

Committees of the Board of Directors

Committees play a key role in ensuring the efficiency of the Company's Board of Directors. The Company regulations set out committees' authority, rules of procedure, goals and objectives, which are:

- to provide expert opinions and review matters and materials before they are submitted to the Board of Directors;
- to prepare reports and proposals for the BoD to make informed decisions regarding the Group's activities.

In 2019, the committees of the Board of Directors held 24 meetings.

Membership of the committees in 2019

Committee	Committee composition
Audit Committee	Mark Garber (Chair) Shagav Gadzhiev Konstantin Kuzovkov Denis Kant Mandal
Human Resources and Remuneration Committee	Natalia Izosimova (Chair) Mark Garber Leyla Mamedzadeh Dmitry Shvets
Strategy, Investment and General Affairs Committee	Dmitry Shvets (Chair) Mark Garber Alexander Isurin Konstantin Kuzovkov Leyla Mamedzadeh

Corporate Secretary

The Company's Regulations on the Corporate Secretary were drafted in line with the Listing Rules of the Moscow Exchange applicable to FESCO as a publicly-traded company, as well as the Corporate Governance Code recommended by the Bank of Russia. In 2019, the Regulations on the Corporate Secretary were updated.

The Corporate Secretary is primarily responsible for:

- ensuring that the Company's governing bodies and officers comply with the Russian laws and the by-laws setting out the procedure for protecting the rights of shareholders;
- preparing and holding General Shareholders Meetings and meetings of the Board of Directors;
- disclosing information about FESCO as required by the laws on the securities market.

One of the Corporate Secretary's key tasks is to improve the Company's corporate governance practices.

The Office of the Corporate Secretary performs its functions under the Corporate Secretary's supervision.

Since April 2016, the position of Corporate Secretary and Secretary of the Board of Directors has been occupied by lawyer Anzhela Korzhevskaya, who holds a Master of Laws' degree from the University of East Anglia, UK.

In late 2019, the Board of Directors reviewed the Corporate Secretary's performance during the year and approved the corresponding report. Such assessments were introduced in 2018 to ensure compliance with the Corporate Governance Code and help the Board oversee the Company's corporate governance system.

In the reporting year, the Corporate Secretary concentrated on improving internal corporate governance procedures and ensuring consistency in the work of the Board of Directors and its committees with a focus on the Group's priorities.