meeting and information (materials) to be submitted to persons entitled to participate in the General shareholders meeting shall be provided in accordance with the requirements of the Russian Federation's legislation on securities to provision of information and materials to the persons exercising their rights to securities.

10.11. The shareholders, being in aggregate holders of not less than 2 percent of the Company's voting shares, are entitled to introduce issues into the agenda of the Annual General Meeting and nominate candidates to the Board of Directors and Audit Commission, whose number cannot exceed the number of members of a respective body, as well as the candidate for the position of the individual executive body.

Such proposals shall be submitted to the Company no later than 60 days after the end of the reporting year.

In case the proposed agenda of the Extraordinary General Meeting contains the issue on the election of members of the Board of Directors, the shareholders or shareholder being in aggregate holders of not less than 2 percent of voting shares are entitled to propose candidates for election to the Board of Directors, whose number cannot exceed the number of members of the Board of Directors.

Such proposals shall be submitted to the Company not less than 30 days prior to the date of the Extraordinary General Meeting.

10.12. The proposal to introduce issues into the agenda of the General Meeting and nominate candidates shall be made by sending a mail to the address of the Company specified in paragraph 1.3 hereof or by delivering by hand to the subdivision of the Company responsible for handling written correspondence addressed to the Company.

Such proposals shall be submitted to the Company within the time specified in paragraph 10.11 hereof.

10.12.1. Proposals to introduce issues into the agenda of the General Meeting and nominate candidates shall contain names of the submitting shareholders (shareholder), quantity and category (type) of shares held by them and shall be signed by shareholders (shareholder) or their representatives.

The shareholders that are not registered in the register of shareholders may introduce issues into the agenda of the General Meeting and nominate candidates by giving the respective directives (instructions) to a person who takes account of their rights for shares. Such directives (instructions) shall be given in accordance with the legislation of the Russian Federation on securities.

10.12.2. The proposal to introduce issues into the agenda of the General Meeting shall contain the wording of each proposed issue.

10.12.3. The proposal to nominate candidates to the Board of Directors, Audit Commission and position of the individual executive body of the Company shall contain:

- name and details of the identity document (series and/or number of document, date and place of issue, authority which issued the document) of each proposed candidate,
- name of the body to which he/she is proposed,
- age of the candidate (date of birth),
- education of the candidate;
- positions for the last five years, including positions held by the candidate in management bodies of other legal entities (stating the full names of such legal entities and the date from which the candidate holds relevant position),
- number of shares of the Company held by the candidate,
- other details provided for by internal documents of the Company.

The proposal to nominate candidates to the Board of Directors, Audit Commission and position of the individual executive body shall be accompanied by written statements of nominated candidates agreeing to stand for the Board of Directors, Audit Commission and position of the individual executive body.

According to the applicable legislation of the Russian Federation and internal documents of the Company, the Company shall take steps to nominate to the Board of Directors those candidates who meet the criteria of independent directors.

10.13. The Board of Directors may not amend the wordings of issues proposed for

inclusion in the agenda of the General Meeting and wordings of the decisions on such issues.

In addition to the issues proposed for inclusion in the agenda of the General Meeting and in case of absence of such proposals, absence or insufficient number of candidates proposed by shareholders for the formation of corresponding body, the Board of Directors may include in the agenda of the General Meeting the issues or candidates to the list of candidatures at its discretion.

10.14. The Board of Directors shall consider submitted proposals and take decision to include or refuse to include them in the agenda of the General meeting not later than five days after the end of the period specified in paragraph 10.11 hereof.

10.16. The General Meeting is competent (has a quorum) if attended by the shareholders holding in aggregate more than half of votes of placed voting shares of the Company.

If by the time of the General meeting there is no quorum on any of the issues included in the agenda, the General meeting shall be postponed for no more than 2 hours.

The shareholders are considered to have participated in the General meeting if they were registered for participation therein, including, if technically possible, on the website specified in the notice of the General Meeting, if their voting ballots were received or if the electronic form of their voting ballots was filled-in on the website specified in such notice not later than two days prior to the date of the General Meeting.

The shareholders are considered to have participated in the general meeting held in the form of absentee voting, if their ballots were received or, if technically possible, if the electronic form of their ballots was filled-in on the website specified in the notice of the General Meeting before the deadline for receipt of ballots.

The shareholders are considered to have participated in the General meeting if, in accordance with the legislation of the Russian Federation on securities, they gave their voting directives (instructions) to the persons who take account of their rights for shares, if their voting statements were received no later than two days prior to the date of the General Meeting or before the deadline for receipt of absentee ballots.

10.17. Voting at the General Meeting is based on the "one voting share - one vote" principle, except for the cases of cumulative voting as provided for by Law.

10.18. Voting on the agenda issues of the General shareholders meeting (joint presence of shareholders for discussing agenda issues and taking decisions on issues put to vote) and voting on the agenda issues of the General Meeting held in the form of absentee voting shall be carried out by voting ballots.

10.19. The receipt of voting statements by the Companies' Registrar from the persons who are entitled to participate in the General Meeting, are not registered in the register of shareholders and, in accordance with the RF legislation on securities and gave their voting directives (instructions) to the persons who take account of their rights for shares shall be equivalent to the voting by ballot.

10.20. The voting ballot shall be sent to each person registered in the register of

shareholders and entitled to participate in the General Meeting not later than 20 days before the date of the General Meeting.

The voting ballot shall be sent by registered letter.

10.21. If technically possible, the ballots may be sent (placed) in the form of electronic message via e-mail to an appropriate person specified in the register of shareholders and (or) in the electronic form of the ballot on the website specified in the notice of the General Meeting.

10.22. If technically possible, the completed voting ballots may be sent by the person having the right to participate in the General Meeting to the email address specified in the notice of the General Meeting and (or) filled-in in the electronic form of the ballot on the website specified in the notice of the General Meeting.

10.23. If technically possible, the electronic form of the ballot on the Company's website may be filled-in by the shareholders during the General Meeting (joint presence of shareholders for discussing agenda issues and taking decisions on issues put to vote) if they have not exercised their right to participate in such meeting in any other way. The date and time of completion of electronic ballots on the website shall be recorded.

10.24. All meetings other than Annual General Meeting shall be extraordinary meetings.

10.25. An Extraordinary General Meeting shall be held by decision of the Board of Directors upon its own initiative, at the request of the Audit Commission, Company's auditor and shareholders (shareholder) who own at least 10 percent of voting shares at the date of request.

10.26. The decision of the General Meeting may be taken by holding a meeting (joint presence of shareholders for discussion of agenda issues and adoption of decisions on issues put to vote with prior delivery of voting bulletins before holding the General Meeting).

10.27. The decision of the General Meeting may be taken without a meeting (joint presence of shareholders for discussing agenda issues and taking decisions on issues put to vote) by absentee voting.

The General Meeting, the agenda of which includes issues on election of the Board of Directors, Audit Commission, approval of the Company's auditor as well as issues under subparagraph 11 of paragraph 1 of article 48 of the Law, may not be held by absentee voting.

The form of holding the General Meeting shall be determined by the bodies or persons convening it, unless otherwise established by the current legislation of the Russian Federation.

10.28. The secretary of the General Meeting shall be the corporate secretary of the Company. In case of his/her absence, refusal or inability to perform the functions of secretary of the General Meeting, the secretary of the meeting shall be appointed by the Board of Directors.

10.29. The Company's registrar shall perform the functions of a counting commission.

When performing its functions of counting commission, the registrar shall be guided by the Law, this Charter, internal documents of the Company and the agreement between the Registrar and the Company.

Article 11

The Board of Directors

11.1. The Board of Directors carries out overall management of the Company except for the issues referred by Law to the competence of the General Meeting and exerts control over execution by the Company's executive bodies of resolutions adopted by the General Meeting or the Board of Directors.

11.2. The Board of Directors shall consist of 10 members.

11.3. The members of the Board of Directors are elected by the General Meeting in the manner provided by Law, article 10 of this Charter and the regulations on the Board of Directors of MMK PJSC, for a term until the next Annual General Meeting. If the Annual General Meeting was not held within the terms established by paragraph 1 of article 47 of the Law, the powers of the Board of Directors of the Company shall cease, except for powers on preparation, convocation and holding of the Annual General Meeting.

11.4. Persons elected to the Board of Directors can be reelected unlimited number of times. Only a natural person can be a member of the Board of Directors. A member of the Board of Directors may not be a shareholder of the Company.

11.5. Independent, executive and non-executive directors can be elected to the Board of Directors.

11.6. Independent Directors are members of the Board of Directors, have sufficient professional experience and independence to form their opinion and are able to make objective and honest judgment, independent from the influence of executive bodies of the Company, specific groups of shareholders or other interested parties.

11.7. Independent Directors serving on the Board of Directors shall form not less than one third of the total number of members of the Board of Directors.

11.8. As a rule, a candidate cannot be considered an independent candidate (an elected member of the Board of Directors), if he/she is associated with the Company, its major shareholder, major counterparty or competitor of the Company, or is associated with the state.

Independence criteria, including whether or not the candidate is associated with the Company, major shareholder, major counterparty of the Company, competitor of the Company, state or municipal entity shall be determined in accordance with the provisions of the Code of corporate governance recommended for application by letter of the Bank of Russia No. 06-52/2463 dated 10.04.2014, and with due account for the "Listing Rules" of the Moscow Exchange MICEX-RTS public joint stock company.

11.9. Based on recommendations of the Board's Committee on nominations and remuneration, the Board of Directors shall assess compliance of candidates to the Board of Directors with independence criteria, and shall carry out regular analysis of compliance of the independent members of the Board of Directors with independence criteria in accordance with the regulations of the Board of Directors

of MMK PJSC.

11.10. Independent Directors shall refrain from actions in which they may cease to meet the criteria of independence.

If, after election of the independent director to the Board of Directors, there occur circumstances in which he/she ceases to be independent, such member of the Board of Directors shall inform the Board of Directors thereof within five business days after the occurrence of such circumstances.

The Company shall provide disclosure of loss of the status of independent director by the Board member by posting information on the Company's website at www.mmk.ru.

11.11. In some cases of exceptional nature, the Board of Directors may recognize as an independent director (compliant with independence criteria) a Board member (a candidate member), despite any formal evidence to the effect that he/she is associated with the Company, major shareholder, counterparty or competitor of the Company, government or municipal entity, if such an association does not affect the ability of the person concerned to make an independent, objective and fair judgment.

11.12. Executive Directors are the members of the Board of Directors, members of the collective executive body – the Management Board - and the individual executive body - General Director - and (or) the persons who are in employment relationship with the Company.

11.13. The person performing the functions of the individual executive body may not simultaneously be the Chairman of the Board of Directors.

The members of the collective executive body may not constitute more than one-fourth of the members of the Board of Directors.

11.14. Non-executive Directors are the members of the Board of Directors that are not members of the collective executive body – the Management Board - or the individual executive body - General Director - and (or) the persons who are not in employment relationship with the Company.

11.15. Members of the Board of Directors shall be elected by cumulative voting.

The candidates with the highest number of votes shall be deemed elected to the Board of Directors.

11.16. By decision of the General Meeting the powers of all members of the Board of Directors may be terminated early.

11.17. By decision of the General Meeting the Board members during their term of office may be paid remuneration and (or) be compensated for the expenses associated with execution of their duties of Board members. The amounts of such remunerations and (or) compensations shall be determined by the General Meeting.

11.18. The competence of the Board of Directors includes the following issues:

- 11.18.1. determination of priorities of the Company and the Group¹;
- 11.18.2. approval of strategy of development of the Company and the Group, control over its implementation;
- 11.18.3. approval of perspective plans, programs, policies and major activities of the Company and the Group in accordance with the activity plan of the Board of Directors, control over their implementation;
- 11.18.4. increase in the authorized capital by placement of additional shares within the number and category (type) of declared shares through contributing the Company's property assets, if additional shares are placed by distributing them among the shareholders;
- 11.18.5. increase in the authorized capital by placement of additional ordinary shares within the quantity and category (type) of declared shares through open subscription in the amount constituting 25 percent or less of the previously placed ordinary shares;
- 11.18.6. increase in the authorized capital by placement of additional preferred shares within the quantity of declared shares of this category (type) by open subscription;
- 11.18.7. taking decision to place additional shares into which the preferred shares of a certain type, which are placed by the Company and are convertible into ordinary shares or preferred shares of other types, are converted, if such placement is not connected with the increase of the authorized capital of the Company;
- 11.18.8. taking decision to place bonds and other issuable securities, except shares;
- 11.18.9. taking decision to place the bonds convertible into shares and other issuable securities convertible into shares in cases provided by Law and this Charter;
- 11.18.10. taking decision to place the bonds, that can be redeemed by the Company's placed shares;
- 11.18.11. taking decision to use securities in financial and economic activities of the Company;
- 11.18.12. taking decision to determine the price (perform monetary valuation) of property, placement price or procedure for its determination, and repurchase price of issuable securities in cases stipulated by Law;
- 11.18.13. taking decision to acquire placed shares in accordance with paragraph 2 of article 72 of the Law;
- 11.18.14. taking decision to acquire placed bonds and other securities in cases

¹ The Group of MMK PJSC is a group of companies operating under a single management (not including MMK PJSC) and whose activities are aimed at achieving the strategic goals (hereinafter, the "Group").

stipulated by Law or other federal laws;

11.18.15. approval of the Company's stock option plans and corporate key performance indicators;

11.18.16. approval of decision to (additionally) issue securities and prospectus of securities of the Company;

11.18.17. approval of the report on the results of issue (additional issue) of securities of the Company;

11.18.18. taking decision to dispose of the shares held by the Company;

11.18.19. approval of the report on the results of redemption of shares of the Company;

11.18.20. approval of the report on the results of submission by shareholders of the request for redemption of their shares;

11.18.21. approval of the report on the results of submission by shareholders of requests for sale of their shares of the Company;

11.18.22. approval of the report on the results of acquisition of shares of the Company;

11.18.23. taking decision to file for listing of shares and issuable securities convertible into shares;

11.18.24. use of the reserve fund and other funds of the Company;

11.18.25. formation of the collective executive body – the Management Board of the Company - and early termination of its powers, approval of the number of members and nomination of members of the Management Board as well as the distribution of their functional duties;

11.18.26. taking decision to suspend powers of the individual executive body – General Director, managing company (manager) - and form an interim individual executive body of the Company;

11.18.27. approval of the participation of persons performing functions of the individual executive body – General Director - and members of the collective executive body – the Management Board - in management bodies of other organizations;

11.18.28. consideration of reports of the individual executive body – General Director - on the current activities of the Company;

11.18.29. approval or subsequent approval of major transactions in cases stipulated by Chapter X of the Law;

11.18.30. approval or subsequent approval of the transactions stipulated by Chapter XI of the Law;

11.18.31. taking decision to approve the transaction, including that committed in the ordinary course of the Company's business, the cost of which is more than 10 percent of the book value of the Company's assets determined according to its

accounting statements as of the last reporting date as well as taking decision to dispose of the real property assets irrespective of their value;

11.18.32. taking decision to engage an independent appraiser to determine the market value of the property when introducing into the agenda of the General Meeting or of the Board of Directors the issue of approval of major transaction in accordance with Chapters X and XI of the Law, and in the case of acquisition and redemption of shares by the Company;

11.18.33. approval of internal documents of the Company except for internal documents whose approval is delegated by Law to the competence of the General Meeting and other internal documents whose approval is referred by this Charter to the competence of executive bodies of the Company;

11.18.34. approval of the Company's Registrar and conditions of the contract therewith, and termination of the contract;

11.18.35. approval of the Company's financial and economic plan (budget) for the financial year; takings decisions to carry out (nonstandard) operations beyond financial and economic plan (budget);

11.18.36. monitoring of the internal control system (including financial reporting); analysis of the effectiveness of the internal control system (including financial reporting);

11.18.37. taking decisions on risk management issues, monitoring the functioning of an integrated system of risk management of the Company and analysis of the effectiveness of risk management;

11.18.38. establishing branches and opening representative offices of the Company, liquidation of branches and representative offices, approval of regulations on branches and representative offices, making amendments and additions thereto;

11.18.39. approval of the Company's organizational structure (not lower than area directors);

11.18.40. recommendations to the individual executive body – General Director of the Company - on the candidate to the post of head of the internal audit department;

11.18.41. takings decision to carry out check (audit) of financial and economic activity of the Company by the auditing commission;

11.18.42. consideration of report of individual executive body - General Director - on complying with the recommendations of the audit commission;

11.18.43. convening the Annual and Extraordinary General Meetings of shareholders, except for the cases stipulated by item 8 of article 55 of the Law;

11.18.44. approval of the agenda of the General Meeting;

11.18.45. issues related to preparation and holding of the General Meeting in accordance with the provisions of Chapter VII of the Law;

11.18.46. recommendations to the General Meeting on distribution of profits

including the amount of dividends upon shares and payment procedure, and losses of the Company flowing the results of the reporting year;

11.18.47. recommendations to the General Meeting on the amount of dividends upon shares and payment procedure following the results of the first quarter, six months, nine months of the reporting year;

11.18.48. recommendations to the General Meeting on the amount of remunerations and (or) compensations to be paid to members of the Board of Directors;

11.18.49. recommendations to the General Meeting on the amount of remunerations and (or) compensations to be paid to members of the Audit Commission;

11.18.50. defining the size of remuneration to the auditor of the Company;

11.18.51. preliminary approval of the annual report of the Company;

11.18.52. approval of the opinion with regard a major transaction for the General Meeting;

11.18.53. approval of the opinion with regard to interested-party transactions entered into by the Company for the General Meeting;

11.18.54. taking decision to propose to the General Meeting that the date for determining persons entitled to receive dividends be set out;

11.18.55. election of the Chairman of the Board of Directors;

11.18.56. appointment of secretary of the Board of Directors and corporate secretary of the Company;

11.18.57. taking decision to establish and form committees of the Board of Directors: approval of the number of members and nomination of committee members, nomination of the chairmen of committees of the Board of Directors; exercising control over the activities of the Board committees;

11.18.58. approval of the activity plan of the Board of Directors;

11.18.59. approval of criteria for evaluation by the Board members of activities of the Board, members of the Board, committees of the Board and implementation of such evaluation (through self-evaluation); taking decision to make an independent assessment of the effectiveness of activities of the Board, its committees and members (by external advisor);

11.18.60. taking decision on whether the candidates to the Board of Directors and members of the Board of Directors comply with independence criteria (taking decision to recognize a member of the Board of Directors as an independent member);

11.18.61. determination of the level and structure of remuneration for executive members of the Board of Directors;

11.18.62. control over execution of the Board's resolutions by the Company's executive bodies and review of the executive bodies' report on execution of resolutions of the Board of Directors;

11.18.63. analysis and assessment of corporate governance of the Company;

11.18.64. approval of the "Report of the Board of Directors on the results of implementation of the Company's priorities for the year" to be included in the annual report of the Company;

11.18.65. approval of the Company's report on sustainable development in the field of social and environmental responsibility prepared in accordance with international standards (GRI);

11.18.66. other issues provided for by the Law and this Charter.

The issues referred to the competence of the Board of Directors may not be delegated to the executive bodies of the Company.

11.19. The quorum for holding the meeting (voting) of the Board of Directors shall be at least half of the total number of elected members of the Board of Directors, provided that at least two independent directors participate in the meeting (voting) if such directors were elected and are not considered removed from the Board of Directors.

In case the number of members of the Board of Directors becomes less than the number constituting the specified quorum, the Board of Directors shall resolve to hold an Extraordinary General Meeting for the election of a new Board of Directors. The remaining members of the Board of Directors may take a decision only on convocation of such Extraordinary General Meeting.

11.20. Decisions at the meeting (voting) of the Board of Directors are taken by majority vote of the members of the Board of Directors participating in the meeting (voting) of the Board of Directors, unless the Law, this Charter or the regulations on the Board of Directors provide otherwise:

11.20.1. The decision of the Board of Directors on the issues specified in subparagraphs 11.18.4–11.18.6, 11.18.8 and 11.18.29 of paragraph 11.18 hereof is adopted unanimously by all members of the Board of Directors. The votes of the members removed from the Board are not taken into account.

If unanimity of the Board of Directors on the issues specified in subparagraphs 11.18.4–11.18.6, 11.18.8 and 11.18.29 of paragraph 11.18 hereof is not reached, such issues can be submitted for consideration and approval to the General Meeting. In this case, the decisions on the issues specified in subparagraphs 11.18.4 -11.18.6, 11.18.8 and 11.18.29 hereof are adopted by majority of votes of holders of voting shares participating in the General Meeting.

11.20.2. The decision of the Board of Directors on the issue specified in subparagraph 11.18.26 of paragraph 11.18 hereof is adopted by a majority of three quarters of votes of the members of the Board of Directors, excluding the members removed from the Board of Directors.

11.20.3. The decision of the Board of Directors on the issue specified in subparagraph 11.18.30 of paragraph 11.18 hereof is adopted by a majority vote of the Directors who are not interested in the transaction and meet the requirements of paragraph 3 of article 83 of the Law.

11.20.4. The decision of the Board of Directors on the issues specified in

subparagraphs 11.18.1, 11.18.2, 11.18.23, 11.18.35, 11.18.46, 11.18.47 and 11.18.55 of paragraph 11.18 hereof are adopted by a majority vote of the total number of elected members of the Board of Directors, excluding the members removed from the Board of Directors.

11.20.5. The issues referred to in subparagraphs 11.18.1, 11.18.2, 11.18.23, 11.18.34, 11.18.35, 11.18.55, 11.18.56 and 11.18.60 of paragraph 11.18 hereof as well as the issues related to convening and holding the Annual General Meeting of the Company, are considered mainly at the meetings of the Board of Directors held in person.

11.21. When deciding on issues at the meeting of the Board of Directors, each member of the Board of Directors shall have one vote.

The vote transfer by a member of the Board of Directors to another person, including another member of the Board of Directors, is not allowed.

In case of an equal division of votes cast at the Board meeting the vote of the Chairman of the Board shall be decisive.

11.22. When determining the quorum and results of voting on the agenda issues, the written opinion of a member of the Board of Directors who is absent at the meeting of the Board of Directors shall be taken into account. Such a Board member shall submit his/her written opinion to the Chairman of the Board prior to the Board meeting.

In case a member of the Board of Directors is present at the meeting of the Board of Directors, his/her written opinion received before the meeting shall not be taken into account.

11.23. The decision of the Board of Directors may be taken by absentee voting.

The procedure of taking Board decisions by absentee voting shall be determined by the Regulations on the Board of Directors of MMK PJSC.

11.24. The Meeting (voting) of the Board of Directors shall be convened by the Chairman of the Board of Directors on his own initiative or at the request of a member of the Board of Directors, Audit Commission or Auditor of the Company, individual executive body or the Management Board.

The procedure for convening and holding meetings of the Board of Directors shall be determined by the Regulations on the Board of Directors of MMK PJSC.

11.25. For preliminary consideration and preparation of recommendations to the Board of Directors for making decisions on the most important issues, the Board of Directors may establish committees for a term of office of the Board of Directors (permanent committees).

The Board of Directors may establish committees of the Board of Directors for a definite period needed to complete a particular task (temporary committees).

The procedure of creation and operation of committees of the Board of Directors, the rights and obligations of the members of the committees shall be determined by the provisions on the relevant committees of the Board of Directors approved by the Board of Directors.

Article 12

Chairman of the Board of Directors

12.1. Chairman of the Board of Directors shall organize its work, convene a meeting of the Board of Directors and preside thereat, organize keeping of minutes of meetings and preside at the General Meeting.

The Chairman may request information on the activities of the Company necessary for the organization of work of the Board of Directors from the individual executive body in the manner prescribed by internal documents of the Company. The individual executive body shall provide requested information to the Chairman.

12.2. Chairman of the Board of Directors shall be elected by the Board members by majority of votes of the total number of elected Board members, excluding the members removed from the Board of Directors.

The Board of Directors may at any time reelect its Chairman by a majority of three quarters of votes from the total number of the elected Board members, excluding the members removed from the Board of Directors.

12.3. A contract shall be signed with the Chairman of the Board of Directors. The contract shall be signed on behalf of the Company by a person authorized by the Board of Directors.

Article 13

Collective executive body – the Management Board of the Company

13.1. Collective executive body - the Management Board - manages the current activities of the Company in accordance with the competencies defined in this Charter.

The Management Board is accountable to the Board of Directors and the General Meeting.

13.2. The Management Board shall be formed by resolution of the Board of Directors. Members of the Management Board, their number and their functional responsibilities shall be approved by the Board of Directors upon the recommendation of the General Director of the Company.

Management Board members shall be appointed by the Board of Directors for an indefinite term and can be reelected any number of times.

13.3. The Board of Directors may at any time make a decision to form a new Management Board.

The powers of the members of the Management Board shall be terminated upon formation of a new Management Board by the Board of Directors.

Termination of office of a Management Board member shall not entail his/her dismissal from the respective position.

13.4. The Management Board operates in accordance with this Charter and the Regulations on the collective executive body – the Management Board of MMK PJSC - approved by the General Meeting.

13.5. The competence of the Management Board includes the following issues:

13.5.1. review of the financial and economic plan (budget) of the Group, companies of the Group and non-profit organizations (private institutions)² for the following financial year; forecasting of financial and economic indicators for the Companies of the Group;

13.5.2. analysis of the implementation of financial and business plans (budgets) of the Group, companies of the Group and non-profit organizations (private institutions) and economic and financial figures of the Group;

13.5.3. review of interim (monthly, quarterly and half-yearly) and annual reports of the individual executive bodies (directors) of organizations on production, economic, financial and business activities of the Group companies and non-profit organizations (private institutions);

13.5.4. taking decisions to participate, change participation share and terminate participation in other organizations (except for organizations specified in subparagraph 18 of paragraph 1 of article 48 of the Law);

13.5.5. approval of the Company's representatives in the Group companies, companies with the Company's participation that are not part of the Group, and private institutions of the Company, upon the recommendation of the individual executive body - General Director - of the Company;

13.5.6. adoption of directives to the Company's representatives in the Group companies, companies with the Company's participation, non-Group companies, and private institutions of the Company for taking decisions at the General Meeting of shareholders (participants, members, etc.) and by the Board of Directors on approval of the Charter (amendments and additions to the Charter) of companies, establishing and early termination of powers of the governing bodies of companies, reorganization, liquidation, participation in other companies, changes in participation interest or termination of such participation, approval (execution) of transactions in accordance with article 79 of the Law and article 45 of the Federal law "On limited liability companies", except for the transactions with MMK PJSC;

13.5.7. approval of the activity plan of the Management Board of the Company;

The General Director of the Company may transfer to the Board the issues related to the competence of the General Director.

13.6. The quorum for holding a Management Board meeting is at least half of the elected Management Board members.

In case the number of members of the Management Board becomes less than the number constituting the specified quorum, the Board of Directors shall decide to form a new Management Board.

13.7. Decisions on issues referred to competence of the Management Board shall be taken at the meetings of the Management Board by a majority vote of the members of the Management Board participating in the meeting.

² Companies of the MMK PJSC Group and other companies with the MMK PJSC participation - in accordance with the definitions in the internal documents of MMK PJSC.

When making decisions at the meeting of the Management Board, each Management Board member shall have one vote. In case of equality of votes of the members of the Management Board the vote of the Chairman of the Management Board shall be decisive.

The transfer of voting right by a member of the Management Board to another person including another member of the Management Board shall not be allowed.

When determining quorum and results of voting on the agenda issues, the votes of members of the Management Board absent from the meeting and who have submitted their completed and signed forms of individual voting to the Secretary of the Management Board prior to the meeting may be taken into account.

13.8. The timeline, procedure of convocation, preparation and holding of meetings of the Management Board and the procedure of making and implementing decisions shall be determined by the Provisions on collective executive body – the Management Board of MMK PJSC.

13.9. The person performing the functions of the individual executive body - General Director of the Company, which signs all documents on behalf of the Company and the minutes of meetings of the Management Board, acts without power of attorney on behalf of the Company in accordance with the decisions of the Management Board taken within its competence shall organize the meetings of the Management Board .

13.10. The members of the Management Board can hold concurrent positions in the management bodies of other companies only with the consent of the Board of Directors.

Article 14

The individual executive body – General Director of the Company.

14.1. The Individual executive body - the Company's General Director -manages the Company's day-to-day operations.

14.2. The formation of the individual executive body – General Director, early termination or suspension of his/her powers shall be made by the decision of the General Meeting of the Company in the manner provided by Law, this Charter and the Regulations on the individual executive body – General Director of MMK PJSC.

14.3. The General Director shall be elected (appointed) by the General Meeting for a term of 5 years and may be re-elected (appointed) an unlimited number unlimited number of times.

The Company's General Director shall be a citizen of the Russian Federation who is not divested of his/her right to occupy certain positions or engage in certain activities according to the current legislation of the Russian Federation and has 5-years executive level experience.

14.4. The General Meeting may at any time make a decision to early terminate the powers of the individual executive body – General Director, managing company or a manager.

In case the individual executive body – General Director or managing company

(manager) cannot perform his/her/its duties, the Board of Directors may decide to form an interim individual executive body – General Director - and hold an Extraordinary General Meeting on early termination of powers of the individual executive body – General Director of the Company or the managing company (manager) and form a new individual executive body of the Company or transfer the powers of the individual executive body to a managing company or a manager.

The Board of Directors may adopt a decision to suspend the powers of the individual executive body – General Director or managing company (manager). Simultaneously with the specified decision, the Board of Directors shall take a decision to form an interim individual executive body – General Director - and hold an Extraordinary General Meeting on early termination of powers of the individual executive body – General Director or managing company (manager) and form a new individual executive body – General Director - of the Company or transfer the powers of the individual executive body to a managing company or a manager.

Such decisions shall be taken by majority of three quarters of votes of the members of the Board of Directors. The votes of removed members of the Board of Directors shall not be taken into account.

The interim individual executive body of the Company manages current activities of the Company within the competence of the individual executive body of the Company.

14.5. The powers of individual executive body of the Company may be contractually transferred to a business entity (managing company) or an individual entrepreneur (manager) by decision of the General Meeting.

The decision to transfer the powers of the individual executive body to a managing company or a manager shall be taken by the General Meeting only at the suggestion of the Board of Directors.

If the powers of the individual executive body were transferred to a managing company or a manager, such managing company or manager shall be prohibited from performing similar functions in a competing company.

14.6. The rights and obligations of the individual executive body - General Director, managing company (manager) to manage the Company's current activities shall be determined by Law, other legal acts of the Russian Federation, this Charter and the contract concluded between the General Director or managing company (manager) and the Company. The Chairman of the Board of Directors or a person authorized by the Board of Directors shall sign the contract on behalf of the Company.

14.7. The competence of the General Director shall include all issues related to current activities of the Company except for the issues referred to competence of the General Meeting, the Board of Directors and collective executive body – the Management Board of the Company.

Within his/her competence or in accordance with the decisions of the General Meeting, the Board of Directors and the Management Board, the General Director of the Company shall:

14.7.1. act without power of attorney on behalf of the Company, represent the Company in front of public authorities, local governments, companies and organizations, open and close settlement accounts and other bank accounts;

- 14.7.2. issue powers of attorney on behalf of the Company, including powers of attorney for signing the documents of individual record-keeping, individual information on work experience and earnings (remuneration), income and accrued insurance premiums of insured persons;
- 14.7.3. organize implementation of decisions of the General Meeting, the Board of Directors and the Management Board;
- 14.7.4. sign financial documents of the Company;
- 14.7.5. organize accounting and reporting of the Company;
- 14.7.6. submit the organizational structure of the Company (not lower than area directors) to the Board of Directors for approval;
- 14.7.7. approve the staff list of the Company in accordance with the organizational structure, hire, dismiss, promote employees and apply disciplinary sanctions;
- 14.7.8. issue orders, directives on the activities of the Company;
- 14.7.9. submit for approval to the Management Board the names of the Company's representatives in the companies of the Group, companies with the Company's participation not within the Group, and private institutions of the Company;
- 14.7.10. develop financial and economic plan (budget) of the Company for the next year and submit it for approval to the Board of Directors;
- 14.7.11. decide to terminate activities (part of activities) in the production of goods, selling of goods, performing of works and rendering of services;
- 14.7.12. make transactions on behalf of the Company, if the decision to make such transactions is not referred by Law and this Charter to the competence of other management bodies of the Company;
- 14.7.13. use the resources of the reserve fund and other funds of the Company (if established) in accordance with the decisions of the Board of Directors;
- 14.7.14. submit the annual report of the Company to the Board of Directors for preliminary approval;
- 14.7.15. submit the Report on the Company's interested-party transactions made in the reporting year to the Board of Directors for approval;
- 14.7.16. exercise control over rational and economical use of physical, labor and financial resources;
- 14.7.17. ensure favorable and safe working conditions for employees and compliance with the requirements of environmental legislation;
- 14.7.18. ensure development, conclusion and performance of the collective employment agreement of the Company;
- 14.7.19. define the scope and content of information constituting a commercial secret of the Company and also determine the procedure for its protection;
- 14.7.20. decide on policy in the field of quality, environmental protection, industrial

safety, labor protection, risk management and other policies;

14.7.21. designate responsible persons for the quality management, environmental management, risk management, industrial safety and labor protection management and other systems, delegating them appropriate authorities;

14.7.22. ensure the organization of military registration of citizens in accordance with the Constitution, federal law "On Military Duty and Military Service", "On Defense", "On mobilization preparation and mobilization in the Russian Federation" and "Regulations on military registration" approved by the RF Government;

14.7.23. ensure the organization and implementation of civil defense measures to prevent emergencies, creation and preservation of the accumulated funds, individual and collective means of protection and civil defense property, as well as training of personnel in emergency situations in their jurisdictions and facilities;

14.7.24. ensure protection of information constituting a state secret, including during reorganization and liquidation of the Company;

14.7.25. organize meetings of the Management Board, exercise the functions of Chairman of the Management Board, sign minutes of meetings of the Management Board;

14.7.26. submit for approval to the Board of Directors the number and names of members of the Management Board and the distribution of their functional duties;

14.7.27. adopts decisions on other issues not within the competence of the General Meeting, Board of Directors or the Management Board.

14.8. The General Director may be a member of the Board of Directors.

14.9. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders.

14.10. In the temporary absence of the General Director of the Company, his functions shall be exercised by the acting General Director, appointed by order of the General Director of the Company. The acting General Director of the Company shall act in accordance with the competence specified in Article 14.7 hereof, may issue powers of attorney on behalf of the Company and preside at meetings of the Management Board.

14.11. The General Director of the Company can hold concurrent positions in the management bodies of other companies only with the consent of the Board of Directors.

Article 15

Corporate Secretary of the Company

15.1. The Corporate Secretary shall ensure effective ongoing engagement with shareholders, coordination of the Company's activities aimed at protection of rights and interests of shareholders and contribute to the effective operation of the General Meeting, the Board of Directors and its Committees.

15.2. The Corporate Secretary shall be annually appointed and dismissed by the General Director based on the decision of the Board of Directors taken by a

majority of votes of the members of the Board of Directors participating in the meeting of the Board of Directors.

The Corporate Secretary shall perform his/her duties until appointment of a new Corporate Secretary.

15.3. The Board of Directors may at any time terminate the powers of the incumbent Corporate Secretary and appoint a new Corporate Secretary of the Company.

15.4. Functions, rights, obligations and responsibility of the Corporate Secretary shall be determined by the Regulations on the Corporate Secretary of MMK PJSC approved by the Board of Directors.

15.5. In his/her activities, the Corporate Secretary shall be guided by current legislation of the Russian Federation, this Charter, internal documents of the Company, decisions of general meetings of shareholders and the Board of Directors.

15.6. The Company's structural units, the functions of which include, among others, the issues of competence of the Corporate Secretary of the Company, shall be involved to ensure the effective execution by the Corporate Secretary of his/her duties.

15.7. The Corporate Secretary shall interact with management bodies and structural units to the extent necessary for the proper performance of his/her functions.

15.5. The Company's management bodies and heads of structural units shall assist the Corporate Secretary in the discharge of his/her functions.

Article 16

Control over financial and economic activities of the Company

16.1. The Audit Commission shall exercise control over financial and economic activities of the Company. The Audit Commission shall act on the basis of this Charter, the regulations on the Audit Commission of MMK PJSC approved by the General Meeting.

16.2. The members of the Audit Commission shall be elected at the Annual General Meeting in the manner prescribed by the Law, article 10 of this Charter and Regulations on the Audit Commission of MMK PJSC for the period up to the next Annual General Meeting and can be reelected unlimited number of times. The members of the Audit Commission shall act on a permanent basis.

16.3. The Audit Commission shall be composed of 3 persons.

16.4. Member of the Audit Commission may be a person with the qualifications necessary to address the challenges faced by the Audit Commission. The members of the Audit Commission may not simultaneously be members of the Board of Directors or hold other positions in the management bodies of the Company or the legal entity competing with the Company.

16.5. Early termination of powers of member of the Audit Commission shall be

made on the grounds stipulated by the current legislation of the Russian Federation.

16.6. In order to exercise control over financial and economic activities of the Company, the competence of the Audit Commission shall include the verification of reliability of accounting information of the Company.

16.7. To achieve its goals, the Audit Commission shall audit financial and economic activities of the Company following the results of the Company during the year and at any time upon the initiative of the Audit Commission, General Meeting, Board of Directors or at the request of a shareholder (shareholders) holding in aggregate not less than 10 percent of the voting shares of the Company.

The plan of audits of financial and economic activities of the Company shall be usually approved at the first meeting of the Audit Commission.

16.8. At the request of the Audit Commission, the persons holding positions in the management bodies of the Company shall present documents on financial and economic activities of the Company.

16.9. When making audits, the Audit Commission may engage independent experts, auditors and other professionals. The Company's officials may neither interfere with the activities of experts and auditors nor refuse to conclude contracts of the Company with such experts to conduct audits and examinations.

16.10. The Company's Auditor shall be the audit organization that is not connected by property interests with the Company or its shareholders. The Company's Auditor shall audit financial and economic activities of the Company in accordance with the legal acts of the Russian Federation on the basis of the contract concluded with the auditor. The contract with the auditor shall be signed on behalf of the Company by its General Director.

The Company's Auditor shall be approved by the General Meeting of shareholders. The amount of remuneration for the auditor's services shall be determined by the Board of Directors.

16.11. Following the audit results of financially and economic activities of the Company, the Audit Commission and the Company's Auditor shall make an opinion, which should contain:

- confirmation of reliability of data contained in the reports and other financial documents of the Company;
- information on facts of violation of (financial) accounting and reporting procedures established by the legal acts of the Russian Federation and violation of legal acts of the Russian Federation when conducting financial and economic activities.

The opinion upon the results of audit of financial and economic activities of the Company for the year shall be sent to the Board of Directors not later than 30 days before the date of the Annual General Meeting.

Article 17

Liability of members of management bodies of the Company

17.1. When exercising their rights and performing their obligations, the members of the Board of Directors, Management Board members, General Director of the Company, interim individual executive body of the Company and the managing company (manager) shall act in the interests of the Company, exercise their rights and perform their obligations towards the Company reasonably and in good faith.

17.2. The members of the Board of Directors, Management Board members, General Director, interim individual executive body of the Company and the managing company (manager) shall bear responsibility in accordance with the current legislation of the Russian Federation.

17.3. The members of the Board of Directors, Management Board members, General Director, interim individual executive body of the Company as well as the managing company (manager) shall timely submit to the Company information whose disclosure is stipulated by the current legislation of the Russian Federation.

17.4. The members of the Board of Directors, Management Board members, General Director, interim individual executive body, as well as the managing company (manager) shall disclose information on possession of securities of the Company or its subsidiary (affiliated) companies, as well as on sale and (or) purchase of securities of the Company or its subsidiary (affiliated) companies.

The members of the Board of Directors, Management Board members, General Director, interim individual executive body of the Company and the managing company (manager) shall bear responsibility for observing the confidentiality of their commercial information about the Company in accordance with the current legislation of the Russian Federation.

Article 18

Storage of the Company's documents. Information about the Company.

18.1. The Company shall store the documents provided for by paragraph 1 of article 89 of the Law at the location of its executive body in the manner and within the time limits established by the Bank of Russia.

18.2. The Company shall provide to shareholders access to the documents prescribed by paragraph 1 of article 89 of the Law. The Company shall, at the request of persons having the right of access to documents, provide copies of documents within seven working days from the date of respective request for review in the premises of the executive body of the Company. The fees charged for such copies may not exceed the costs of their production.

In case a person having the right of access to documents does not pay the Company's costs for making copies of documents upon request received earlier, the period for submitting copies of the documents upon subsequent requests shall be calculated from the date of receipt of such payment.

Additional requirements to the procedure of submission of documents and copies of such documents shall be established by regulatory acts of the Bank of Russia.

18.3. The Company shall disclose information in accordance with the current

legislation of the Russian Federation and, if necessary, the applicable law.

The Company shall disclose the following information:

- the Company's annual report, annual accounting (financial) statements;
- the prospectus for securities of the Company in cases stipulated by legal acts of the Russian Federation;
- the notice of the General Meeting in the manner prescribed by Law;
- the list of affiliates of the Company;
- other information determined by the Bank of Russia.

Article 19

Reorganization and liquidation of the Companies

19.1. The Company may be reorganized or liquidated by decision of the general meeting of shareholders and on other grounds established by the current legislation of Russian Federation.