

**Appendix 1
to Acron Code of Business Conduct**

APPROVED
by Resolution of Acron Board of Directors
Minutes No. 510 dated 27 December 2013

ACRON

**REGULATION
on Anti-Corruption Policy**

2013

1. GENERAL PROVISIONS

1.1. This Regulation on Anti-Corruption Policy (“Policy”) was developed in accordance with applicable Russian law and the Charter and by-laws of Acron (“Company”) and with guidance from the following documents:

- United Nations Convention against Corruption (adopted in New York on 31 October 2003, ratified by Russian Federal Law No. 40-FZ dated 8 March 2006)
- International Chamber of Commerce Rules on Combating Corruption
- UK Bribery Act, 2010
- U.S. Foreign Corrupt Practices Act, 1977

1.2. This Policy determines the Company’s general anti-corruption principles and measures and establishes the organisational structure of the Company’s anti-corruption efforts.

1.3. The purpose of adopting this Policy is to fulfil the Company’s obligations to approve and implement measures to prevent, identify and counteract corruption (the Company’s involvement in corruption) to the benefit of civil society, the Company’s shareholders and investors.

1.4. In accordance with applicable Russian anti-corruption laws, Corruption is defined herein as the following actions:

1. Abuse of official position (Art. 285 of the Russian Criminal Code), giving bribes (Art. 291 of the Russian Criminal Code), acceptance of bribes (Art. 290 of the Russian Criminal Code), mediation in bribery (Art. 291.1 of the Russian Criminal Code), abuse of power (Art. 201 of the Russian Criminal Code), commercial bribery (Art. 204 of the Russian Criminal Code) or other illegal use by an individual of his/her official position against legitimate public and state interests for the purpose of profiting in the form of money, valuables, other property or services of material nature, other property rights for oneself or for third parties, or illegal provision of such benefits to the said individual by other individuals,
2. The committing of acts listed in sub-paragraph 1 of this paragraph either on behalf of or for the benefit of a legal entity.

To avoid ambiguity, the term Corruption as used herein also includes any illegal payments (including insignificant amounts) to facilitate administrative and other bureaucratic formalities (“facilitation payments”).

2. APPLICATION OF ANTI-CORRUPTION POLICY

2.1. The provisions of this Policy shall be applied independently of the Company’s business and financial operations, both in the Russian Federation and abroad, and shall be binding for all the Company’s employees, the members of its governing bodies and other persons holding offices in the Company.

2.2. This Policy is unconditionally recommended to be put into effect and implemented at all the Company's Russian and foreign subsidiaries and their subsidiaries to the extent that relevant risks are identified and with consideration for the degree and probability of such risks.

Application of this Policy is mandatory for the Company's subsidiaries and their subsidiaries where an elevated degree of corruption risk is identified.

The Company considers it necessary to improve corporate relations and fair business conduct at its subsidiaries and affiliates and will seek to introduce the provisions hereof into their business practice.

2.3. Each affected Company employee, member of its governing bodies or other person holding office in the Company shall be responsible for complying with all anti-corruption principles and implementing all anti-corruption measures stipulated by this Policy. Persons who fail to comply with the requirements of this Policy expose themselves, their colleagues and the Company to the risk of disciplinary, civil, administrative or criminal liability under applicable Russian law and foreign or international regulations.

The Company's employees, members of its governing bodies or other persons holding offices in the Company shall report to the Ethics and Anti-Corruption Committee on all violations of applicable laws and the provisions of this Policy. The Company guarantees confidentiality and unbiased and fair treatment of all reporting persons.

3. MAIN ANTI-CORRUPTION PRINCIPLES

3.1. Rule of Law.

The Company conducts its financial and business operations based on the principle of the rule of law over the Company's current commercial interests.

The Company unconditionally instructs each and every employee, member of the Company's governing bodies or other person holding office in the Company to fully comply with applicable Russian anti-corruption legislation and foreign and international anti-corruption regulations ("*requirements of applicable anti-corruption legislation*").

3.2. Zero Tolerance for Corruption.

The Company conducts its financial and business operations based on the principle of "zero tolerance" and will not tolerate corruption in any form or manifestation, including corruption in the Company's interactions with counterparties (business partners and representatives) or with Russian and foreign state and municipal officials and representatives of international organisations.

The Company unconditionally prohibits all its employees, members of the Company's governing bodies or other persons holding offices in the Company from being involved, whether directly or indirectly, personally or through the mediation of a third party (acting on behalf of or for the benefit of the Company), in any activity or from taking any actions that could be qualified as corruption in any country, regardless of common practices and customs of business conduct existing in such country.

The Company unconditionally prohibits all its employees, members of the Company's governing bodies or other persons holding offices in the Company from using any third parties (including business partners and representatives) to participate in any activity or take any actions

that contradict this Policy and/or could be qualified as corruption in any country, regardless of common practices and customs of business conduct existing in such country.

No sanctions may be applied to the Company's employees, members of the Company's governing bodies or other persons holding offices in the Company for complying with this principle, regardless of any losses or lost profit incurred by the Company or other real or potential damage inflicted on the Company's commercial interests.

3.3. Policy's Binding Nature and Certainty of Punishment

All principles and other provisions of this Policy shall be binding for all the Company's employees, members of the Company's governing bodies or other persons holding offices in the Company.

The Company shall take into consideration and investigate all reports of committed or reasonably suspected corruption and/or violations of this Policy and shall hold liable or initiate prosecution of the perpetrators of such violations.

The Company shall take all available, reasonable and lawful measures to promptly and certainly prosecute persons liable for corrupt practices and other violations of the requirements of this Policy or of applicable anti-corruption legislation, regardless of the extent and form of such violations.

The Company reserves the right to disclose information on persons duly prosecuted for corrupt practices or other violations of the requirements of this Policy or of applicable anti-corruption legislation.

3.4. Executive Management Example (Tone at the Top)

Members of the Company's governing bodies and other persons holding executive offices in the Company shall, by personal example, demonstrate due compliance with the provisions of this Policy and express strong, explicit and visible support for anti-corruption principles in the Company's corporate practice.

3.5. Monitoring and Assessment of Corruption Risks and Counteractive Measures

The Company shall regularly, at least once a year, identify and assess all corruption risks at the Company and develop and assess the measures undertaken to prevent such risks.

3.6. Consistency and Proportionality of Anti-Corruption Measures

The Company shall develop and introduce a system of measures to counteract corruption and prevent the Company from involvement in corruption. The Company is committed to introducing and implementing in its practice such anti-corruption preventive measures as efficiently as possible if and when the relevant risks are identified, with regard for their degree and probability.

3.7. Due Diligence

The Company shall conduct due diligence on its counterparties (business partners and representatives) and nominees to the Company's governing bodies and other offices associated with elevated risks of involvement in corruption in order to assess their good faith and compliance with the requirements of this Policy and applicable anti-corruption legislation.

3.8. Anti-Corruption Information and Education

The Company shall disclose this Policy and the results of its implementation on the Company's web-site www.acron.ru

An integral part of this Policy is the implementation of a training programme for the Company's employees, members of its governing bodies and other persons holding offices in the Company and examination of their knowledge and implementation of the provisions of this Policy.

3.9. Gifts and Hospitality

Exchanging of gifts and participation in corporate hospitality events shall comply with the rules established by the Company's Code of Business Conduct and/or other Company by-laws. Exchanging of gifts and participation in corporate hospitality events shall be permitted, provided that they have no direct or indirect intent to influence any person's decisions affecting or potentially affecting the Company's commercial interests.

3.10. Political and Charitable Contributions and Sponsorships

The Company shall not participate in political activity in order to influence any person's decisions affecting or potentially affecting the Company's commercial interests by any persons.

The Company shall not provide any charitable contributions and sponsorships or financial aid in order to influence any person's decisions affecting or potentially affecting the Company's commercial interests. Information on the Company's political and charitable contributions and sponsorships shall be public.

4. ANTI-CORRUPTION PREVENTIVE MEASURES

4.1. In reasonably justified cases, the Company shall develop and implement in its financial and business operations adequate measures that are proportional, reasonable and well-grounded in the context of specific circumstances, identified risks and their probability to prevent corruption and/or the Company's involvement in corruption.

The Company shall prevent corruption by implementing the following measures:

4.1.1. Implementing a common anti-corruption policy aimed at achieving zero tolerance for corrupt behaviour in the Company, including:

- Approval and implementation of this Policy
- Review of the results of an assessment of the effectiveness of the anti-corruption system at least once a year
- Disclosure of this Policy and of the results of its implementation on the Company's web-site www.acron.ru
- Advising the Company's employees, members of its governing bodies and persons holding offices in the Company of the provisions of this Policy and obligating them to comply unconditionally with these provisions.

4.1.2. Developing and implementing training programmes for Company's employees, members of its governing bodies and persons holding offices in the Company and examination of their knowledge and implementation of the provisions of this Policy.

4.1.3. Conducting anti-corruption audits of the Company's by-laws and the terms and conditions of Company's transactions during approval of the relevant draft documents.

4.1.4. Establishing qualification requirements for nominees to the Company's governing bodies and other offices associated with elevated risk of involvement in corruption, and verification of information submitted by such nominees in accordance with the law in accordance with established procedure.

4.1.5. Drafting and amending employment agreements with the Company's Head and members of the Company's Collegial Executive Body to require termination of such employment agreements if such persons violate the requirements of this Policy or the requirements of applicable anti-corruption legislation.

4.1.6. Introduction into the Company's human resources practice of the rules, according to which employee's faultless and efficient compliance with the requirements of applicable anti-corruption legislation must factor when:

- Determining employee examination results in case if his/hers employment agreement contains an employee examination condition
- Appointing employees to senior positions or providing employee recognition

4.1.7. Ensuring fairness, transparency, bona fide competition and objectivity of the Company's accounting (financial) reporting when placing orders for goods delivery, work performance or services rendering to the Company or on behalf of the Company, including by means of approval of regulations (standards) for conducting the Company's financial and business transactions and regulations (standards) on preparing complete and accurate financial (accounting) reporting based on the Company's financial and business performance.

4.1.8. Establishing qualification requirements for the Company's counterparties (business partners and representatives) participating in Company's financial and business operations that are associated with elevated risks of involvement in corruption, for instance:

- Conducting due diligence on relevant counterparties (business partners and representatives) to assess fairness, transparency and bona fide competition in their financial and business operations and the objectivity of their accounting (financial) reporting
- Including anti-corruption clauses providing a guarantee and/or obligation to comply with applicable anti-corruption legislation in agreements with the Company's relevant counterparties (business partners and representatives)
- Conducting (as needed) an independent audit of the Company's counterparties (business partners and representatives) and/or assets purchased by the Company

4.1.9. Introducing unconditional compliance with the gifts and hospitality rules stipulated by the Company's Code of Business Conduct and/or other by-laws in interactions with the Company's counterparties (business partners and representatives), Russian and foreign state and municipal officials and representatives of international organisations.

4.1.10. Developing an effective system to consider and resolve any report of corruption and/or a violation of this Policy. The Company shall provide all interested persons with the opportunity to request guidance or submit a bona fide report on committed or reasonably suspected corruption and/or violation of this Policy, ensuring full confidentiality with no threat of retaliation, discriminatory action or disciplinary penalty.

Any interested person shall contact the Ethics and Anti-Corruption Committee regarding compliance with and implementation of this Policy and when reports on corruption are required:

- By hotline: +7 (495) 411-55-94 ext. 5294
- By e-mail: hotline@acron.ru
- By mail: 12 Krasnopresnenskaya Naberezhnaya, Moscow 123610, Acron (Attn: Ethics and Anti-Corruption Committee)

4.2. The Company is committed to efficiently introducing into its practice and implementing the above anti-corruption preventive measures when and if relevant risks are identified, with regard for their degree and probability, as well as for specific circumstances requiring anti-corruption preventive measures in any relevant segment of the Company's business and financial operations.

5. ORGANISATIONAL STRUCTURE OF ANTI-CORRUPTION ACTIVITY

5.1. An efficient system to counteract corruption and prevent the Company's involvement in corruption shall be ensured by the efforts of the Company's governing bodies and specific divisions developing, approving, implementing and assessing the efficiency of this Policy within the scope of their authority (including as provided in this Policy) and implementing anti-corruption preventive measures.

The Ethics and Anti-Corruption Committee shall coordinate the implementation of and compliance with this Policy in the Company's day-to-day financial and business operations.

5.2. In order to organise the Company's anti-corruption efforts, the *Company's Board of Directors* shall:

- Determine the top priorities for the Company's anti-corruption efforts
- Approve the Company's anti-corruption by-laws
- Review the report by its Nomination and Remuneration Committee on implementation of this Policy for the reporting year or other period and/or recommendations on improving the efficiency of anti-corruption measures applied to the Company's financial and business operations

5.3. In order to organise the Company's anti-corruption efforts, *the Company's Chief Executive Officer* shall:

5.3.1. Approve regulations (standards) for the Company's financial and business transactions and regulations (standards) for preparing complete and accurate financial (accounting) reporting on the Company's financial and business performance

5.3.2. Ensure implementation of and compliance with this Policy and other anti-corruption by-laws of the Company, including through ensuring implementation of the regulations (standards) for the Company's financial and business transactions and issuing orders and instructions that are binding for all employees of the Company.

5.4. In order to organise the Company's anti-corruption efforts, *the Nomination and Remuneration Committee of the Board of Directors* shall:

5.4.1. Review the report by the Company's Ethics and Anti-Corruption Committee on compliance with the provisions of this Policy, the results of analysis and assessment of the anti-corruption system, identified risks related to the Company's involvement in corruption and proposals for their prevention

5.4.2. Submit to the Company's Board of Directors a report on implementation of this Policy for the reporting year or other period and/or recommendations on improving the effectiveness of anti-corruption measures in the Company's financial and business operations (in accordance with the requirements of applicable anti-corruption legislation).

5.5. In order to organise the Company's anti-corruption efforts, *the Ethics and Anti-Corruption Committee* shall:

5.5.1. Control implementation of this Policy

5.5.2. Review reports by employees and other interested persons on corruption and detected or alleged violations of this Policy, carry out required investigations, and prepare recommendations to relevant governing bodies and officers on holding relevant persons liable in accordance with applicable legislation

5.5.3. Conduct preliminary analysis of the effectiveness of the anti-corruption system and preliminary assessment of risks related to the Company's involvement in corruption and develop proposals to prevent such risks

5.5.4. Submit a report to the Nomination and Remuneration Committee of the Board of Directors on compliance with the provisions of this Policy for the reporting year or other period, the results of analysis and assessment of the anti-corruption system, identified risks related to the Company's involvement in corruption and proposals for their prevention

5.5.5. Provide consultations to interested persons on counteracting corruption and complying with and implementing this Policy, and perform analysis of the results of reports received, including reports made via the hotline

5.5.6. Develop and implement a training programme for the Company's employees, members of its governing bodies and other persons holding offices in the Company and involved

in the Company's financial and business operations associated with elevated risk of involvement in corruption and prepare and distribute information on the implementation of this Policy

5.5.7. Test the knowledge and implementation of the provisions of this Policy by the Company's employees, members of its governing bodies and other persons holding offices in the Company

5.5.8. Make decisions on other matters and exercise other functions stipulated by the Regulation on the Ethics and Anti-Corruption Committee.

5.6. In order to organise the Company's anti-corruption efforts, *the Company's Legal Department, Internal Audit Department, Business Sustainability Department and HR Department* shall:

5.6.1. When performing the functions established by the regulations on such divisions and within their scope of authority, implement anti-corruption preventive measures and control compliance with this Policy and applicable regulations (standards) for the Company's financial and business operations and orders related to counteracting corruption

5.6.2. Participate in identifying and assessing risks associated with the Company's involvement in corruption in the course of the Company's financial and business operations

5.6.3. Participate in developing regulations (standards) for the Company's financial and business operations and for preparation of complete and accurate financial (accounting) reporting on the Company's financial and operational performance

5.6.4. Participate in assessing the effectiveness of the Company's anti-corruption efforts

5.6.5. Participate in compliance investigations (audits) for anti-corruption requirements (at the request of the initiator of such audit)

5.6.6. Participate in anti-corruption audit of the Company's by-laws and the terms and conditions of transactions involving the Company.

5.7. In order to organise the Company's anti-corruption efforts, *the Company's Internal Security Department* shall:

5.7.1. Participate in compliance investigations (audits) for anti-corruption requirements (at the request of the initiator of such audit)

5.7.2. Participate in due diligence of the Company's counterparties (business partners and representatives) and nominees to the Company's governing bodies and other offices associated with elevated risk of involvement in corruption

5.7.3. Provide an opinion on possible indications of the elements of criminal and administrative offense in actions that allegedly constitute corruption offense

5.7.4. Cooperate with law enforcement agencies in the prosecution of perpetrators of detected corruption offenses

5.8. The Company's governing bodies and their divisions involved in organising anti-corruption efforts shall act under this Policy and Regulations on the Company's corresponding bodies or divisions.

6. FINAL PROVISIONS

6.1. The Company's Board of Directors shall approve, amend, supplement or cancel this Policy by its respective resolution.

This Policy shall enter into force upon its approval by the Company's Board of Directors and remain in force permanently until its termination.