

# Broad vision, **global perspective**

Appendices to the Annual Report 2019

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**Appendix 1: Report on compliance with the Russian Corporate Governance Code**

This Report on compliance with the Russian Corporate Governance Code is included in the Annual Report in line with Chapter 70 of the Bank of Russia's Regulations No. 454-P On Information Disclosure by Securities Issuers dated 30 December 2014, which has become applicable to the Company following the Continuance Date.

The Russian Corporate Governance Code is the key document regulating national corporate governance standards and is available on the Bank of Russia's website at [www.cbr.ru/publ/Vestnik/ves140418040.pdf](http://www.cbr.ru/publ/Vestnik/ves140418040.pdf). Following the Continuance the Russian Corporate Governance Code has become applicable to the Company.

The Board believes that the Company currently complies with the majority of principles and recommendations of the Russian Corporate Governance Code.

A significant number of the inconsistencies with the Tier 2 principles<sup>1</sup> of the Code identified herein to a large extent stem from the fact that the Company's Continuance from Jersey to Russia took place only recently (in July 2019), and such inconsistencies therefore either (i) are technical in nature and occurring due to the Russian Corporate Governance Code not being applicable to the Company prior to the Continuance for more than a half of the reporting year or (ii) result from the Company still being in the process of transitioning its internal policies and procedures to ensure compliance with the principles and recommendations of the Russian Corporate Governance Code.

In addition, a number of inconsistencies result from the specifics of the Company's status as an international company and the ensuing inapplicability to the Company of certain concepts envisaged in Federal Law No. 208-FZ dated December 26, 1995 "On Joint-Stock Companies" (the "**JSC Law**") by virtue of Federal Law No. 290-FZ dated August 3, 2018 "On International Companies and International Funds (the "**IC Law**") and the Company's Charter.

The Company believes that such inconsistencies do not affect the high standards of corporate governance maintained by the Company in view of the overall system of safeguards and controls set out in the Company's Charter and internal regulations.

The compliance assessment against the recommendations of the Russian Corporate Governance Code is presented below using the table template included in the Bank of Russia's Letter No. IN-06-52/8 dated 17 February 2016 and follows the filling out guidelines described in the letter. The result is based on our self-assessment, taking into account the existing integrated data on the Company's approach to incorporating Russian Corporate Governance Code requirements and the reasons for non-compliance (following the "comply or explain" principle).

The Board certifies that all data in this Report contains full and reliable information on compliance by the Company with the principles and recommendations of the Russian Corporate Governance Code for 2019.

<sup>1</sup> Tier 1 principles are principles set out in the Russian Corporate Governance Code under two-digit numbers, e.g. 1.1, 1.2. Tier 2 principles are principles set out in the Russian Corporate Governance Code under three-digit numbers, e.g. 1.1.1, 1.2.3.

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
1.1.	The company shall ensure fair and equitable treatment of all shareholders in exercising their rights to participate in the governance of the company.			
1.1.1.	The company shall ensure the most favorable conditions for its shareholders to participate in the general meeting, develop an informed position on items on the agenda of the general meeting, coordinate their actions, and voice their opinions on items considered.	1. The company's internal document approved by the general shareholders meeting governing the procedures to hold general meetings of shareholders is publicly available. 2. The company provides accessible means of communication with the company, such as a hotline, e-mail or online forum, to enable shareholders to express their opinion and send questions on the agenda in preparation for the general meeting. The company performed the above actions in advance of each general meeting held in the reporting period.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
1.1.2.	The procedure for giving notice of, and providing relevant materials for, the general meeting shall enable shareholders to properly prepare for attending the general meeting.	1. The notice of an upcoming general shareholders meeting is posted (published) online at least 30 days prior to the date of the general meeting. 2. The notice of an upcoming meeting indicates the location of the meeting and the documents required for admission. 3. Shareholders were given access to the information on who proposed the agenda items and nominees to the company's board of directors and the audit commission.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	While pursuant to the currently effective Charter of the Company the period for notification on an upcoming general shareholders meeting is at least 21 days, the notice on general shareholders meeting held in the reporting period was published 30 days prior to its date.
1.1.3.	In preparation for the general meeting and during the general meeting, shareholders shall be enabled to receive information about, and all materials related to, the meeting, put questions to executive bodies and members of the board of directors, as well as communicate with each other, in an	1. In the reporting period, shareholders were given an opportunity to put questions to members of executive bodies and members of the board of directors in advance of and during the annual general meeting. 2. The position of the board of directors (including dissenting opinions entered in the minutes) on each item on the agenda of general meetings held in the reporting period was	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	In the reporting period, the Company complied with Criteria 1 and 2.  As regards Criterion 3, it should be noted that the only general shareholders meeting of the Company took place on 29 May 2019, i.e. before the Continuance. At that time the Company was a Jersey legal entity and no list of persons entitled to participate in the general meeting has been created as it was not required

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	unobstructed and timely manner.	included in the materials for the general shareholders meeting. 3. The company gave duly authorized shareholders access to the list of persons entitled to participate in the general meeting, as from the date when such list was received by the company, in all instances of general meetings held in the reporting period.		pursuant to the then applicable rules.
1.1.4.	Shareholders shall not encounter unjustified difficulties in exercising their right to request that a general meeting be convened, to nominate candidates to governance bodies, and to make proposals for the agenda of the general meeting.	1. In the reporting period, shareholders had an opportunity to make proposals for the agenda of the annual general meeting for at least 60 days after the end of the respective calendar year. 2. In the reporting period, the company did not reject proposals for the agenda or candidates to management bodies due to misprints or other insignificant flaws in the shareholder's proposal.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
1.1.5.	Each shareholder shall be enabled to freely exercise his/her voting right in the simplest and most convenient way.	1. The internal document (internal policy) contains provisions stipulating that every participant in the general meeting may, before the end of the respective meeting, request a copy of the ballot filled in by them and certified by the counting commission.	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	The Company's internal policies do not contain provisions formally entitling every participant in the general shareholders' meeting to request a copy of the ballot filled in by them and certified by the counting commission.  Nevertheless, the Company aims to facilitate the exercise of voting rights by shareholders in the simplest and most convenient way through electronic voting.  The Charter of the Company envisages a procedure for electronic voting at General Shareholders Meetings to the extent this is envisaged in the relevant decision of the Board. The ballots can be filled out in electronic form via the Internet or be sent to the Company's email address.



	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
1.1.6.	The general meeting procedure established by the company shall equally enable all persons attending the meeting to voice their opinion and ask questions.	1. During general shareholders meetings held in the reporting period in the form of a meeting (joint presence of shareholders), sufficient time was allocated for reports on and discussion of the agenda items. 2. Candidates to the company's management and control bodies were available to answer shareholders' questions during the meeting at which their nominations were put to vote. 3. When passing resolutions on the preparation and holding of general meetings of shareholders, the board of directors considered the use of telecommunications means to provide shareholders with remote access to general meetings in the reporting period.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
1.2.	Shareholders have equal and fair rights to share profits of the company by receiving dividends.			
1.2.1.	The company has developed and introduced a transparent and clear mechanism for determining the dividend amount and paying dividends.	1. The company's dividend policy is developed, approved by the board of directors and disclosed. 2. If the company's dividend policy uses the company's reporting figures to determine the dividend amount, then the respective provisions of the dividend policy shall take into account the consolidated financial statements.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	<p>The Company fully complied with Criterion 1.</p> <p>As regards Criterion 2, pursuant to the Company's Dividend Policy, the Board is authorised to determine the financial statements to be used for payment of dividends (i.e. it is not formally obliged to take into account the consolidated financial statements).</p> <p>At the same time, En+'s Dividend Policy stipulates that the Board shall calculate the minimum dividends as:</p> <ul style="list-style-type: none"> <li>one hundred percent (100%) of dividends received from RUSAL (as long as the Company is a RUSAL shareholder); and</li> <li>seventy-five percent (75%) of Free Cash Flow of the En+ Energy Segment, but in any</li> </ul>

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				<p>event at least US\$ 250 mn per year.</p> <p>The Dividend Policy provides that the Free Cash Flow ratio referenced above shall be calculated pursuant to the Group's consolidated financial statements under IFRS.</p> <p>Thus, although formally the Dividend Policy allows the Board to calculate and pay dividends based on financial statements prepared other than under IFRS, the Dividend Policy in effect is based partially on a ratio derived from the Group's consolidated IFRS Financial Statements.</p>
1.2.2.	The company shall not resolve to pay out dividends if such resolution, while formally remaining in line with statutory restrictions, is not economically feasible and may lead to a false representation of the company's performance.	1. The company's dividend policy contains clear indications of financial/economic circumstances under which the company shall not pay out dividends.	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	<p>The Company's Dividend Policy does not contain specific provisions relating to the financial and economic circumstances under which the company shall not pay out dividends.</p> <p>The Dividend Policy stipulates that when making a decision on payment (declaration) of dividends, the Company shall act in compliance with the restrictions set out in the legislation of the Russian Federation.</p> <p>Furthermore, the Company aims to maintain transparency regarding any plans for payment of dividends. On 28 March 2018, the Company announced that it would not be recommending payment of a dividend for the 2018 financial year due to the "exceptional challenges" faced by the Company during 2018 (relating to the designation of the Company and its subsidiaries, UC RUSAL and JSC EuroSibEnergo, as sanctioned entities on 6 April 2018).</p>

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				Following the removal of the Company, UC RUSAL plc and JSC EuroSibEnerg from the SDN List with effect from 27 January 2019, the Board anticipates dividend payments will be resumed following publication of the Company's full year 2019 financial results.
1.2.3.	The company shall not allow the dividend rights of its existing shareholders to be impaired.	1. In the reporting period, the company did not take any actions that would lead to the impairment of the dividend rights of its existing shareholders.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
1.2.4.	The company shall strive to exclude any ways for its shareholders to receive profit (income) from the company other than dividends and liquidation value.	1. To exclude any ways for its shareholders to receive profit (income) from the company other than dividends and liquidation value, the company's internal documents provide for controls to ensure timely identification and procedure for approval of transactions with affiliates (associates) of the company substantial shareholders (persons entitled to use the votes attached to voting shares) in cases when the law does not formally recognize these transactions as interested party transactions.	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	Generally, pursuant to Clause 1.1 of Article 4 of the IC Law, and as envisaged in Article 31.3 of the Company's Charter, the provisions of Chapters X-XI of the JSC Law (relating to the requirements for approval of major and interested party transactions, respectively) are not applicable to the Company. The Charter and other internal documents of the Company also do not contain any additional procedures relating to the approval of transactions with affiliates of substantial shareholders.  Notwithstanding the above, the Company believes that the interests of its shareholders and the Company are generally duly balanced through the voting and effective control structure agreed in connection with the removal of the Company from the SDN List (in particular, as at 31 December 2019, independent trustees exercised voting rights in respect of 37.68% of the Company's share capital, and the voting stake of the largest shareholder was limited to 35%).

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1.3.	Corporate governance system and practices ensure equal treatment for all shareholders owning the same type (class) of shares, including minority and non-resident shareholders, and their equal treatment by the company.			
1.3.1.	The company has created conditions for fair treatment of each shareholder by the governing bodies and the company's controlling entities, including conditions ruling out abuse of minority shareholders by major shareholders.	1. In the reporting period, the procedures for managing potential conflicts of interest among major shareholders were efficient, and the board of directors paid due attention to conflicts among shareholders, if such conflicts occurred.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
1.3.2.	The company shall not perform actions which lead or may lead to artificial redistribution of corporate control.	1. Quasi-treasury shares do not exist or did not participate in voting in the reporting period.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
1.4.	Shareholders are provided with reliable and effective methods for recording their rights in shares, as well as are enabled to freely dispose of their shares without any hindrance.			
1.4.1.	Shareholders are provided with reliable and effective methods for recording their rights in shares, as well as are enabled to freely dispose of their shares without any hindrance.	1. The quality and reliability of the securities register maintained by the company's registrar meet the requirements of the company and its shareholders.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.1.	The board of directors shall carry out the strategic management of the company, establish the basic principles of, and approaches to, setting up a risk management and internal control system in the company, control the activities of the company's executive bodies, and perform other key functions.			
2.1.1.	The board of directors shall be responsible for passing resolutions related to appointment and removal of executive bodies, including due to their inadequate performance. The board of directors shall also ensure that the company's executive bodies act in accordance with the approved growth strategy and along the company's core lines of business.	1. The board of directors has the authority stipulated in the charter to appoint and remove members of executive bodies and to set out the terms and conditions of their contracts. 2. The board of directors reviewed the report(s) by the sole executive body or members of the collective executive body on the implementation of the company's strategy.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Board regularly reviews reports on the status of implementation of the Board of Directors' instructions; however such reports are prepared by the Management team rather than the General Director (CEO).
2.1.2.	The board of directors shall define the main long-term targets of the company's operations, assess and approve its key	1. In the reporting period, the board of directors reviewed at its meetings matters related to the progress in the implementation of the	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	performance indicators and key business goals, as well as the strategy and business plans for the company's core lines of business.	strategy and its updates, approval of the company's financial and business plan (budget), and consideration of the implementation criteria and performance (including interim criteria and performance) of the company's strategy and business plans.		
2.1.3.	The board of directors shall determine the principles of and approaches to organizing a risk management and internal control system in the company.	1. The board of directors has determined the principles of and approaches to organizing a risk management and internal control system in the company. 2. The board of directors assessed the risk management and internal control system in the company during the reporting period.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.1.4.	The board of directors shall define the company's policy on remuneration due to and/or reimbursement (compensation) of costs incurred by members of the board of directors, executive bodies, and other key executives of the company.	1. The company has developed and put in place the policy on remuneration and/or reimbursement (compensation) of costs of the members of the board of directors, executive bodies, and other key executives, approved by the board of directors. 2. In the reporting period, the board of directors reviewed at its meetings matters related to the said policy (policies).	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Board has approved general levels of compensation for the Board members in the reporting period. The policy on reimbursement (compensation) of costs incurred by the Board members has been approved by the CEO.
2.1.5.	The board of directors shall play a key role in preventing, identifying and settling internal conflicts between the company's bodies, shareholders and employees.	1. The board of directors plays a key role in preventing, identifying and settling internal conflicts. 2. The company has set up a system for identification of transactions involving a conflict of interest, and a set of measures to resolve such conflicts.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.1.6.	The board of directors shall play a key role in ensuring the company's transparency, the timeliness and completeness of its information disclosures, and unhindered access to the company's	1. The board of directors has approved the regulations on information policy. 2. The company has designated the persons responsible for the implementation of the information policy.	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	In the year ended 31 December 2019, the Company did not have in place a formal Information Policy.  As at the date of this Annual Report, the Information Policy was being developed by the Company, and is

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	documents for shareholders.			planned to be adopted by the end of 2020.
2.1.7.	The board of directors shall control the company's corporate governance practices and play a key role in its significant corporate events.	1. In the reporting period, the board of directors considered the matter of the company's corporate governance practices.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.2.	The board of directors shall be accountable to the company shareholders.			
2.2.1.	Performance of the board of directors shall be disclosed and made available to the shareholders.	1. The company's annual report for the reporting period includes the information on individual attendance at board of directors and committee meetings. 2. The annual report contains key results of assessment of the board of directors' work in the reporting period.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Company fully complied with Criterion 1.  As regards Criterion 2, the annual report does not contain a description of the key results of assessment of the Board's work in the reporting period given that no such assessment has been conducted by the Company in 2019 and in 2020 up to the date of this Report.
2.2.2.	The chairman of the board of directors shall be available to communicate with the company shareholders.	1. The company has in place a transparent procedure enabling shareholders to forward questions to the chairman of the board of directors and express their respective position.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.3.	The board of directors shall manage the company in an efficient and competent manner and make fair and independent judgements and decisions in line with the best interests of the company and its shareholders.			
2.3.1.	Only persons with impeccable business and personal reputation, possessing the knowledge and expertise required to make decisions falling within the authority of the board of directors and to perform its functions efficiently, shall be elected to the board of directors.	1. The procedure for assessing the board of directors' performance established in the company includes, inter alia, assessment of professional qualifications of the board members. 2. In the reporting period, the board of directors (or its nomination committee) assessed nominees to the board of directors in terms of having the required experience, knowledge, business reputation, absence of a conflict of interest, etc.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
2.3.2.	The company's board of directors shall be elected as per a transparent enabling procedure enabling shareholders to receive information about candidates which is sufficient to get an idea of their personal and professional qualities.	1. Whenever the agenda of the general shareholders meeting included election of the board of directors, the company provided to shareholders the biographical details of all nominees to the board of directors, the results of their assessment carried out by the board of directors (or its nomination committee), and the information on whether the nominee meets the independence criteria set forth in Recommendations 102–107 of the Code, as well as the nominees' written consent to be elected to the board of directors.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	Information on whether the nominee to the Board met the independence criteria set forth in Recommendations 102–107 of the Russian Corporate Governance Code, and the nominees' written consent to be elected to the Board, were not provided to the general shareholders meeting in 2019 due to the fact that the only general shareholders meeting of the Company in 2019 took place on 29 May 2019, i.e. before the Continuance (when the Company was a Jersey legal entity and the Russian Corporate Governance Code did not apply to it).
2.3.3.	The board of directors shall be balanced, including in terms of qualifications of its members, their experience, knowledge and business qualities, and it shall have the trust of shareholders.	1. As part of assessment of the board of directors carried out in the reporting period, the board of directors analyzed its needs in terms of professional qualifications, experience, and business skills.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.3.4.	The company has a sufficient number of directors to organize the board of directors' activities in the most efficient way, including ability to set up committees of the board of directors and enable the company substantial minority shareholders to elect a nominee to the board of directors for whom they vote.	1. As part of the assessment of the board of directors carried out in the reporting period, the board of directors considered whether the number of members on the board of directors was in line with the company's needs and with the interests of shareholders.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.4.	The board of directors shall include a sufficient number of independent directors.			
2.4.1.	An independent director shall be a person of sufficient	1. In the reporting period, all independent members of the board of directors	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	professionalism, experience and self-reliance to form his/her own opinion, able to make impartial judgements in good faith independent from the company's executive bodies, particular groups of shareholders or other stakeholders. It should also be taken into account that in normal conditions a candidate (elected to the board of directors) cannot be considered independent if he/she is related to the company, its significant shareholder or contractor, the company's competitor, or the government.	met the independence criteria set forth in Recommendations 102–107 of the Code, or were deemed independent by resolution of the board of directors.		
2.4.2.	The compliance of candidates to the board of directors with the criteria for independence shall be assessed, and a regular review of compliance of independent members of the board of directors with such criteria shall be performed. Substance shall prevail over form in such assessments.	1. In the reporting period, the board of directors (or the nomination committee of the board of directors) formed its opinion on the independence of each nominee to the board of directors and presented respective opinions to shareholders. 2. In the reporting period, the board of directors (or the nomination committee of the board of directors) reviewed at least once the independence of the current members of the board of directors listed by the company in its annual report as independent directors. 3. The company has developed procedures defining the actions to be taken by a member of the board of directors if he/she ceases to be independent, including the obligation to timely notify the board of directors thereof.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	<p>The Company fully complies with Criterion 3.</p> <p>As regards Criteria 1 and 2, during the reporting period, the Board specifically confirmed the independence of only two board members – Mr. Burnham and Mr. Jordan. In this respect, the Company notes that all the members of the Board newly elected in 2019 were elected prior to the Continuance (when the provisions of the Corporate Governance Code were not applicable to the Company).</p> <p>At the same time, the Regulations on the Corporate Governance and Nominations Committee (Clause 2.1.8) provide that the CGNC shall conduct an analysis of the professional qualification and evaluation of independence of nominees to the Board on the basis of all information available to the CGNC and assess the independence of existing Board members</p>



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				(Clause 2.1.9), and the Company expects that such assessments and evaluations will be duly conducted going forward.
2.4.3.	At least one-third of the total elected number of members of the board of directors shall be constituted by independent directors.	1. At least one-third of the total number of members of the board of directors shall be constituted by independent directors.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.4.4.	Independent directors shall play a key role in preventing internal conflicts in the company and in the performance by the latter of material corporate actions.	1. Independent directors (who do not have a conflict of interest) carry out a preliminary assessment of material corporate actions implying a possible conflict of interest, and the results of such assessment are presented to the board of directors.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Charter provides for a special procedure aimed at preventing risks arising from transactions and corporate actions involving a conflict of interest: pursuant to Article 25 of the Charter, no member of the Board shall be an interested party, directly or indirectly, if such interest contradicts, or may materially contradict, the Company's interests. If a transaction in which a director is interested does not contradict the Company's interests, the director may enter into such transaction provided that he or she has disclosed his or her interest per the procedure envisaged in the Charter.  Generally, independent directors are actively involved in the review of key matters by the Board, including material transactions.
2.5.	The chairman of the board of directors shall facilitate the best performance of assigned duties by the board of directors.			
2.5.1.	The board of directors shall be chaired by an independent director, or a senior independent director shall be chosen from among the elected independent directors to coordinate the activities of independent directors and enable the interaction with the	1. The board of directors is chaired by an independent director, or a senior independent director is appointed from among the independent directors. 2. The role, rights and duties of the chairman of the board of directors (and, if applicable, of the senior independent director) are duly set out in the company's internal documents.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	chairman of the board of directors.			
2.5.2.	The chairman of the board of directors shall maintain a constructive environment at meetings, enable free discussions of agenda items, and supervise the execution of resolutions passed by the board of directors.	1. The performance of the chairman of the board of directors was assessed as part of the procedure for assessing the efficiency of the board of directors in the reporting period.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.5.3.	The chairman of the board of directors shall take all steps necessary for the timely provision to members of the board of directors of information required to pass resolutions on agenda items.	1. The company's internal documents set out the duty of the chairman of the board of directors to take all steps necessary for the timely provision to members of the board of directors of materials regarding items on the agenda of the board meeting.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	No such provision is included in the Company's internal documents. However, the Regulations on the Board of Directors provide that a notice on convening a Board meeting shall (i) be sent to each Board member at least five calendar days prior to the board meeting and (ii) contain materials and/or documents which may be necessary for considering the agenda items, which, in the Company's view, is sufficient for the purposes of ensuring the timely review by the board members of all required materials.
2.6.	Members of the board of directors shall act reasonably and in good faith in the best interests of the company and its shareholders, relying on sufficient information, exercising due care and prudence.			
2.6.1.	Members of the board of directors shall make decisions based on all information available, without conflict of interest, subject to equal treatment of the company shareholders, and assuming normal business risks.	1. The company's internal documents provide that a member of the board of directors shall notify the board of directors if he/she has a conflict of interest in respect of any issue on the agenda of the board meeting or the board's committee meeting, prior to the discussion of the relevant agenda item. 2. The company's internal documents provide that a member of the board of directors shall abstain from voting on any item in connection with which he/she has a conflict of interest. 3. The company has in place a procedure enabling the board of directors to get	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	As regards Criteria 1 and 2, the Charter of the Company (Article 25) provides that a director may vote at a meeting of the Board relating to a matter in which such Director is interested provided that such Director has disclosed his or her interest in a timely manner (i.e. at the first meeting of the Board during which the respective transaction or arrangement is being considered, or otherwise as soon as possible after the meeting by providing a written notice to the Board Chairman.  As regards Criterion 3, the Regulations on the Board of Directors (para 4.1(d))



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		professional advice on matters within its remit at the expense of the company.		provide that the Board may generally engage outside independent experts to perform the review of draft resolutions of the Board.
2.6.2.	The rights and obligations of members of the board of directors shall be clearly defined and set out in the company's internal documents.	1. The company has adopted and published an internal document clearly defining the rights and obligations of members of the board of directors.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.6.3.	Members of the board of directors shall have sufficient time to perform their duties.	1. Individual attendance at board and committee meetings, as well as time devoted to preparation for attending meetings, was recorded as part of the procedure for assessing the board of directors in the reporting period. 2. In accordance with the company's internal documents, members of the board of directors shall inform the board of their intentions to join management bodies of other organizations (except for entities controlled by, or affiliated to, the company), or of the relevant appointment made.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.6.4.	All directors have equal access to the company's documents and information. Newly elected directors are furnished with sufficient information about the company and performance of the board of directors as soon as possible.	1. In accordance with the company's internal documents, members of the board of directors are entitled to have access to documents and make queries regarding the company and entities under its control, and the company's executive bodies must provide relevant information and documents. 2. The company has in place a formalized induction program for newly elected members of the board of directors.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.7.	Meetings of the board of directors, preparation for such meetings and participation of the members of the board of directors shall ensure efficient performance by the board of directors.			
2.7.1.	Meetings of the board of directors shall be held as needed, taking into account	1. The board of directors held at least six meetings in the reporting year.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	the scale of operations and goals of the company at a particular time.			
2.7.2.	Internal regulations of the company shall provide a procedure for the preparation and holding of the board meetings, enabling members of the board of directors to prepare for such meetings in a proper manner.	1. The company has an approved internal document that describes the procedure for arranging and holding meetings of the board of directors and sets out, in particular, that the notice of the meeting shall be given, as a rule, at least five days prior to such meeting.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
2.7.3.	The format of the meeting of the board of directors shall be determined taking into account the importance of items on the agenda. The most important matters shall be dealt with at meetings of the board of directors held in person.	1. The company's charter or internal document provides for the most important matters (as per the list set out in Recommendation 168 of the Code) to be passed at in-person meetings of the board of directors.	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	<p>The Company's Charter and internal documents do not contain such a provision. At the same time, the Charter provides that a member of the Board absent from a meeting may express their opinion on the agenda items in writing, in which case their vote shall be taken into account when determining the quorum and results of voting (Article 24.6).</p> <p>The Company notes that, in the Company's view, introducing a provision requiring the consideration of the most important matters at in-person meetings of the Board may be difficult to implement given that the majority of the Independent Director and the Executive Chairman are based outside of Russia. For the purposes of mitigating potential risks arising from the adoption of decision during <i>in absentia</i> meetings, the Company maintains a practice of regular conference calls among Board members for discussion of key matters relating to the Company's operations.</p>
2.7.4.	Resolutions on most important matters relating to the company's operations shall be passed at a meeting of the board	1. The company's charter provides for resolutions on the most important matters set out in Recommendation 170 of the Code to be passed at a meeting of the	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	<p>This provision is not included into the Company's Charter.</p> <p>Generally, per the practice established in the Company, the Board aims to prepare</p>

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	of directors by a qualified majority or by a majority of all elected board members.	board of directors by a qualified majority of at least three quarters or by a majority of all elected board members.		draft resolutions which take into account the views of all members of the Board.  The risks stemming from partial compliance with Recommendation 170 are mitigated by the traditionally high rate of participation of members of the Board in meetings and adoption of decisions on the basis of consensus with prior consideration of most important matters within the Board's committees.
<b>2.8.</b>	The board of directors shall set up committees for preliminary consideration of the most important issues related to the business of the company.			
<b>2.8.1.</b>	To preview matters related to controlling the Company's financial and business activities, it is recommended to set up an audit committee comprised of independent directors.	1. The board of directors has set up an audit committee comprised solely of independent directors. 2. The company's internal documents set out the tasks of the audit committee, including those listed in Recommendation 172 of the Code. 3. At least one member of the audit committee represented by an independent director has experience and knowledge of preparing, analyzing, assessing and auditing accounting (financial) statements. 4. Meetings of the audit committee were held at least once a quarter during the reporting period.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
<b>2.8.2.</b>	To preview matters related to adopting an efficient and transparent remuneration scheme, a remuneration committee shall be set up, comprised of independent directors and headed by an independent director who is not the chairman of the board of directors.	1. The board of directors has set up a remuneration committee comprised solely of independent directors. 2. The remuneration committee is headed by an independent director who is not the chairman of the board of directors. 3. The company's internal documents set out the tasks of the remuneration committee, including those listed in Recommendation 180 of the Code.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Company fully complies with Criteria 1 and 2.  As regards Criterion 3, the tasks of the Remuneration Committee described in the Regulations on Remuneration Committee are in line with those set out in Recommendation 180 of the Corporate Governance Code, except for functions relating to matters pertaining to the remuneration, performance evaluation and entry into agreements with "other key managing employees".

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
				In this respect, the Company notes that the Regulations on the Remuneration committee are in compliance with the Charter which does not vest the Board with powers with respect to determining and approving the remuneration of "other key managing employees" (other than the CEO and the head of the Company's internal audit function).
<b>2.8.3.</b>	To preview matters related to talent management (succession planning), professional composition and efficiency of the board of directors, a nomination (appointments and HR) committee shall be set up, predominantly comprised of independent directors.	1. The board of directors has set up a nomination committee (or its tasks listed in Recommendation 186 of the Code are fulfilled by another committee) predominantly comprised of independent directors. 2. The company's internal documents set out the tasks of the nomination committee (or the tasks of the committee with combined functions), including those listed in Recommendation 186 of the Code.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Company fully complies with Criterion 1.  As regards Criterion 2, the tasks of the Corporate Governance and Nominations Committee described in the Regulations on Corporate Governance and Nominations Committee are in line with those set out in Recommendation 186 of the Corporate Governance Code save for functions relating to analyzing the Company's needs and requirements to qualifications of "other key managing employees", and forming recommendations to the Board in connection with candidates to the posts of "other key managing employees".  In this respect, the Company notes that Regulations on the Corporate Governance and Nominations Committee are in compliance with the Charter which does not vest the Board with powers with respect to appointing "other key managing employees". In keeping with the Board's competence under the Charter, the Regulations provide the CGNC with such powers in respect of the CEO and the head of the internal audit function.
<b>2.8.4.</b>	Taking into account the company's scope of business and level	1. In the reporting period, the board of directors considered whether the	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	of risks, the company's board of directors made sure that the composition of its committees is fully in line with company's business goals. Additional committees were either set up or not deemed necessary (strategy committee, corporate governance committee, ethics committee, risk management committee, budget committee, health, safety and environment committee, etc.).	composition of its committees was in line with the board's tasks and the company's business goals. Additional committees were either set up or not deemed necessary.		
<b>2.8.5.</b>	Committees shall be composed so as to enable comprehensive discussions of matters under preview, taking into account the diversity of opinions.	1. Committees of the board of directors are headed by independent directors. 2. The company's internal documents (policies) include provisions stipulating that persons who are not members of the audit committee, the nomination committee and the remuneration committee may attend committee meetings only by invitation of the chairman of the respective committee.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
<b>2.8.6.</b>	Committee chairmen shall inform the board of directors and its chairman on the work of their committees on a regular basis.	1. During the reporting period, committee chairmen reported to the board of directors on the work of committees on a regular basis.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
<b>2.9.</b>	The board of directors shall ensure performance assessment of the board of directors, its committees and members of the board of directors.			
<b>2.9.1.</b>	The board of directors' performance assessment shall be aimed at determining the efficiency of the board of directors, its committees and members, consistency of their work with the company's development requirements, as well as bolstering the work	1. Self-assessment or external assessment of the board of directors' performance carried out in the reporting period including performance assessment of committees, individual members of the board of directors and the board of directors in general. 2. Results of self-assessment or external assessment of the board of directors' performance	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	No self-assessment or external assessment of the board of directors' performance was carried out in the reporting period.  At the same time, the Regulations on the Corporate Governance and Nominations Committee approved by the Board on 13 December 2019, provide that the Corporate Governance and Nominations Committee

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	of the board of directors and identifying areas for improvement.	carried out in the reporting period were reviewed at the in-person meeting of the board.		shall conduct an internal evaluation of the Board, its members and committees on an annual basis.  The Company expects that such evaluation will be conducted in 2020.
<b>2.9.2.</b>	Performance of the board of directors, its committees, and members shall be assessed regularly at least once a year. An external advisor shall be engaged at least once in three years to conduct an independent assessment of the board of directors' performance.	1. The company engaged an external advisor to conduct an independent assessment of the board of directors' performance at least once over the last three reporting periods.	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	For the past three years, the Company did not engage an external advisor to conduct an independent assessment of the Board of Directors' performance.  As noted in 2.9.1 above, the Regulations on the Corporate Governance and Nominations Committee approved by the Board on 13 December 2019 provide that the Corporate Governance and Nominations Committee shall annually conduct an internal evaluation of the Board, its members and committees. The Company expects that such evaluation will be conducted in 2020.  The Company may also consider engaging an independent external advisor in the future.
<b>3.1.</b>	The company's corporate secretary shall ensure efficient ongoing interaction with shareholders, coordinate the company's efforts to protect shareholder rights and interests and support the activities of the board of directors.			
<b>3.1.1.</b>	The corporate secretary shall have the knowledge, experience and qualifications sufficient to perform his/her duties, as well as an impeccable reputation and the trust of shareholders.	1. The company has adopted and published an internal document – regulations on the corporate secretary. 2. The biographical data of the corporate secretary are published on the corporate website and in the company's annual report with the same level of detail as for members of the board of directors and the company's executives.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	Criterion 2 was not complied with in the reporting year as the biographical data of the Corporate Secretary was not published on the corporate website.
<b>3.1.2.</b>	The corporate secretary shall be sufficiently independent of the company's executive bodies and have the powers and resources	1. The board of directors approves the appointment, dismissal and additional remuneration of the corporate secretary.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Regulations on Corporate Secretary envisage that the Corporate Secretary is appointed and removed by the sole executive body of the Company (the CEO) in consultations with the Board.

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	required to perform his/her tasks.			<p>In November 2019, the Board provided its consent to the appointment of Mr. Sergey Makarchuk as the Company's Corporate Secretary.</p> <p>Furthermore, per the Regulations on Remuneration Committee and the Regulations on Corporate Secretary, the Remuneration Committee is entitled to review matters relating to the remuneration of the Corporate Secretary, and prepares recommendations to the Board in connection with remuneration of the Corporate Secretary. The remuneration and compensation of the Corporate Secretary are determined by internal regulations of the Company and the agreement with the Corporate Secretary entered into in consultations with the Board subject to recommendations of the Remuneration Committee.</p>
4.1.	Remuneration payable by the company shall be sufficient to attract, motivate, and retain people with competencies and qualifications required by the company. Remuneration payable to the members of the board of directors, executive bodies and other key executive officers of the company shall be in compliance with the approved remuneration policy of the company.			
4.1.1.	The amount of remuneration paid by the company to members of the board of directors, executive bodies and other key executives shall create sufficient incentives for them to work efficiently, while enabling the company to engage and retain competent and qualified specialists. At the same time, the company shall avoid unnecessarily high remuneration, as well as unjustifiably large gaps between remunerations of the above persons and the company's employees.	1. The company has in place an internal document (internal documents) – the policy (policies) on remuneration of members of the board of directors, executive bodies and other key executives, which clearly defines (define) the approaches to remuneration of the above persons.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
4.1.2.	The company's remuneration policy shall be devised by the remuneration committee and approved by the board of directors. The board of directors, assisted by the remuneration committee, shall ensure control over the introduction and implementation of the company's remuneration policy, revising and amending it as required.	1. During one reporting period, the remuneration committee considered the remuneration policy (policies) and the practical aspects of its (their) introduction and presented relevant recommendation to the board of directors as required.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
4.1.3.	The company's remuneration policy shall include transparent mechanisms for determining the amount of remuneration due to members of the board of directors, executive bodies and other key executives of the company, and regulate all types of expenses, benefits and privileges provided to such persons.	1. The company's remuneration policy (policies) includes (include) transparent mechanisms for determining the amount of remuneration due to members of the board of directors, executive bodies and other key executives of the company, and regulates (regulate) all types of expenses, benefits and privileges provided to such persons.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	<p>In the reporting period, the Company's remuneration policy did not contain a detailed description of mechanisms applicable to determining the amount of remuneration due to members of the Board, the CEO, or the types of expenses, benefits and privileges provided to such persons.</p> <p>The Company notes that the absence of such provisions in the Company's Remuneration Policy in effect during the reporting period and as at the date of this Report stems from the fact that such Policy was adopted prior to the Continuance in line with the provisions and principles of Jersey law applicable to the Company at that time.</p> <p>The Company further notes that under the Regulations on Remuneration Committee (paragraph 2.1.2), the Remuneration Committee is authorised to revise and correct the Company's remuneration policy as and when necessary, and the Company may revise the Remuneration Policy in the future.</p>



	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
4.1.4.	The company shall define a policy on reimbursement (compensation) of costs detailing a list of reimbursable expenses and specifying service levels that members of the board of directors, executive bodies and other key executives of the company can claim. Such policy can make part of the company's remuneration policy.	1. The remuneration policy (policies) defines (define) the rules for reimbursement of costs incurred by members of the board of directors, executive bodies and other key executives of the company.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
4.2.	Remuneration system of members of the board of directors shall ensure alignment of financial interests of the directors with long term financial interests of the shareholders.			
4.2.1.	The company shall pay fixed annual remuneration to members of the board of directors. The company shall not pay remuneration for attending particular meetings of the board of directors or its committees. The company shall not apply any form of short-term motivation or additional financial incentive for members of the board of directors	1. Fixed annual remuneration was the only form of monetary remuneration payable to members of the board of directors for their service on the board of directors during the reporting period.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
4.2.2.	Long-term ownership of the company's shares shall help align the financial interests of members of the board of directors with long-term interests of shareholders to the utmost. At the same time, the company shall not link the right to dispose of shares to performance targets, and members of the board of directors shall not participate in stock option plans.	1. If the company's internal document(s) – the remuneration policy (policies) stipulates (stipulate) provision of the company's shares to members of the board of directors, clear rules for share ownership by board members shall be defined and disclosed, aimed at stimulating long-term ownership of such shares.	<i>Not applicable as the En+ remuneration policy does not envisage provision of the Company's shares to members of the Board.</i>	
4.2.3.	The company shall not provide for any extra payments or compensations in the event of early	1. The company shall not provide for any extra payments or compensations in the event of early termination of	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	termination of office of members of the board of directors resulting from the change of control or any other reasons whatsoever.	office of members of the board of directors resulting from the change of control or any other reasons whatsoever.		
4.3.	The company shall consider its performance and achievement of such performance, when determining the amount of a fee payable to members of the executive bodies and other key executive officers of the company.			
4.3.1.	Remuneration due to members of executive bodies and other key executives of the company shall be determined in a manner providing for reasonable and justified ratio of the fixed and variable parts of remuneration, depending on the company's results and the employee's personal contribution.	1. In the reporting period, annual performance results approved by the board of directors were used to determine the amount of the variable part of remuneration due to members of executive bodies and other key executives of the company. 2. During the latest assessment of the system of remuneration of members of executive bodies and other key executives of the company, the board of directors (remuneration committee) made sure that the company applies efficient ratio of the fixed and variable parts of remuneration. 3. The company has in place a procedure that guarantees return to the company of bonus payments illegally received by members of executive bodies and other key executives of the company.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	As noted in 4.1.3 above, in the reporting period and as at the date of this Report, the Company applied the Remuneration Policy and remuneration system adopted prior to the Continuance in line with the provisions of Jersey law applicable to the Company at that time. Such Remuneration Policy and system do not envisage specific procedures relating to approval of the fixed and variable components of remuneration of the Company's key executives.  Furthermore, as envisaged by the Company's Charter (Articles 21.1.34 and 21.1.46), the Board is tasked with approving the annual key performance indicators (KPIs) for the CEO and the assessment of their achievement in the framework of the annual assessment of the implementation of the Company's business plan, and is authorized to approve the terms of contract entered into with the CEO. In addition, the Regulations on Remuneration Committee (paragraph 2.1.3) authorize the Committee to perform a preliminary year-end performance evaluation of the CEO in the context of the established remuneration criteria.  In the reporting period the Board has approved the annual KPIs for the CEO.  As regards Criterion 3, the Company does not have in

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
				place a formal procedure guaranteeing return to the Company of bonus payments illegally received by the CEO and other key executives of the Company. However, should any such situations arise, the Company expects to resolve them in compliance with the applicable laws.
4.3.2.	The company shall put in place a long-term incentive program for members of executive bodies and other key executives of the company with the use of the company's shares (options and other derivative instruments where the company's shares are the underlying asset).	1. The company has in place a long-term incentive program for members of executive bodies and other key executives of the company with the use of the company's shares (financial instruments based on the company's shares). 2. The long-term incentive program for members of executive bodies and other key executives of the company implies that the right to dispose of shares and other financial instruments used in this program shall take effect at least three years after such shares or other financial instruments are granted. The right to dispose of such shares or other financial instruments is linked to the company's performance targets.	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	The Company does not currently have in place a long-term incentive program for the CEO or any other key executives.  The Company may consider introducing such a policy in the future to the extent appropriate in view of its strategic goals and other relevant considerations.
4.3.3.	The compensation (golden parachute) payable by the company in case of early termination of powers of members of executive bodies or key executives at the company's initiative, provided that there have been no actions in bad faith on their part, shall not exceed the double amount of the fixed part of their annual remuneration.	1. In the reporting period, the compensation (golden parachute) payable by the company in case of early termination of the powers of executive bodies or key executives at the company's initiative, provided that there have been no actions in bad faith on their part, did not exceed the double amount of the fixed part of their annual remuneration.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
5.1.	The company shall put in place an effective risk management and internal control system providing reasonable assurance in the achievement of the company's goals.			
5.1.1.	The company's board of directors shall determine the	1. Functions of different management bodies and units of the company in the	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	principles of and approaches to organizing a risk management and internal control system at the company.	risk management system and internal control are clearly defined in the company's internal documents/relevant policy approved by the board of directors.		
5.1.2.	The company's executive bodies shall ensure establishment and continuous operation of an efficient risk management and internal control system in the company.	1. The company's executive bodies ensured the distribution of functions and powers related to risk management and internal control between the heads (managers) of units and departments accountable to them.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
5.1.3.	The company's risk management and internal control system ensures an objective, fair and clear representation of the current state of the company and its future prospects, the integrity and transparency of the company's reporting, as well as reasonable and acceptable risk exposure.	1. The company has in place the anti-corruption policy. 2. The company has arranged for accessible means of notifying the board of directors or the board's audit committee about violations of the law, the company's internal procedures and code of ethics.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	In 2019 and currently, the Group did not, and does not, have a formally documented anti-corruption policy. However, the Company maintains a number of policies aimed at preventing bribery and corruption: <ul style="list-style-type: none"> <li>- maintaining a special procedure for conclusion of government contracts;</li> <li>- including anti-corruption clauses into contracts with counterparties;</li> <li>- implementing a comprehensive anticorruption training program for employees of En+.</li> </ul> The Company plans to develop and adopt a formal anti-corruption policy in the course of 2020.
5.1.4.	The company's board of directors shall take necessary measures to make sure that the company's risk management and internal control system is consistent with the principles of, and approaches to, its setting up determined by the board of directors, and that the	1. In the reporting period, the board of directors or the board's audit committee assessed the efficiency of the company's risk management and internal control system. The information on the key results of this assessment is included in the company's annual report.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	system is functioning efficiently.			
<b>5.2.</b>	The company shall perform internal audit for the regular independent assessment of the reliability and effectiveness of the risk management and internal control systems and corporate governance.			
<b>5.2.1.</b>	The company shall set up a separate business unit or engage an independent external organization to carry out internal audits. The functional and administrative subordination of the internal audit unit shall be separated. The internal audit unit shall functionally report to the board of directors.	1. To perform internal audits, the company has set up a separate internal audit unit functionally reporting to the board of directors or the audit committee, or engaged an independent external organization under the same principle of subordination.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
<b>5.2.2.</b>	The internal audit division shall assess the performance of the internal control, risk management, and corporate governance systems. The company shall apply generally accepted standards of internal audit.	1. In the reporting period, the performance of the internal control and risk management system was assessed as part of the internal audit procedure. 2. The company applies generally accepted approaches to internal audit and risk management.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
<b>6.1.</b>	The company and its business shall be transparent for shareholders, investors, and other interested parties.			
<b>6.1.1.</b>	The company shall develop and adopt an information policy ensuring an efficient exchange of information between the company, its shareholders, investors, and other interested parties.	1. The company's board of directors approved an information policy developed in accordance with the Code's recommendations. 2. The board of directors (or one of its committees) considered the matters related to the company's compliance with its information policy at least once in the reporting period.	<input type="checkbox"/> Full <input type="checkbox"/> Partial <input checked="" type="checkbox"/> None	In the period under review, the Company did not have in place a formal Information Policy. As at the date of this Report, such policy is being developed by the Company and is planned to be adopted in the course of 2020.
<b>6.1.2.</b>	The company shall disclose information on its corporate governance system and practices, including detailed information on compliance with the principles and recommendations of this Code.	1. The company discloses information on its corporate governance system and general principles of corporate governance applied in the company, in particular, on the corporate website. 2. The company discloses information on the composition of executive bodies and the board of directors, independence of	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
		the board members and their membership in the board's committees (as defined in the Code). 3. If the company has a controlling person, the company publishes a memorandum of the controlling person setting out the latter's plans for the company's corporate governance.		
<b>6.2.</b>	The company shall make timely disclosures of complete, updated and reliable information to allow shareholders and investors to make informed decisions.			
<b>6.2.1.</b>	The company shall disclose information based on the principles of regularity, consistency and promptness, as well as availability, reliability, completeness, and comparability of disclosed data.	1. The company's information policy defines the approaches to, and criteria of, identification of information that can have a material impact on the company's evaluation and the price of its securities, as well as procedures ensuring timely disclosure of such information. 2. If the company's securities are traded on foreign regulated markets, the company shall ensure concerted and equivalent disclosure of material information in the Russian Federation and in the said markets in the reporting period. 3. If foreign shareholders hold a significant amount of the company's shares, during the reporting year, information was disclosed not only in the Russian language, but also in one of the most widespread foreign languages.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Company complies with Criteria 2 and 3.  As regards Criterion 1, in the period under review, the Company did not have in place a formal Information Policy. As at the date of this report, such policy is being developed by the Company and is planned to be adopted in the course of 2020.
<b>6.2.2.</b>	The company shall strive to avoid a formalistic approach to information disclosure, and to disclose critical information about its operations even if such disclosure is not required by law.	1. In the reporting period, the company disclosed annual and 6M financial statements prepared under the IFRS. The company's annual report for the reporting period contains annual financial statements prepared under the IFRS, along with the auditor's report. 2. The company discloses complete information on its capital structure, as stated in Recommendation 290 of the Code, in its annual	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
		report and on the official website of the company.		
6.2.3.	The annual report, as one of the most important tools of information exchange with shareholders and other stakeholders, shall contain information enabling assessment of the company's performance in the reporting year.	1. The company's annual report contains information on the key aspects of the company's operations and its financial results. 2. The company's annual report contains information on the environmental and social aspects of the company's operations.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
6.3.	The company shall provide information and documents as per the requests of shareholders in compliance with principles of fairness and ease of access.			
6.3.1.	The company shall provide information and documents as per the requests of shareholders in compliance with principles of fairness and ease of access.	1. The company's information policy establishes the procedure for providing shareholders with easy access to information, including information on legal entities controlled by the company, as requested by shareholders.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	In the reporting year, the Company did not have a formal information policy in place.  However, the Company's Charter envisages that the Company is obliged to provide any shareholder upon request with access to the Company's register of shareholders (provided that the shareholder has specified a reasonable business purpose).
6.3.2.	When providing information to shareholders, the company shall ensure reasonable balance between the interests of particular shareholders and its own interests consisting in preserving the confidentiality of important commercial information which may materially affect its competitiveness.	1. In the reporting period, the company did not refuse shareholders' requests for information, or such refusals were justified. 2. In cases defined by the information policy, shareholders are warned of the confidential nature of the information and undertake to maintain its confidentiality.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
7.1.	Actions that significantly impact or may significantly impact the share capital structure or financial condition of the company and, respectively, shareholders position (material corporate actions) shall be fairly executed providing observance of rights and interests of shareholders and other stakeholders.			
7.1.1.	Material corporate actions shall include restructuring of the company, acquisition of 30% or more of the company's voting shares (takeover), execution by the	1. The company's charter provides for a list of transactions or other actions classified as material corporate actions, and criteria for their identification. Resolutions on material corporate	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Company's Charter does not envisage the concept of material corporate actions.  Generally, the following matters (which are included into the list of material

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	company of significant transactions, increase or reduction of the company's charter capital, listing or delisting of the company's shares, as well as other actions which may lead to material changes in the rights of shareholders or violation of their interests. The charter of the company shall provide a list of transactions, or other actions classified as material corporate actions pertaining to the competence of the board of directors of the company.	actions are referred to the competence of the board of directors. When execution of such corporate actions is expressly referred by law to the competence of the general shareholders meeting, the board of directors presents relevant recommendations to shareholders. 2. Under the charter, material corporate actions include at least: company reorganization, acquisition of 30% or more of the company's voting shares (in case of takeover), entering in significant transactions, increase or reduce of the company's charter capital, listing or delisting of the company's shares.		corporate actions under the Corporate Governance Code) fall within the competence of the General Shareholders Meeting: <ul style="list-style-type: none"> <li>reorganization of the Company;</li> <li>increase/reduction of the Company's share capital;</li> <li>listing/delisting of the Company's shares.</li> </ul> In order to ensure the due consideration of the above matters by the Board prior to their review by the General Shareholders Meeting, the Charter envisages that the Board shall provide recommendations to shareholders to approve changes in the structure of the Company's share capital, including reduction of share capital. In addition, the Board is generally tasked with the preliminary approval and drafting of recommendations on resolutions and relevant documentation to be submitted to the General Shareholders Meeting.  As regards significant transactions, the Charter provides that the Board should adopt decisions on the approval of transactions (including, <i>inter alia</i> , any loans, guarantees and sureties) with a value exceeding USD 75,000,000.
7.1.2.	The board of directors shall play a key role in making decisions or working out recommendations regarding material corporate actions, relying on the opinions of the company's	1. The company has in place a procedure enabling independent directors to express their opinions on material corporate actions prior to approval thereof.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	The Company does not have in place a specific procedure aimed at enabling independent directors to express their opinions on material corporate actions (or any of the significant transactions identified in 7.1.1 above).



	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
	independent directors.			At the same time, the Company believes that independent directors play a key role in rendering all of the Board's decision, given that 7 out of 12 Board members are Independent Directors.
7.1.3.	When taking material corporate actions affecting the rights and lawful interests of shareholders, equal terms and conditions shall be ensured for all shareholders of the company, and, in case of insufficient statutory mechanisms for protecting shareholder rights, additional measures shall be taken to protect the rights and lawful interests of the company's shareholders. In doing so, the company shall be guided by the corporate governance principles set forth in the Code, as well as by formal statutory requirements.	1. Taking into account the specifics of the company's operations, the company's charter establishes lower minimum criteria for the company's transactions to be deemed material corporate actions than those provided by law. 2. In the reporting period, all material corporate actions were subject to the approval procedure prior to execution.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	As explained in 7.1.1 above, the Company's Charter does not formally recognise the concept of "material corporate actions". At the same time, pursuant to the Charter, transactions with a value exceeding USD 75,000,000 are generally subject to review and approval by the Board.
7.2.	The company shall execute material corporate actions in such a way as to ensure that shareholders timely receive complete information about such actions, allowing them to influence such actions and guaranteeing adequate protection of their rights when performing such actions.			
7.2.1.	Information about material corporate actions shall be disclosed with explanations of the grounds, circumstances and consequences.	1. In the reporting period, the company disclosed information about its material corporate actions in due time and in detail, including the grounds for, and timelines of, such actions.	<input checked="" type="checkbox"/> Full <input type="checkbox"/> Partial <input type="checkbox"/> None	
7.2.2.	Rules and procedures related to material corporate actions taken by the company shall be set out in the company's internal documents.	1. The company's internal documents provide for the procedure for engaging an independent appraiser to determine the value of the property disposed of or acquired pursuant to a major transaction or an interested party transaction.	<input type="checkbox"/> Full <input checked="" type="checkbox"/> Partial <input type="checkbox"/> None	In respect of Criterion 1, the Company notes that the provisions of the JSC Law relating to the approval of major and interested party transactions do not apply to the Company (as discussed in greater detail in 1.2.4 above).

	Corporate governance principles	Compliance criteria	Compliance status	Reasons for non-compliance
		2. The company's internal documents provide for the procedure for engaging an independent appraiser to assess the value of the company's shares at their repurchase or redemption. 3. The company's internal documents provide for an expanded list of grounds on which members of the company's board of directors as well as other persons envisaged by law are deemed to be interested parties to the company's transactions.		As regards Criterion 2, the Company notes that the requirement for engaging an independent appraiser to assess the value of the company's shares at their repurchase or redemption is set out in the JSC Law (Article 75(3)). Per the Company's Charter and in line with the IC Law, the provisions of the JSC Law are not applicable to the Company (unless expressly specified otherwise in the Charter); thus, the Company did not include the relevant provisions into its internal documents.  As regards Criterion 3, in addition to the explanation in connection with Criterion 1 above, the Company notes that although provisions of the JSC Law relating to approval of interested party transactions do not apply to the Company, the Charter provides that generally no member of the Board shall have a direct or indirect interest in a transaction contrary to the Company's interests.

**Appendix 2: Information on Material Transactions Concluded by the Company and its Significant Subsidiaries in 2019**

Pursuant to Clause 1.1 of Article 4 of Federal Law No. 290-FZ dated 3 August 2018 “On International Companies and International Funds” (as amended) and as envisaged in Article 31.3 of the Charter, the provisions of Chapters X and XI of Federal Law No. 208-FZ dated 26 December 1995 “On Joint-Stock Companies” (as amended) (relating to the requirements for approval of major and interested party transactions, respectively) do not apply to the Company. Accordingly, the Company does not disclose information on the entry into major and interested party transactions in its annual reports.

In the reporting year, the Company and its significant subsidiaries entered into the following material transactions:

<i>Transaction No. 1</i>	
Date of entry into the transaction	4 September 2019
Value of the transaction	RUB 35,000,000,000 (total for the Property Lease Agreement)
Parties	JSC Krasnoyarsk HPP as Lessor JSC EuroSibEnergO as Lessee
Description/subject matter of the transaction	Agreement No. 7 on amendment of Property Lease Agreement No. 016-49-1.09/12376 dated 1 September 2015 entered into between JSC Krasnoyarsk HPP and JSC EuroSibEnergO.  The transaction constitutes a major transaction for JSC Krasnoyarsk HPP (the value of the transaction comprised 70.8% of the balance sheet value of assets of JSC Krasnoyarsk HPP calculated as at 30 June 2019).
Link to disclosure via Interfax (e-Disclosure)	<a href="https://www.e-disclosure.ru/portal/event.aspx?EventId=kNZwfPDI5Uu8dSSpAC83eQ-B-B">https://www.e-disclosure.ru/portal/event.aspx?EventId=kNZwfPDI5Uu8dSSpAC83eQ-B-B</a>
<i>Transaction No. 2</i>	
Date of entry into the transaction	25 December 2019
Value of the transaction	RUB 108,505,873,178.97
Parties	JSC RUSSIAN ALUMINIUM as Borrower UNITED COMPANY RUSAL PLC as Creditor
Description/subject matter of the transaction	Entry into Additional Agreement No. 3 to Intragroup Loan Agreement dated 24 December 2015 between JSC RUSSIAN ALUMINIUM (Borrower) and UNITED COMPANY RUSAL PLC (Creditor).  The transaction constitutes a major transaction for JSC RUSSIAN ALUMINIUM (the value of the transaction comprised of assets of JSC RUSSIAN ALUMINIUM calculated as at 31 December 2018).
Link to disclosure via Interfax (e-Disclosure)	<a href="https://www.e-disclosure.ru/portal/event.aspx?EventId=o3Q708eB0UST-AsJL8AtWZw-B-B">https://www.e-disclosure.ru/portal/event.aspx?EventId=o3Q708eB0UST-AsJL8AtWZw-B-B</a>
<i>Transaction No. 3</i>	
Date of entry into the transaction	26 December 2019
Value of the transaction	RUB 101,500,000,000
Parties	EN+ GROUP IPJSC as Surety

	PJSC “Sberbank” as Creditor JSC EuroSibEnergO as Borrower (Beneficiary)
Description/subject matter of the transaction	Providing a suretyship to the Creditor in respect of the Borrower's obligations under Agreement No. 7347 on the opening of a non-revolving credit line entered into between the Creditor and the Borrower.  The value of the transaction comprised 31.98% of the value of the assets of EN+ GROUP IPJSC calculated as at 30 September 2019 under IFRS.
Link to disclosure via Interfax (e-Disclosure)	<a href="https://www.e-disclosure.ru/portal/event.aspx?EventId=Xt7yVqlqKU2JjgpR105Xsg-B-B">https://www.e-disclosure.ru/portal/event.aspx?EventId=Xt7yVqlqKU2JjgpR105Xsg-B-B</a>
<i>Transaction No. 4</i>	
Date of entry into the transaction	26 December 2019
Value of the transaction	RUB 101,500,000,000
Parties	JSC Krasnoyarsk HPP as Surety PJSC Sberbank as Creditor JSC EuroSibEnergO as Borrower (Beneficiary)
Description/subject matter of the transaction	Providing a suretyship to the Creditor in respect of the Borrower's obligations under Agreement No. 7347 on the opening of a non-revolving credit line entered into between the Creditor and the Borrower.  The transaction constitutes a major transaction for JSC Krasnoyarsk HPP (the value of the transaction comprised 252.464% of the balance sheet value of assets of JSC Krasnoyarsk HPP calculated as at 30 September 2019).
Link to disclosure via Interfax (e-Disclosure)	<a href="https://www.e-disclosure.ru/portal/event.aspx?EventId=dF1Rz7naK0SI5K-CaKWILkQ-B-B">https://www.e-disclosure.ru/portal/event.aspx?EventId=dF1Rz7naK0SI5K-CaKWILkQ-B-B</a>

Appendix 3: Energy resource consumption

Group’s energy resources consumption data<sup>2</sup> for 2019:

Type of energy resource	Metals segment		Power segment	
	Volume	Cost, mn USD	Volume	Cost, mn USD <sup>3</sup>
Electric energy (purchased), GWh	63,156	1,632	1,212	51
Electric energy produced and consumed for balance-of-plant needs by Hydro Power Generation Facilities, MWh	-	-	570,401	6
Thermal energy, Gcal	743,552	12	682,568	10
Natural gas, thousand m <sup>3</sup>	2,998,382	292	990,129	71
Heating oil, t	566,309	174	15,143	5
Coal, t	3,470,744	91	11,316,031	223
Biofuel, t	59,564	11	11,137	-
Other fuel types, t	116,606	79	46,517	32

<sup>2</sup> Data is based on the energy consumption information of main production sites of both segments and does not include intercompany elimination.

Excluding Boguchany Aluminium Smelter (BoAZ), a joint 50:50 project of RUSAL and RusHydro.  
For the avoidance of double accounting, the above is exclusive of any data on electricity and heat produced by burning purchased fossil fuels and consumed for balance-of-plant needs at respective generation facilities.

<sup>3</sup> Calculated based on USD/RUB average exchange rate of 64.74 for 2019.

Appendix 4: List of the Company’s branches

Name of branch	Address
EN+ GROUP IPJSC, London Branch	8 Cleveland Row, London SW1A 1DH, UK
EN+ GROUP IPJSC, Limassol Branch	Krinou, 3, The Oval, Floor 2, Office 204, P.C. 4103, Limassol, Cyprus
EN+ GROUP IPJSC, Moscow Branch	1 Vasilisy Kozhinoy St, Moscow, 121096, Russia, 4 <sup>th</sup> Floor, Office 60