

APPROVED
by resolution of the Board of Directors
of Globaltrans Investments PLC
dated 30 November 2023

TERMS OF REFERENCE
CORPORATE SECRETARY
OF GLOBALTRANS INVESTMENTS PLC

1. GENERAL

1.1. These Terms of Reference of the Corporate Secretary of Globaltrans Investments PLC (hereinafter referred to as “the Regulations” and “the Company”, respectively) have been developed on the basis of legislation in force and applicable to the Company, the Articles of Association of the Company (“the Articles of Association”) and Corporate Governance Code approved by letter of the Bank of Russia No. 06-52/2463 dated April 10, 2014, and they determine the procedure for election of the Corporate Secretary of the Company (“the Corporate Secretary”), his/her responsibilities and powers.

1.2. The Regulations determine:

- requirements for the candidacy of the Corporate Secretary;
- the procedure for appointing the Corporate Secretary and terminating his/her powers;
- subordination of the Corporate Secretary and the procedure for his/her interaction with the management bodies and structural divisions of the Company;
- functions, rights and obligations of the Corporate Secretary;
- conditions and procedure for payment of remuneration to the Corporate Secretary;
- responsibility of the Corporate Secretary.

1.3. The Corporate Secretary shall provide effective ongoing interaction with shareholders, he/she shall coordinate the Company's actions to protect the rights and interests of shareholders, support the effective work of the Company's Board of Directors (hereinafter referred to as “the Board of Directors”) and perform other functions determined by the Regulations, unless otherwise provided by the legislation applicable to the Company.

1.4. The Corporate Secretary shall carry out his/her activities in accordance with the norms of the current legislation, the Articles of Association, the Regulations, other internal documents of the Company, other rules and procedures of corporate governance, as well as resolutions of the general meeting of shareholders of the Company and the Board of Directors.

2. REQUIREMENTS FOR THE CANDIDACY OF THE CORPORATE SECRETARY

2.1. The Corporate Secretary must have knowledge, experience and qualifications sufficient to perform the duties assigned to him/her, an impeccable reputation and enjoy the trust of shareholders.

2.2. A person who meets the following requirements may be appointed to the position of the Corporate Secretary:

- 1) higher legal, economic or business education;
- 2) at least 2 (two) years of experience in corporate governance or managerial work;
- 3) knowledge of the applicable legislation in the field of corporate law;
- 4) personal qualities (sociability, responsibility, ability to settle conflicts between participants in corporate relations);
- 5) no criminal record or disqualification in accordance with the Code of Administrative Offences of the Russian Federation.

2.3. When making a decision on the appointment as the Corporate Secretary, the Board of Directors should take into account the presence or absence of the candidate's affiliation with the Company and connection with the persons controlling the Company.

3. PROCEDURE FOR APPOINTMENT OF THE CORPORATE SECRETARY AND TERMINATION OF HIS/HER POWERS

3.1. The Nomination Committee of the Board of Directors shall form recommendations to the Board of Directors regarding candidates for the position of the Corporate Secretary.

3.2. The Corporate Secretary shall be appointed and dismissed by resolution of the Board of Directors adopted by a majority vote of members of the Board of Directors participating in the voting.

4. SUBORDINATION OF THE CORPORATE SECRETARY AND THE PROCEDURE FOR HIS/HER INTERACTION WITH THE MANAGEMENT BODIES AND STRUCTURAL DIVISIONS OF THE COMPANY

4.1. The Corporate Secretary, when performing his/her duties provided by the Regulations, must have sufficient independence from the executive bodies of the Company (if any) and have the necessary powers and resources to perform the tasks assigned to him/her.

4.2. For the purpose to ensure independence, the Corporate Secretary shall be accountable and subordinated directly to the Board of Directors in his/her activities.

4.3. The Board of Directors annually evaluates the effectiveness of the Corporate Secretary's activities and approves reports on the work carried out by him/her.

4.4. Shareholders of the Company have the right to ask questions to the Chairman of the Board of Directors on issues of competence of the Board of Directors, as well as to communicate to the Chairman of the Board of Directors their opinion (position) on these issues through the Corporate Secretary.

4.5. The Corporate Secretary shall transmit to the Board of Directors a message from a member of the Board of Directors who has a conflict of interest about the very fact of the existence of a conflict of interest, as well as about the grounds for its occurrence.

4.6. The Company shall disclose at the Company's website in the Internet, as well as in the Company's annual report, information about the Corporate Secretary to the same extent as the scope of information provided for disclosure in relation to members of the Board of Directors.

5. FUNCTIONS, RIGHTS AND OBLIGATIONS OF THE CORPORATE SECRETARY

5.1. The functions of the Corporate Secretary include:

- 1) participation in the organization of preparation and holding of general meetings;
- 2) ensuring the work of the Board of Directors and committees of the Board of Directors;
- 3) participation in the implementation of the Company's information disclosure policy, as well as ensuring the storage of corporate documents of the Company;
- 4) ensuring the Company's interaction with its shareholders, regulatory authorities, trade organizers, registrar, and other professional participants in the securities market within the powers assigned to the Corporate Secretary, participation in the prevention of corporate conflicts;
- 5) ensuring the implementation of procedures established by the legislation and internal documents of the Company, ensuring the realization of the rights and legitimate interests of shareholders, and monitoring their implementation;
- 6) immediately informing the Board of Directors of all revealed violations of the law, as well as the provisions of the Company's internal documents, the compliance with which relates to the functions of the Corporate Secretary;
- 7) participation in the improvement of the Company's corporate governance system and practice;
- 8) monitoring the compliance with the Company's information policy.

5.2. The Corporate Secretary may be a member of the Board of Directors, as well as perform other functions established by applicable law, the Articles of Association, these Regulations or resolution of the Board of Directors.

5.3. The Corporate Secretary should refrain from actions that will or may lead to a conflict between his/her interests and the interests of the Company. If a conflict of interest occurs, the Corporate Secretary is obliged to immediately inform the Chairman of the Board of Directors of both the fact of the existence of a conflict of interest and the grounds for its occurrence. Information about the identified or potential conflict of interests should be delivered to the Board of Directors and reflected in the report on the work of the Corporate Secretary. If the Corporate Secretary performs the duties of a member of the Board of Directors, a notice of a conflict of interest must in any case be made prior to the discussion of the issue on which such a member of the Board of Directors

has a conflict of interest at the meeting of the Board of Directors or its committee with the participation of such a member of the Board of Directors.

5.4. The Corporate Secretary should take care of the systematic improvement of his/her qualifications. In order to exchange experience, the Corporate Secretary is recommended to maintain regular professional interaction with other corporate secretaries, for example, to participate in the work of professional association of corporate secretaries.

5.5. To perform the functions assigned to the Corporate Secretary, he/she shall have the following powers:

- 1) to request and receive the Company's documents;
- 2) to bring issues for consideration by the Company's management bodies within his/her competence;
- 3) to monitor compliance by officers and employees of the Company with the Charter and internal documents of the Company in terms of issues related to his/her functions;
- 4) to interact with the Chairman of the Board of Directors and the chairmen of the committees of the Board of Directors.

6. TERMS AND PROCEDURE FOR PAYMENT OF REMUNERATION TO THE CORPORATE SECRETARY

6.1. The amount of remuneration of the Corporate Secretary shall be determined by the Board of Directors based on the recommendations of the Remuneration Committee of the Board of Directors and the principles of awarding the Corporate Secretary developed by the said Committee.

6.2. By resolution of the Board of Directors, based on the results of consideration of the report of work of the Corporate Secretary and/or evaluation of the effectiveness of his/her activities, the Corporate Secretary may be paid additional remuneration.

7. RESPONSIBILITY OF THE CORPORATE SECRETARY

7.1. The Corporate Secretary of the Company, when exercising his/her rights and performing his/her duties, must act in the best interests of the Company and perform his/her functions in good faith and reasonably.

7.2. The Corporate Secretary shall be responsible for violation of the requirements stipulated by the current legislation, including responsibility for disclosure of information constituting the Company's trade secret.

8. FINAL PROVISIONS

8.1. These Regulations are approved by resolution of the Board of Directors.

8.2. All amendments and additions to the Regulations come into force after approval by the Board of Directors.

8.3. If, as a result of changes in the applicable legislation or the Articles of Association of the Company, a conflict occurs between certain articles of the Regulations and the said legislation or Articles of Association, the Regulations shall apply as far as they are not in conflict with the current legislation and the Articles of Association of the Company.