

Approved
by the Board of Directors of
Public Joint Stock Company “Severstal”
on July 22, 2015
(Minutes № 15-2015 dated July 22, 2015)

Regulations for the Corporate Secretary of Public Joint Stock Company “Severstal”

1. GENERAL PROVISIONS

1.1 These Regulations for the Corporate Secretary (*Regulations*) of the Public Joint Stock Company “Severstal” (*the Company*) are developed in accordance with the requirements of the applicable Russian law, the Charter and internal regulations of the Company, recommendations of the Corporate Governance Code approved by the Board of Directors of the Bank of Russia on 21 March 2014, as well as listing rules of the Russian and foreign stock exchanges.

1.2 These Regulations set out the procedure for the appointment, activity, authority and competence of the Company’s Corporate Secretary.

1.3 The Corporate Secretary is an officer of the Company. The Corporate Secretary ensures:

- compliance by the Company’s governing bodies and officers with the requirements of the applicable law, and the Company’s Charter and internal regulations, which guarantee the exercise of rights and lawful interests of the Company’s shareholders;
- communication of the Company’s governing bodies with its shareholders, professional participants of the securities market and state administrative bodies authorized in corporate relations and securities market regulation;
- support and development of the corporate governance standards within the Company as required by the applicable law and best corporate governance practices.

1.4 The Corporate Secretary is at the same time the secretary of the Company’s Board of Directors and committees of the Board of Directors, as well as secretary of the Company’s General Meeting of Shareholders.

1.5 The Corporate Secretary is not entitled to combine his/her duties as a corporate secretary with the performance of any other function in the Company.

1.6 The Corporate Secretary is governed by the applicable law, the Company’s Charter, these Regulations, other internal documents of the Company and resolutions of the Company’s General Meeting of Shareholders and the Board of Directors.

2. QUALIFICATION REQUIREMENTS

2.1 The Corporate Secretary shall have sufficient knowledge, experience and qualification to perform his/her duties, impeccable reputation and enjoy the confidence of the Company's shareholders and members of the Board of Directors.

2.2 A candidate for the Company's Corporate Secretary shall meet the following requirements:

- higher professional (law or economics) or business education;
- track record of at least 3 years in corporate governance, including managerial positions;
- proficiency in English;
- knowledge of corporate and securities law, including disclosure rules for security issuers;
- organisational and analytical skills;
- no previous convictions or disqualifications under the Russian Administrative Code;
- no affiliation with the Company, its officers or the controlling shareholder;
- such personal qualities as independent judgement, the ability to defend his/her opinion, communication skills and a responsible attitude.

3. APPOINTMENT, TERMINATION AND REMUNERATION OF THE CORPORATE SECRETARY

3.1 Members of the Company's Board of Directors or the Sole Executive Body may put forward their candidates for the Corporate Secretary.

3.2 Any proposal on the candidate for the Corporate Secretary shall provide in written form the following details:

- full name;
- year of birth;
- qualifications;
- career profile over the past five years;
- number, category and type of the Company's shares held (if any);
- absence of affiliation with the Company, its officers or the controlling shareholder;
- participation or membership in professional communities;
- other details.

The candidate and (or) the person nominating the candidate may provide additional details at their discretion.

3.3 The Remuneration and Nomination Committee of the Company's Board of Directors shall review the candidates nominated for the Corporate Secretary, assess whether or not they meet the existing requirements and issue its recommendations to the Board of Directors.

3.4 The Corporate Secretary shall be accountable to the Company's Board of Directors and be appointed and dismissed by the Company's Sole Executive Body on the basis of the decision of the Company's Board of Directors.

3.5 The Board of Directors has the right to terminate the powers of the current Corporate Secretary at any time and to appoint a new Corporate Secretary, and in case of temporary absence of the Corporate Secretary – to entrust his/her functions temporarily to another person.

3.6 The amount of remuneration and bonus principles (conditions, procedure) for the Corporate Secretary shall be determined by the Board of Directors with recommendations of the Remuneration and Nomination Committee of the Company's Board of Directors taken into account.

Unless the above is not provided by the decision of the Board of Directors, the terms, the payment procedure and the amount of remuneration payable to the Corporate Secretary will be subject to the Company's internal regulations on remuneration and will be indicated in the employment contract with the Corporate Secretary.

3.7 Based on the recommendations of the Remuneration and Nomination Committee the Board of Directors may decide to pay additional remuneration to the Corporate Secretary upon a review of his/her progress report and/or an assessment of his/her performance.

4. SUBORDINATION AND LIAISON WITH THE COMPANY'S GOVERNING BODIES AND STRUCTURAL UNITS

4.1 The Corporate Secretary will report to the Company's Sole Executive Body and will be subordinated and controlled by the Chairman of the Company's Board of Directors.

4.2 The Corporate Secretary interacts with the governing bodies, structural units and employees of the Company to the extent that is necessary for the proper exercise of his/her functions.

4.3 Governing bodies and officers of the Company shall fully cooperate in the implementation of the Corporate Secretary of his/her functions.

4.4 Governing bodies, structural units and officers of the Company shall provide the Corporate Secretary with information and documents requested by him/her within his/her competence.

5. CORPORATE SECRETARY'S FUNCTIONS

5.1 The Corporate Secretary shall fulfil the following functions:

5.1.1. Participating in preparation to and holding of the Company's General Meeting of Shareholders including:

- collect, register and arrange a legal expertise of any incoming proposal from the Company's shareholders for the agenda of General Meeting of Shareholders and for nominations to the Company's elected bodies;
- obtain consent for candidates nominated to the Company's elected bodies;
- collect, register and arrange a legal expertise of any incoming demand to hold an Extraordinary General Meeting of Shareholders from the Company's shareholders and other eligible persons;
- develop the agenda, draft resolutions and a schedule for decision-making by the Company's managing bodies on any issue related to arranging and holding a General Meeting of Shareholders;
- arrange and be involved in preparation of documents that must be made available to the shareholders in the course of arrangement of a General Meeting of Shareholders;
- arrange a request to the Company's registrar for a list of persons entitled to participate in the General Meeting of Shareholders;
- arrange that shareholders are provided, in specific cases, with a list of persons entitled to participate in the General Meeting of Shareholders, as well as extracts from that list;

- arrange the preparation of information and documents that must be made available to the participants in a General Meeting of Shareholders and arrange that they can be accessed to the persons entitled to participate in the General Meeting of Shareholders, and that the copies of such documents are made and delivered to the requesting shareholders;
- develop the format and wording for the voting ballots to be sent to the persons entitled to participate in the General Meeting of Shareholders;
- arrange that any voting ballot received by the Company is registered and handed over to the counting commission;
- control the proceedings of the counting commission, receive the voting results minutes, voting ballots, the powers of attorney and other documents generated/made available in the course of arrangement of a General Meeting of Shareholders from the counting commission and arrange that such documents are duly kept;
- prepare a voting results report and the minutes of the General Meeting of Shareholders;
- arrange a request to the Company’s registrar for a list of persons entitled to receive income, as well as other lists of shareholders, so that shareholders can exercise their rights under the Russian law and in accordance with a resolution of a General Meeting of Shareholders;
- control the execution of resolutions of the General Meeting of Shareholders.

5.1.2. Arranging the proceedings of the Board of Directors and its committees including:

- collect information about candidates to the Board of Directors;
- conduct an expertise on each candidate to ensure that they meet the requirements for independent / non-executive director;
- arrange an induction of newly elected members of the Board of Directors, including advice on the Company’s procedures and internal regulations;
- develop the draft agenda, the date and the form of conducting the meeting of the Board of Directors and its committees;
- notify the members of the Board of Directors and its committees, as well as those invited to a meeting about the upcoming meetings of the Board of Directors and its committees in a timely manner;
- ensure that the materials on agenda items are prepared and received by the members of the Board of Directors and its committees on time;
- consult the Board members as requested on corporate law and corporate governance issues;
- participate in meetings of the Board of Directors and its committees, take minutes at meetings of the Board of Directors and its committees;
- ensure that minutes of the Board of Directors and its committees are duly kept, arrange copies of minutes and extracts from minutes;
- initiate and arrange the development of amendments to or new versions of the Company’s internal regulations that govern the proceedings of the Board of Directors and its committees;
- monitor that the Board members receive their remunerations and compensations on time;
- control the execution of resolutions of the Board of Directors and its committees.

5.1.3. Being engaged in delivering a disclosure policy, ensuring the keeping of the Company’s corporate documentation including:

- control that the Company’s documents referred to the applicable legal acts of the Russian Federation are duly kept;
- arrange that shareholders have access to the Company’s documents as provided for by the applicable law and the Company’s regulations;

- ensure that information disclosure requirements are met, including the stage when the following information is developed and disclosed in the form of issuer’s quarterly reports, notices of material facts and any information related to insider information of the Company as the issuer of securities, any documents and information related to the issue and circulation of securities on an organized stock market and any information to be disclosed on the Company’s website, and disclose such information;
 - arrange for the development, update and disclosure of corporate governance related information posted on the Company’s website and other official resources;
 - engage in the development, delivery and update of the Company’s information policy.
- 5.1.4. Ensuring communication with the Company’s shareholders and participation in the prevention of corporate conflicts including:
- collect incoming letters, requests and queries to the Company, develop answers within his/her remit and ensure that shareholders demands are met as required by the law;
 - combat abuse by any party of corporate relations;
 - identify in a timely manner and take action to prevent and resolve any imminent corporate conflicts and notify the Chairman of the Board of Directors and any other authorized persons of any such conflict.
- 5.1.5. Ensuring, within his/her remit, that the Company is in contact with regulatory bodies, trade organizers, registrar and other professional securities market players including:
- monitor proper keeping of the Company’s share register by the Company’s registrar;
 - request and receive information that is necessary for the Company from the Company’s share registry system;
 - as required by the agreement with the registrar and the applicable Russian law, instruct the administrator of the Company’s share register to make necessary operations in the Company’s share registry system;
 - issue copies of the Company’s documents and other information as requested by the professional participants of the securities market and state administrative bodies authorized in corporate relations and securities market regulation;
 - ensure, within his/her remit, the execution of instructions from state bodies.
- 5.1.6. Ensuring the implementation of procedures provided for by the applicable law and the Company’s internal regulations to ensure that the rights and lawful interests of shareholders are observed including:
- initiate the development of internal procedures for corporate actions by the Company, including the amendment of existing or the development of new regulations for the purposes of compliance with the law and best corporate governance practices;
 - arrange that legal requirements and relevant procedures are explained to the shareholders and offer practical assistance for the exercise of shareholder rights;
 - conduct audits to check if corporate procedures are compliant with the law and the Company’s internal regulations;
 - request explanations from the Company’s officers on any identified fact of breach and take action to eliminate such a breach;
 - notify the Chairman of the Board of Directors of any identified breach of legal or internal regulations within his/her remit.

- 5.1.7. Participating in the improvement of the Company's corporate governance system and practices including:
- monitor the applicable law and by-laws regulating the corporate governance issues, as well as trends in development of corporate governance practices in foreign countries and in Russian joint stock companies;
 - develop proposals to improve corporate governance practices and initiate relevant changes to the Company's internal documents;
 - ensure that the Company's securities are maintained in the quotation lists of trade organizers and, specifically, monitor any changes in the requirements contained in the rules for listing and circulating securities on the Russian and foreign stock exchanges.

5.2 The Company's Corporate Secretary shall exercise other functions assigned to him/her by the Company's Charter, internal regulations and the applicable law.

6. CORPORATE SECRETARY'S RIGHTS, OBLIGATIONS AND LIABILITY

- 6.1 The Company's Corporate Secretary has the right to:
- take action to ensure that the Company's officers and employees act in strict adherence to the Company's Charter and other internal regulations insofar as it relates to the Corporate Secretary's functions, as well as any corporate governance and securities market regulations;
 - request and collect any information and documents required by the Corporate Secretary to discharge his/her duties from the Company's officers and managers;
 - within his/her remit, communicate with the Company's structural units to develop drafts of any document related to corporate governance procedures;
 - have access to all and any materials of the Board of Directors and its committees;
 - within his/her remit, refer any issue to the Board of Directors and its committees and work in contact with the Chairman of the Board of Directors and the chairmen of the Board committees.
- 6.2 The Company's Corporate Secretary is obliged to:
- be firmly guided by the Russian law, the Charter and internal regulations of the Company;
 - ensure that shareholder rights and lawful interests are honoured and be guided in the first place by the interests of all the Company's shareholders in the course of addressing any issues;
 - immediately advise the Board of Directors of any situation that may result in a breach of law, shareholder rights, as well as any corporate conflict;
 - take action in a timely manner to prevent and resolve any corporate conflict;
 - hone his/her professional skills, maintain contacts with the professional corporate governance community and act as the Company's representative insofar as it relates to the activities of the Corporate Secretary.
- 6.3 The Corporate Secretary's responsibilities:
- the Corporate Secretary must act in the interests of the Company and exercise his/her powers and duties with regard to the Company in a reasonable manner and in good faith;
 - the Corporate Secretary must not use any confidential information available to him/her or any other protected information coming to his/her knowledge in the course of his/her professional activities to his/her own benefit or to the benefit of any third party;

- the Corporate Secretary will be responsible to the Company for any unlawful disclosure of confidential / insider information;
- the Corporate Secretary will be responsible to the Company for any losses inflicted on the Company through his culpable action/omission to act unless other grounds and liability are established by the federal laws.

7. FINAL PROVISIONS

7.1 These Regulations can be amended or restated by the Board of Directors.

7.2 If provisions of these Regulations conflict with the requirements of the Russian law or the Company's Charter then provisions of the Russian law and the Company's Charter shall prevail.