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# UNITED COMPANY RUSAL, INTERNATIONAL PUBLIC JOINT-STOCK COMPANY

*(Incorporated under the laws of Jersey with limited liability and continued in the Russian Federation as an international company)*

**(Stock Code: 486)**

## OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

United Company RUSAL, international public joint-stock company (the "Company") announces that the attached document has been released in Russian to Public Joint-Stock Company «Moscow Exchange MICEX-RTS» on which the Company is listed and on the website of the Company.

For and on behalf of
**United Company RUSAL,**
**international public joint-stock company**
**Evgenii Nikitin**
*General Director, Executive Director*

19 September 2025

*As at the date of this announcement, the members of the Board of Directors are the following: the executive Directors are Mr. Evgenii Nikitin, Ms. Natalia Albrekht and Ms. Elena Ivanova, the non-executive Directors are Mr. Semen Mironov, Mr. Anton Egorov and Ms. Anna Malevinskaya, and the independent non-executive Directors are Mr. Christopher Burnham, Ms. Liudmila Galenskaia, Mr. Kevin Parker, Dr. Evgeny Shvarts, Ms. Anna Vasilenko, Mr. Bernard Zonneveld (Chairman), Mr. Timothy Talkington and Mr. Vladimir Cherniavskii.*

*All announcements published by the Company are available on its website under the links http://www.rusal.ru/en/investors/info.aspx and http://rusal.ru/investors/info/moex/ , respectively.*

**UC RUSAL, IPJSC Bonds Issue Documentation published by Public Joint-Stock Company «Moscow Exchange MICEX-RTS»**

The Company further announces that Public Joint-Stock Company «Moscow Exchange MICEX-RTS» (the "**MoEx**") has released the Bonds Issue Documentation (the "**Documentation**") related to the 001R Series Exchange-Traded Bond Program (the "**Bond Programm**"), whereunder interest-bearing non-convertible non-documentary exchange-traded bonds with centralised rights accounting can be placed by public offering (the "**Exchange-Traded Bonds**"). The Documentation related to the Bond Program was concerned by the MoEx's discretion as subject to public disclosure for investor's information purposes.

The abovementioned Documentation on the Exchange-Traded Bonds issues within the Bond Program is described below.

**Exchange-traded uncertified interest-bearing non-convertible bonds of series BO-001R-15**
https://fs.moex.com/emidocs/2025/09/18/3197108_%D0%94%D0%A1%D0%A3%D0%A0_%D0%9C%D0%9A%D0%9F%D0%90%D0%9E%20%D0%9E%D0%9A%20%D0%A0%D0%A3%D0%A1%D0%90%D0%9B_001%D0%A0-15_(%D1%84%D0%B8%D0%BD%D0%B0%D0%BB).pdf

**PJSC Moscow Exchange**

(registering organisation)

**DOCUMENT CONTAINING THE TERMS AND CONDITIONS OF SECURITIES PLACEMENT**

**United Company RUSAL,**
**International Public Joint-Stock Company**

***Exchange-Traded Uncertified Interest-Bearing Non-Convertible Bonds of Series BO-001R-15***

Location of the Issuer (as per its Articles of Association): **Oktyabrsky Island, Kaliningrad, Kaliningrad Region, Russian Federation**

**Chief Executive Officer of UC RUSAL IPJSC** **E. Nikitin**

**In this document, the following terms will be used:**

| | |
|---|---|
| **Terms and conditions for placement of Exchange-Traded Bonds, TCP** | this document containing the terms and conditions for placement of the Exchange-Traded Bonds. |
| **Issue** | this issue of Exchange-Traded Bonds with registration number 4B02-15-16677-A-001P dated September 17, 2025. |
| **Depository** | a depository that maintains a record of rights to the Exchange-Traded Securities, except for the NSD. |

Other terms used in the TCP will have the meanings defined in the Programme and the Resolution to issue exchange-traded bonds (hereinafter the 'Issue Documents').

**1. Type, category, identification characteristics of securities**

**Type of securities:** Exchange-Traded Bonds.

**Other identification attributes of the securities to be placed:** exchange-traded uncertificated interest-bearing non-convertible bonds of Series BO-001R-15.

**2. Number of issue-grade securities placed**

The approximate number of Exchange-Traded Bonds to be placed is one million nine hundred thousand (1,900,000) units.

**3. Securities placement period**

**The procedure for determining the placement commencement date of the Exchange-Traded Bonds:**

The commencement date of placement of Exchange-Traded Bonds (hereinafter the ***'Placement Commencement Date'***) will be determined by resolution of the sole executive body (the authorised officer) of the Issuer upon registration of the Issue and brought to the attention of (disclosed to) all interested parties in accordance with the laws of the Russian Federation as a communication on the Placement Commencement Date

The Placement Commencement Date may be changed by resolution of the sole executive body (authorised officer) of the Issuer, provided that the requirements for the procedure for providing (disclosing) information on the change in the Placement Commencement Date, as determined by the laws of the Russian Federation, are met.

**The procedure for determining the placement end date of the Exchange-Traded Bonds:**

The placement end date of the Exchange-Traded Bonds is the earlier of the following dates:

(a) date of placement of the last Exchange-Traded Bond, or

(b) Third (3) business days from Placement Commencement Date (not inclusive).

The issue is not to be placed in tranches.

**4. The procedure for purchasing securities upon placement**

**4.1. Procedure for securities placement**

Open subscription.

**4.2. Securities placement procedure**

**4.2.1. The procedure, terms, and conditions for conclusion of agreements aimed at alienation of securities to the first holders in the course of securities placement (the form of and method for concluding the agreements, the place and date (date determination procedure) of their conclusion, as well as, in case the conclusion of the agreements will be carried out by submitting and meeting bids, the procedure for and method of submitting bids, the requirements for the content of the bids, the period for their consideration, and the method and period for submitting notices (communications) of meeting (refusal to meet) bids, will be indicated:**

Placement of the Exchange-Traded Bonds will be carried out by concluding purchase and sale transactions at the placement price of the Exchange-Traded Bonds as established in Clause 4.3 of the TCP (hereinafter the ***'Placement Price'***).

Transactions in the placement of Exchange-Traded Bonds are concluded on the Exchange by satisfying bids for the purchase of Exchange-Traded Bonds submitted using the Exchange's trading system (hereinafter the ***'Trading System'***) in accordance with the Exchange trading rules registered in accordance with the established procedure and in force on the date of the trading (hereinafter the ***'Trading Rules'***).

Targeted bids for purchase of the Exchange-Traded Bonds and targeted counter-bids for sale of the Exchange-Traded Bonds will be submitted using the Trading System in electronic form — in such case, simple written form of an agreement will be deemed complied with. A deal on placement of the Exchange-Traded Bonds will be deemed effected upon registration of the deal with the Trading System.

Separate written notices of (communications on) meeting (refusal to meet) a bid will not be sent to the Bidders.

If a potential buyer is not a bidder of the Exchange (hereinafter the ***'Bidder'***), then it will conclude a relevant agreement with any Bidder and instruct the Bidder to purchase the Exchange-Traded Bonds. A potential buyer of the Exchange-traded bonds, being a Bidder, will act independently.

In case the Exchange-Traded Bonds are placed, a potential buyer will open the respective custody account with the NSD or another Depository in advance (prior to the Placement Commencement Date). The procedure and timing for opening the custody accounts will be determined by the regulations of the respective depositories.

Amendment and/or termination of the agreements concluded during the placement of the Exchange-Traded Bonds will be carried out on the grounds and in the manner prescribed by Chapter 29 of the Civil Code of the Russian Federation.

Trading will be carried out in accordance with the Trading Rules.

Placement of Exchange-Traded Bonds will be carried out through collecting purchasers' targeted bids for purchase of the Exchange-Traded Bonds at a fixed price and the rate of interest on the first coupon, as pre-determined by the Issuer (hereinafter -the '***Book-Building***').

Placement of the Exchange-Traded Bonds through Book-Building provides for inviting an indefinite number of persons to submit their bids (offers) for purchasing the Exchange-Traded Bonds placed. The targeted bids of the Bidders will be the offers of the Bidders for purchasing the Exchange-Traded Bonds placed.

A response on acceptance of a bid (offer) for purchase of the Exchange-Traded Bonds placed will be submitted to the Bidders selected at the discretion of the Issuer from among the Bidders who have submitted such bids (offers), by issuing targeted counter-bids.

In such case, the Bidder will agree that its bid may be rejected or accepted in whole or in part.

On the Placement Commencement Date during the bid submission period, the Bidders will submit targeted bids for purchase of the Exchange-Traded Bonds using the Trading System, both at their own expense and at the expense and on behalf of potential buyers.

The time of and procedure for submitting targeted bids during the bid submission period will be established by the Exchange in an agreement with the Issuer and/or the Underwriter.

At the end of the period for submitting bids for purchase of the Exchange-Traded Bonds, the Exchange will draw up the Consolidated Register of Bids and transfer it to the Underwriter.

The Consolidated Register of Bids (hereinafter the 'Consolidated Register of Bids') will contain all the significant terms and conditions of each bid — the purchase price, the number of securities, the date and time of receipt of the bid, the bid number, as well as other details in accordance with the Trading Rules.

Based on the results of the analysis of the Consolidated Register of Bids received from the Underwriter, the Issuer will select the purchasers to whom it intends to sell the Exchange-Traded Bonds, as well as the number of the Exchange-Traded Bonds that it intends to sell to such purchasers (bids may not be met in relation to foreign entities associated with foreign states that commit unfriendly acts against Russian legal entities and individuals (including in case such foreign persons are citizens of the said states, if they are registered in such states, if they conduct their primary business there, or if they derive principal profit therein), as well as to the persons controlled by the said foreign persons, regardless of the place of their registration or the place in which they conduct their primary activities) and submit such information to the Underwriter.

Upon receipt from the Issuer of information on the purchasers to whom the Issuer intends to sell the Exchange-Traded Bonds and on the number of the Exchange-traded Bonds intended for sale to such purchasers, the Underwriter will conclude with the purchasers, to whom the Issuer wishes to sell the Exchange-Traded Bonds, the respective transactions by issuing targeted counter-bids in accordance with the Trading Rules, with an indication of the number of securities the Issuer wishes to sell to a purchaser.

Bids submitted by the purchasers with whom, or with whose clients (if, in the course of placement, a purchaser of the Exchange-Traded Bonds acts as an agent for purchase of the Exchange-Traded Bonds), the Underwriter has concluded Preliminary Agreements, under which a potential purchaser and the Issuer undertake to conclude through the Underwriter, on the Placement Commencement Date, underlying contracts for purchase of Exchange-Traded Bonds, provided that such bids are submitted by such purchasers in fulfilment of the Preliminary Agreements concluded therewith.

Upon meeting the bids submitted during the bid submission period, in case of incomplete placement of an issue of the Exchange-Traded Bonds, based on the

results of such placement, the Bidders, acting both at their own expense and at the expense and on behalf of potential purchasers, may, during the placement period, submit to the Underwriter targeted bids for purchase of the Exchange-Traded Bonds at the Placement Price.

The Issuer will consider such bids and select the purchasers to whom it intends to sell the Exchange-Traded Bonds, as well as the number of the Exchange-Traded Bonds that it intends to sell to such purchasers (bids may not be met in relation to foreign entities associated with foreign countries that commit unfriendly acts against Russian legal entities and individuals (including in case such foreign persons are citizens of the said countries, if they are registered in such countries, if they conduct their primary business there, or if they derive principal profit therein), as well as to the persons controlled by the said foreign persons, regardless of the place of their registration or the place in which they conduct their primary activities) and submit such information to the Underwriter.

Upon receipt from the Issuer of information regarding the purchasers to whom the Issuer intends to sell the Exchange-Traded Bonds and the number of the Exchange-Traded Bonds that it intends to sell to these purchasers, the Underwriter will conclude with the purchasers, to whom the Issuer wishes to sell the Exchange-traded bonds, transactions through issuing targeted counter-bids in accordance with the Trading Rules, with an indication of the number of securities that the Issuer wishes to sell to a purchaser.

Unmet bids of Bidders will be rejected by the Underwriter.

Bids for purchase of the Exchange-Traded Bonds will be submitted by the Bidders to the Underwriter.

A Purchase Bid will contain the following significant terms and conditions:

— purchase price;

— number of Exchange-Traded Bonds;

— settlement code;

— other parameters pursuant to the Trading Rules.

The Placement Price (as a percentage of the nominal value of the Exchange-Traded Bonds, to the nearest hundredth of a per cent) will be specified as the purchase price.

The number of the Exchange-Traded Bonds that a potential buyer would like to purchase at the coupon rate for the first coupon period determined before the Placement Commencement Date will be specified as the number of the Exchange-Traded Bonds.

The settlement code used in the course of conclusion of a transaction in securities, as determined by the Issuer in accordance with the Trading Rules subject to approval by the Exchange, will be used by the settlement code.

In such case, the funds will be reserved on the trading accounts of the Bidders with the NSD in an amount sufficient for full payment for the Exchange-Traded Bonds specified in the bids for purchase of the Exchange-Traded Bonds, subject to all applicable commission fees.

The Bids that do not meet the above requirements will not be accepted.

During their placement, the Issuer's Exchange-Traded Bonds may not be purchased at the Issuer's expense.

**4.2.2. The existence of the pre-emptive right to purchase the placed securities, including the possibility of exercising the pre-emptive right to purchase securities, as provided for in Articles 40 and 41 of the Federal Law 'On Joint-Stock Companies', will be taken into account.**

The pre-emptive right to purchase the Exchange-Traded Bonds is not provided for.

**4.2.3. The person to whom the issuer issues (submits) the order (instruction), being the basis for making credit entries on the personal accounts (custody accounts) of the first and/or nominal holders, the term and other conditions for submitting the order (instruction), will be specified.**

Credit entries on personal accounts (custody accounts) of the first holders and/or nominal holders will be made by:

**Full corporate name:** Non-Bank Credit Organisation National Settlement Depository Joint Stock Company

**Abbreviated company name:** NSD

**Location:** Moscow, Russian Federation

**Postal address:** 12, Spartakovskaya St., Moscow, 105066

**Taxpayer Identification Number (INN)**: 7702165310

The term and other conditions for accounting of rights to the Exchange-Traded Bonds are regulated by the Law on the Securities Market, as well as other legal acts of the Russian Federation and internal documents of the depository.

**4.2.4. In case of placement by a joint-stock company of shares, securities convertible into shares, and options of the issuer by private subscription solely among all shareholders, with the provision of the specified shareholders with the possibility to purchase all of the securities placed, pro rata to the number of shares of the corresponding category (type) held by the shareholders, the following will be specified:**

Not applicable.

**4.2.5. If securities are placed by subscription through trading, the full corporate name (for commercial organisations) or the name (for non-profit organisations) of the trading organiser, its location, and the Primary State Registration Number will be specified.**

Information on the trading organiser:

**Full corporate name:** Public Joint-Stock Company Moscow Exchange MICEX-RTS

**Location:** Russian Federation, Moscow

**Primary State Registration Number (OGRN):** 1027739387411

**4.2.6. If the Issuer and/or its authorised person intend to enter into preliminary agreements providing for the obligation to enter, in the future, into an underlying agreement aimed at alienation of placed securities to the first holder or to collect preliminary bids for purchase of securities being placed, the procedure for entering into such preliminary agreements or the procedure for submission and collection of such preliminary bids will be specified.**

When placing the Exchange-Traded Bonds through Book-Building, the Underwriter, on behalf of the Issuer, will intend to conclude preliminary agreements with potential purchasers of the Exchange-Traded Bonds, containing the obligation to conclude with the potential purchasers or with the Bidders acting on their behalf, in the future, underlying agreements aimed at alienating the securities placed (hereinafter the ***'Preliminary Agreements'***).

The Preliminary Agreements will be carried out through accepting by the Underwriter of offers from potential buyers for the conclusion of Preliminary Agreements under which a potential buyer and the Issuer undertake to conclude, on the Placement Commencement Date, the respective underlying contracts for purchase of the Exchange-Traded Bonds. Any offer, with a proposal to conclude a Preliminary Agreement at the discretion of the Issuer, may be rejected or accepted, in whole or in part.

Acceptance of offers from potential purchasers of the Exchange-Traded Bonds for conclusion of Preliminary Agreements will be submitted by the Underwriter in the manner specified in the offer of a potential purchaser of the Exchange-Traded Bonds, by the date immediately preceding the Placement Commencement Date of the Exchange-Traded Bonds.

Collection of offers for conclusion of Preliminary Agreements will begin not earlier the disclosure is made on the deadlines for submitting offers from potential purchasers of the Exchange-Traded Bonds with a proposal to conclude a Preliminary Agreement and end not later than on the business day preceding the Placement Commencement Date.

The procedure for disclosing information on the timing for submitting offers by potential purchasers of the Exchange-Traded Bonds, with a proposal to conclude a Preliminary Agreement, is described in Clause 5 of the TCP.

The information above will include the form of a potential investor's offer with a proposal to conclude a Preliminary Agreement, as well as the procedure and deadline for submission of such offers.

In a sent offer, containing a proposal to conclude a Preliminary Agreement, the potential investor will specify the maximum price for which it is ready to purchase the Exchange-Traded Bonds and the minimum interest rate of the first coupon on the Exchange-Traded Bonds at which it is ready to purchase the Exchange-Traded Bonds for the specified maximum amount.

By submitting an offer with a proposal to conclude a Preliminary Agreement, the prospective investor will agree that such offer may be rejected or accepted in whole or in part.

A potential investor's offer with a proposal to conclude a Preliminary Agreement may only be submitted beginning from the date of disclosure in the Newsfeed of information on submission of offers from potential investors with an offer to conclude a Preliminary Agreement.

The procedure for disclosing information on expiry of the period for submitting to potential purchasers of the Exchange-Traded Bonds offers with a proposal to conclude a Preliminary Agreement will be specified in Clause 5 of the TCP.

The deadline for submitting offers of potential investors to conclude Preliminary Agreements, initially established by resolution of the Issuer's sole executive body (authorised officer), may be changed by resolution of the Issuer's sole executive body (authorised officer). Information on changing the expiry date and/or time of the

term for submitting offers for conclusion of the Preliminary Agreements, received from potential purchasers of the Exchange-Traded Bonds, on the basis of the resolution of the sole executive body (authorised officer) of the Issuer will be disclosed as provided for in Clause 5 of the TCP.

As of the date of signing this document, the term has expired for the conclusion of Preliminary Agreements providing for the obligation to enter, in the future, into the main agreement aimed at the disposal of the placed securities to the first holder.

**4.2.7. If placement of securities is carried out by the issuer with involvement of brokers rendering to the issuer the services of placement and/or arrangement of securities placement (including consulting services, as well as services related to purchase by a broker, at its own expense, of securities placed), the following information will be specified:**

Information on the organisation that renders to the Issuer the services for organisation of placement of the Exchange-Traded Bonds (hereinafter the '***Organiser***'):

**Full corporate name:** Gazprombank (Joint-Stock Company)

**Primary State Registration Number (OGRN):** 1027700167110

**Location:** Moscow

The services of placement of the Exchange-Traded Bonds are rendered to the Issuer by the securities placement agent (hereinafter the ***'Underwriter'***) acting on behalf and at the expense of the Issuer.

**Full corporate name: Gazprombank (Joint-Stock Company)**

**Primary State Registration Number (OGRN): 1027700167110**

**Location: Moscow**

**In accordance with an agreement concluded with the Issuer, the key obligations of the said persons, including the parties below, are as follows:**

**The Organiser will:**

— ensure placement of the Exchange-Traded Bonds on its own behalf and/or on behalf and at the expense of third parties;

— advise on the market practice of formation of a concept (structure and parameters) of the Exchange-Traded Bonds placed, known to the Organiser;

— advise on preparation of draft issue documents in accordance with the structure of the issue and the effective laws of the Russian Federation, as well as on the credit rating of an issue of the Exchange-Traded Bonds;

— advise on arrangement of negotiations and representation of the Issuer in the course of negotiations with potential investors;

— coordinate and arrange interaction with the Exchange and the NSD;

— prepare and arrange searching for potential investors in order to maximise demand for the Exchange-Traded Bonds and ensure placement of the Exchange-Traded Bonds among the maximum number of investors;

— verify the completeness of the documents for NSD and the Exchange and submit them to the relevant infrastructural organisations;

— prepare and submit to the Issuer the documents required for secondary circulation of the Exchange-Traded Bonds on the stock exchange market.

**The Underwriter will:**

— accept (collect) potential buyers' written proposals (offers) to conclude Preliminary Agreements;

— conclude Preliminary Agreements by submitting to potential purchasers, selected at the Issuer's discretion, the Issuer's responses (acceptances) regarding acceptance of proposals (offers) to conclude Preliminary Agreements;

— fulfil bids for purchase of the Exchange-Traded Bonds in its own name, but at the expense and on behalf of the Issuer, in accordance with the procedure specified in the TCP, the agreement with the Issuer, and the effective laws of the Russian Federation;

— transfer to the Issuer the funds received by the Underwriter from purchasers of the Exchange-Traded Bonds in payment for the Exchange-Traded Bonds;

— represent the Issuer in negotiations with the Exchange and the NSD with regard to any and all issues related to the organisation of the secondary market of the Exchange-Traded Bonds.

**Regarding the Organiser and Underwriter:**

**the existence of such person's obligations to purchase securities, and, if such obligations exist — also the number (procedure for determining the number) of securities that the specified person will purchase, as well as the period (procedure for determining the period) within which (upon the expiry of which) the specified person will purchase such number of securities:**

There is no such obligation.

**whether such person has obligations related to maintenance of prices for placed securities at a certain level for a certain period upon completion of their placement (the obligations related to provision of market-maker services) and in case such obligation exists — also the period (the procedure for determining the period) during which the specified person will provide the market-maker services:**

There is no such obligation.

**the right of such a person to purchase an additional number of the Issuer's securities from among the Issuer's securities of the same type or category as securities to be placed, that may or may not be exercised, depending on the results of placement of the securities, and, if such right exists, then the additional number (procedure for determining the number) of securities that may be purchased by the said person, as well as the period (procedure for determining the period) within which the said person may exercise the right to purchase an additional number of securities:**

There is no such right.

**the amount (procedure for determining the amount) of remuneration payable to such person and, if the remuneration (part of the remuneration) is payable to the said person for providing the services related to maintenance of prices for placed securities at a certain level for a certain period upon completion of their placement (the market maker services) — also the amount (procedure for determining the amount) of such remuneration:**

The amount of remuneration of the Organiser and the Underwriter in aggregate will not exceed one percent (1%) of the face value of the issue of the Exchange-Traded Bonds.

**4.2.8. If placement of securities is supposed to be carried out outside the Russian Federation, including through placement of the respective foreign securities, then such circumstance will be indicated:**

The Exchange-Traded Bonds will not to be placed outside the Russian Federation.

**If the Issuer has information about the intention of bondholders of previously placed (outstanding) securities of the same type, category (type) simultaneously with the placement of securities to offer for purchase, including outside the Russian Federation through the placement of the relevant foreign securities, previously placed (outstanding) securities of the issuer of the same type, category (type) is indicated:**

Not planned.

**4.2.9. If, in accordance with the Federal Law 'On the Procedure for Making Foreign Investments in Business Entities of Strategic Importance for the Country's Defence and State Security', the Issuer is a business entity of strategic importance for national defence and state security, then such circumstance, as well as the grounds for recognition of the Issuer as such business company, will be indicated:**

The Issuer is not a business of strategic importance for national defence or state security.

**If conclusion of the agreements aimed at alienation of securities of the Issuer being a business entity strategically important for the country's defence and state security requires the first holders to adopt, in the course of placement, a resolution on preliminary approval of such agreements in accordance with the Federal Law 'On the Procedure for Making Foreign Investments in Business Entities of Strategic Importance for the Country's Defence and State Security', then such circumstance will be indicated.**

Such preliminary approval is not required.

**4.2.10. If purchase of shares in a banking institution or a non-banking financial institution requires a prior (subsequent) consent of the Bank of Russia, it will be indicated that the purchaser of the shares will submit to the banking institution or non-banking financial institution issuing the documents confirming receipt of the prior (subsequent) consent of the Bank of Russia for the said purchase:**

Not applicable.

**The obligation of the purchaser of securities to submit to a banking institution or a non-banking financial institution issuing the documents required for assessment of its financial position (if such assessment is necessary).**

Not applicable.

**4.2.11. In case of placement of securities among investors who are participants in an investment platform — the name (individual designation) of the investment platform used for placement of securities, as well as the full corporate name (for commercial entities) or name (for non-profit organisations), the primary state registration number, and the location of the operator of the specified investment platform.**

Placement of securities will not be carried out among investors who are participants in an investment platform.

**4.2.12. If shares are to be placed pursuant to a convertible loan agreement, details of such agreement shall be specified, as well as information which, in accordance with Clause 7 Article 32.3 of the Federal Law 'On Joint Stock Companies' (Collected Legislation of the Russian Federation, 1996, N 1 Art. 1; 2021, N 27, Art. 5182) is to be included in the decision to increase the authorized capital of a joint stock company by placing additional shares pursuant to a convertible loan agreement:**

Not applicable.

**4.2.13. If the execution (performance) of a transaction (operation) aimed at alienation of the Issuer's securities to the first owners in the course of their placement may require a permit provided for by subparagraph b and/or subparagraph d Clause 1 of Decree of the President of the Russian Federation No 81 dated March 1, 2022, 'On Additional Temporary Economic Measures to Ensure Financial Stability of the Russian Federation', this circumstance will be indicated:**

Not required.

**4.3. Price(s) or procedure for determining the price of securities placement**

**The price(s) or the procedure for determining the price of placement of securities or information that such price or the procedure for determining it will be established by the authorised management body of the issuer no later than the Placement Commencement Date of the securities.**

The price of placement of the Exchange-Traded Bonds will be as follows: 100 (one hundred) percent of the face value of the Exchange-Traded Bonds, i.e. CNY 1,000 (one thousand Chinese yuans) per Exchange-Traded Bond.

On any day between the placement commencement date of the Exchange-Traded Bonds and the date of their redemption, the value of the accumulated coupon yield (ACY) on the Exchange-Traded Bond is calculated according to the following formula:

ACY = Cj * Nom * (T — T(j — 1))/ (365 * 100%),

where

j — the serial number of the current coupon period, j = 1, 2, …, 18;

ACY — accumulated coupon yield, in Chinese yuans;

Nom — the outstanding part of the face value of one Exchange-Traded Bond, in Chinese yuans;

Cj — the interest rate of the j-th coupon, in percent per annum;

T(j-1) — the final date of the (j-1)-th coupon period (for the first coupon period T (j-1) — is the placement commencement date of Exchange-Traded Bonds);

T — the date of calculation of the accumulated coupon yield within the j-th coupon period.

ACI will be calculated to the second decimal place (the second decimal place will be rounded according to the rules of mathematical rounding: if the third decimal place is greater than or equal to five, then the second decimal place will be increased by one, if the third decimal place is less than five, the second decimal place will not change).

**If securities are placed with a pre-emptive right to purchase securities, then the price or procedure for determining the price for the securities will be additionally communicated to the persons holding such pre-emptive right.**

No pre-emptive right to purchase the securities is granted.

**4.4. Procedure for exercising the pre-emptive right to purchase securities placed**

**In case of placement by the joint-stock company of shares, securities convertible into shares and options of the issuer by subscription, where in accordance with Articles 40 and 41 of the Federal Law 'On Joint-Stock Companies' the pre-emptive right to acquire them arises, the following will be specified:**

Not applicable.

**4.5. Terms, conditions, and procedure for payment for securities**

**4.5.1. The method of payment for securities placed will be indicated (in cash; in cash, including the possibility of payment for the securities placed by offsetting monetary claims; in non-monetary assets).**

The Exchange-Traded Bonds will be paid for in accordance with the clearing rules of the respective clearing organisation, in cash through a wire transfer in the Russian roubles at the official exchange rate of Chinese yuan to the Russian rouble established by the Bank of Russia as of the date of the Exchange-Traded Bonds purchase and sale transaction, or in cash through a wire transfer in Chinese yuans.

**4.5.2. In case of cash payment for securities placed (with the exception of shares to be placed in pursuance of a convertible loan agreement) — the form of payment (cash or non-cash), the full corporate name of the respective banking institutions, their locations, bank details of the issuer's accounts to which the funds received in payment for the securities are to be transferred, the full or abbreviated name of the recipient of the funds, as well as its taxpayer identification number, addresses of payment points (in case of cash payment for the securities).**

**Form of payment:** wire transfer

Cash received from placement of the Exchange-Traded Bonds on the Exchange will be credited to the Underwriter's account with the NCC.

**Funds received in payment for securities will be transferred to the following account:**

**Full corporate name:** Gazprombank (Joint-Stock Company)

**Abbreviated corporate name:** Bank GPB (JSC)

**Settlement Code:** 00715

**Tax Registration Reason Code (KPP) of the recipient of funds received in payment for the securities:** 997950001

**Taxpayer Identification Number (INN) of the recipient of funds received in payment for securities:** 7744001497

**Credit institution:**

**Full corporate name**: Central Counterparty National Clearing Centre (Joint-Stock Company)

**Abbreviated corporate name:** NPO NCC (JSC) ('NCC')

**Location:** Moscow

**Taxpayer Identification Number (INN):** 7750004023

**Tax Registration Reason Code (KPP):** 770301001

**Correspondent account in Russian roubles:** 30103810345250000646 with the Central Bank of the Russian Federation Main Branch for the Central Federal District

**Correspondent account in yuans**: 30109156500000009530 with Bank ICBC (JSC)

**Correspondent account in yuans**: 30109156000000000009 with the Bank of China (Russia)

**Russian Central Bank Identifier Code (BIK)** 044525646 The Underwriter will transfer the funds received from placement of the Exchange-Traded Bonds to the Issuer's account within the period established by the agreement therewith.

**4.5.3. In case of payment for securities by non-cash assets, the property that can be used to pay for the securities issued, the payment terms, including the documents issued in the course of such payment (the property delivery and acceptance certificates, the instruction for the registrar of depository that registers the rights to the securities by which the securities being placed are paid for, etc.), the documents confirming effecting of such payment (extracts from state registers, etc.), as well as information regarding the person(-s) involved in determining the market value of such property, will be indicated:**

Not applicable.

**4.5.4. In case of payment for additional shares placed through private subscription through setting of claims to the joint-stock company being the Issuer, the procedure for submission to the Issuer of the bid (for conclusion of an agreement therewith) for such set-off will be specified.**

Not applicable.

**4.5.5 The term of payment for the securities to be placed will be specified.**

Payment for the Exchange-Traded Bonds will be carried out in the course of their placement for trading on the Exchange.

When placing the Exchange-Traded Bonds, cash payments will be made on a 'delivery versus payment' basis through the NCC in accordance with the clearing rules of the clearing organisation operating in the securities market.

The possibility of payment for the Exchange-Traded Bonds in instalments is not provided for. The Exchange-Traded Bonds will be placed subject to full payment for them.

**5. Procedure for disclosure by the Issuer of information on the Issue (additional Issue) of securities**

**If the securities of the Issue (additional issue) are placed through public subscription and/or registration of the securities Issue (additional Issue) is accompanied by registration of a securities prospectus, it will be indicated that the issuer discloses information about such securities Issue (additional issue) in the manner provided for by the Federal Law 'On the Securities Market'.**

The Issuer will disclose information on the Issue in the manner provided for by the Law 'On the Securities Market' and by the Issue Documents.

**At the Issuer's discretion, the procedure for disclosing information on this Issue of securities, followed by the Issuer in addition to the procedure for disclosing information provided for by the regulations of the Bank of Russia, will be specified:**

In addition to the procedure for disclosure of information provided for by regulations of the Bank of Russia, the Issuer will specify the following procedure for disclosure of information on the Issue.

1. The Issuer will disclose information on the term for submitting offers of potential purchasers of the Exchange-Traded Bonds with a proposal to conclude a Preliminary Agreement as a corporate action notice within the following terms from the adoption date of the such resolution of the Issuer's sole executive body (authorised officer):

— in the Newsfeed — not later than within one (1) business day.

2. Information on the expiry of the term for submission of offers of potential purchasers of the Exchange-Traded Bonds with a proposal to conclude a Preliminary Agreement will be disclosed as a corporate action notice within the following terms from the adoption date of the resolution to change the deadline for submission of the offers of potential purchasers of the Exchange-Traded Bonds for conclusion of a Preliminary Agreement:

— in the Newsfeed — not later than within one (1) business day.

3. The deadline for submitting offers of potential investors to conclude Preliminary Agreements, initially established by resolution of the Issuer's sole executive body (authorised officer), may be changed by resolution of the Issuer's sole executive body (authorised officer). Information on a change in the expiry date and/or time of the term for submitting offers from potential purchasers of the Exchange-Traded Bonds for conclusion of Preliminary Agreements, by resolution of the sole executive body (authorised officer) of the Issuer, will be disclosed as a corporate action notice within the following terms from the adoption date of the resolution to change the deadline for submission of the offers of potential purchasers of the Exchange-Traded Bonds for conclusion of Preliminary Agreements:

— in the Newsfeed — not later than within one (1) business day.

**If information on the Issue (additional Issue) is disclosed by publication in a periodical (periodicals), then the name of such periodical (periodicals) will be indicated:**

Not subject to disclosure.

**If the information is disclosed by publication on the Internet, then the address of such web page will be indicated:**

https://www.e-disclosure.ru/portal/company.aspx?id=38288.

**If the Issuer is obliged to disclose information as the Issuer's Report and corporate action notices, then such circumstance will be indicated:**

The Issuer will disclose the information as the Issuer's Report and a corporate action notice.

**6. Information on the document containing the actual results of securities placement, that will be submitted after completion of securities placement**

In accordance with the Law 'On the Securities Market', the depository carrying out centralised accounting of rights to the Exchange-Traded Bonds will submit to the Bank of Russia a notice of the results of issue of the issue-grade securities.

**7. Other information**

No other information is available.