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Corporate Governance

In 2022, the Company was subject to a special disclosure regime that was specified by the government and was brought on by the unique foreign policy environment that Russian businesses (JSC FPC in particular) operate in. This

resulted in an insignificant rise in the number of instances where the Company did not comply with the principles and recommendations of the Code under the Board of Directors and Corporate Secretary sections.

Compliance with the principles and recommendations of the Corporate Governance Code¹

Sections	Corporate governance principles recommended by the Code	Compliance with the corporate governance principle								
		Full compliance			Partial compliance			None		
		2020	2021	2022	2020	2021	2022	2020	2021	2022
Shareholder Rights	13	9	10	10	3	3	3	1	_	-
Board of Directors	36	24	26	25	10	8	9	2	2	2
Corporate Secretary	2	2	2	1	-	-	-	-	-	1
Remuneration System	10	6	6	7	2	2	1	2	2	2
Risk Management System	6	6	6	6	-	-	_	-	-	-
Information Disclosure	7	4	1	3	3	6	4	-	-	-
Material Corporate Actions	5	2	3	4	2	1	1	1	1	-
Total	79	53	54	56	20	20	18	6	5	5

Compliance with the Corporate Governance Code



■ No compliance

Detailed information on compliance with the provisions of the Code is given in the Appendix to this Report — Report on Compliance with the Bank of Russia Corporate Governance Code².

GENERAL MEETING OF SHAREHOLDERS

JSC FPC's highest governance body is the General Meeting of Shareholders.

There were four general meetings of FPC's shareholders in 2022: one annual and three extraordinary meetings.

General Meetings of Shareholders held in the reporting year

Extraordinary General Meeting of Shareholders	14 January 2022	
Extraordinary General Meeting of Shareholders	27 April 2022	
Annual General Shareholders Meeting		30 June 2022
Extraordinary General Meeting of Shareholders	12 July 2022	
Number of items reviewed	5	8

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Resolutions taken by the extraordinary general meetings of shareholders

Date	Resolutions taken	
14 January 2022	On determining the number, par value, class (type) of the authorised shares of JSC FPC and the rights granted by such shares	
	On amendments and additions to the Articles of Association of JSC FPC	
27 April 2022	On determining the number, par value, class (type) of the authorised shares of JSC FPC and the rights granted by such shares	
	On amendments and additions to the Articles of Association of JSC FPC	
12 July 2022	On approval of a major transaction	

Resolutions taken at the Annual General Meeting of Shareholders

Date	Resolutions taken	
30 June 2022	To approve FPC's annual accounting (financial) statements for 2021	
	Not to distribute net profit for 2021 due to the Company's incurring a loss	
	Not to pay a dividend for 2021	
	To pay remuneration to members of FPC's Board of Directors	
	To elect the new Board of Directors	
	To make amendments and additions to the Articles of Association of JSC FPC	
	To approve the Regulations on Preparing and Holding the General Meeting of Shareholders of JSC FPC as amended	
	To approve the Regulations on the Board of Directors of JSC FPC as amended	

JSC STATUS Registry Society performed the functions of a counting commission at FPC's General Shareholders Meetings. The results of the voting were announced at the face-to-face meetings.

¹ In accordance with the Bank of Russia's letter dated 27 December 2021 On disclosure of a report on compliance with the principles and recommendations of the Corporate Governance Code in the annual report of a public joint stock company.

² The Company evaluated compliance with the Code by examining and contrasting internal standards and practises with the Code's recommendations.