

APPROVED BY
Order No. 5 of the Director General of
Delo MC of 08 February 2021

Delo Management Company
PHILANTHROPY & SPONSORSHIP POLICY
(Version 1)

Russian Federation,
Moscow
2021

1. Purpose

This Policy outlines Delo Management Company's approach to its philanthropic and sponsorship activities, defines the objectives, priorities and principles of the Company's philanthropic donations and sponsorships, and explains the procedures for budgeting, granting, and monitoring the utilization of, such donations and sponsorships.

Delo Management Company (the "Company", "we" or "us") is a socially responsible company.

We believe it is our duty to contribute to the social and cultural development of the communities in which we operate and to make every reasonable effort to protect the environment. We consider this to be a pillar of our corporate social responsibility policy.

We believe that by honoring our commitments to the community, we are laying the foundation for the future stability and success of the Company, as no business can progress without contributing to the social well-being, stability, and cultural and educational advancement of the community in which it operates.

We are committed to adhering to internationally recognized practices and standards that place philanthropy, sponsorship and social responsibility as high on the corporate agenda as operational performance.

The Company establishes the principles and scope of its philanthropic and sponsorship activities and oversees the implementation of philanthropic and sponsorship programs by its Controlled Entities¹.

2. Terms and Definitions

"Philanthropy" means the charitable distribution (whether free of charge or on preferential terms) of assets, including money or property rights, or the performance of work, the provision of services or other assistance, without any compensation, but with the primary purpose of contributing to the implementation of socially important initiatives aimed at promoting the social and economic development of the community and protecting the environment in the regions where the Company operates; and **"Philanthropic"** shall be interpreted accordingly.

"Applicant" means any individual or entity that applies to the Company for Philanthropic or Sponsorship support.

"Sponsorship" means the distribution of assets or intellectual property, or the performance of work, the provision of services to an individual or entity (the Beneficiary) on the condition that the latter will advertise the sponsor and/or the sponsor's products (services) in the course of organizing and/or holding sports, cultural or other events, or in the course of disseminating the products of the beneficiary's artistic endeavors.

¹ For the purposes of this Policy, "Controlled Entities" means Russian and foreign legal entities directly or indirectly controlled or operated by Delo MC.

“Public Authority” means any national or local governmental authority, including any legislative, executive (e.g., a department, agency or ministry of a government) or judicial authority in any country.

“Public Official” means:

1) any individual who, either permanently or temporarily or by special authority, performs any organizational and executive or administrative functions:

- in any Public Authority or in the armed forces or any military structure,
- in any political party (with the exception of ordinary party members),

2) any individual who is a representative of any of the aforementioned authorities, structures or organizations,

3) any candidate for a position in any of the aforementioned authorities, structures or organizations.

“Political Figure” means any individual who is professionally engaged in political activity, including as an official of a political party.

“Application” means a written or oral request by an entity (other than a business entity), an individual (in exceptional cases), or a Public Authority for Philanthropic or Sponsorship support.

“Beneficiary” means any entity (other than a business entity) or individual (in exceptional cases) that receives Philanthropic or Sponsorship support in accordance with the established procedure.

“Initiator” means any employee of the Company who is responsible for handling all the paperwork related to the provision of Philanthropic or Sponsorship support.

3. Policy Goals and Objectives

3.1 The goals of this Policy are to:

- improve the Company’s framework for managing its Philanthropic and Sponsorship activities,
- ensure transparency of the mechanism for budgeting and efficiently managing the Company’s expenses related to its Philanthropic and Sponsorship activities.

3.2. In conducting its Philanthropic activities, the Company seeks to achieve, among other things, the following objectives:

- support efforts to promote education, science, culture, arts, and public awareness,
- support efforts to popularize and promote physical culture and sports,
- provide people with the assistance and care they need, including financial support for the poor, social rehabilitation for the unemployed, people with disabilities, and others who, due to their physical or mental condition or for other reasons, are unable to exercise their rights or protect their legitimate interests on their own,
- protect, and ensure proper maintenance of, historical, religious, cultural and natural sites,
- ensure social rehabilitation of orphaned, abandoned or neglected children and children in difficult circumstances,

- support efforts to improve public health, including such matters as preventive care, medical treatment, rehabilitation, promotion of healthy lifestyles, and improvement of people's emotional and psychological well-being,
- help people affected by natural disasters, environmental, industrial or other accidents, social, ethnic or religious conflicts, victims of repression, refugees and displaced persons,
- support non-profit organizations in carrying out their activities,
- other objectives that are beneficial to the community.

The Company provides Sponsorship support to establish mutually beneficial relationships with entities and individuals to achieve, among other things, the following objectives:

- build a positive image of the Company through its involvement in the implementation of socially important initiatives and programs,
- demonstrate the Company's strength and relevance to the community,
- increase the Company's capitalization by promoting the Company's brand and services.

Where necessary, the Company may also provide Philanthropic and Sponsorship support for other purposes in accordance with applicable laws and regulations of the Russian Federation.

4. Restrictions on Providing Philanthropic and Sponsorship Support

4.1. The Company shall not provide Philanthropic or Sponsorship support to:

- any political organization, political movement, Political Figure, or entity affiliated with any of the aforementioned,
- any Public Authority or Public Official, unless an Application for such support is submitted by a Public Authority or Public Official for the ultimate benefit of the community, a non-profit organization or specific individuals in need.

4.2. The Company may decline any initiative that is implemented outside the regions in which the Company operates (with the exception of high priority projects of regional and national importance).

4.3. The following are eligible Beneficiaries of the Company's Philanthropic or Sponsorship support:

- for Philanthropy: non-profit organizations, individuals (in exceptional cases),
- for Sponsorship: individual entrepreneurs, entities (both business entities and non-profit organizations).

5. Basic Principles and Priorities of Philanthropic and Sponsorship Activities

5.1. The basic principles of the Company's Philanthropic and Sponsorship activities are:

1) there must be an objective need (expediency) for Philanthropic/Sponsorship support,

- 2) all decisions must be made in a transparent and accountable manner,
- 3) Philanthropic/Sponsorship support must effectively contribute to the implementation of the initiatives for which such support is provided,
- 4) the amount of Philanthropic/Sponsorship support must fit within the Company's annual budget and be reasonable,
- 5) the utilization of Philanthropic/Sponsorship support must be closely monitored to ensure that the funds are being spent appropriately and for the intended purpose,
- 6) the support must promote the positive image of the Company (for Sponsorships only),
- 7) no support shall be provided with the intention to influence the decisions of any Public Authority, Public Official, Political Figure or any other person in order to maintain or expand the Company's business or to obtain any commercial and/or competitive advantage, nor shall it constitute a reward (including a disguised reward) to any such person,
- 8) all Sponsorships by the Company shall be provided in exchange for promotion of the Company (e.g., through the display of the Company's logo (trademark), trade name, business name, or advertisement of the Company's business).

6. Eligibility Criteria

6.1. In evaluating Applications for Philanthropic/Sponsorship support, the Company shall rely on the following main criteria:

6.1.1. For all Applications:

- adherence to the Company's Philanthropic priorities and principles,
- compliance with this Policy (including the inapplicability of the above restrictions on providing Philanthropic or Sponsorship support),
- compliance with applicable laws, including anti-corruption laws, and the Company's internal regulations,
- potential Beneficiary's readiness to provide reports to demonstrate that the funds are being spent appropriately and for the intended purpose,
- social relevance and significance of the underlying initiative, taking into account the Company's own interests.

6.1.2. For Applications submitted by non-profit organizations:

- potential Beneficiary's excellent reputation and proven experience in implementing social programs,
- availability of a draft agreement with an attached cost estimate.

6.2. There are also additional criteria for evaluating Applications:

Long-term development potential: The Company prioritizes projects that are systemic and have the potential for long-term development. The Company seeks to establish a consistent Philanthropic and Sponsorship framework and to minimize the number of ad hoc Applications.

Preference for local projects: The Company gives preference to projects that address local needs over national or regional projects.

Preference for underfunded projects: The Company gives preference to socially important projects that receive little or no support from national or local governments.

6.3. The criteria set forth in this Article shall apply to all Applications submitted to the Company.

7. Budgeting for Philanthropic and Sponsorship Activities

7.1. The annual Philanthropy/Sponsorship budget shall be approved annually as part of the annual budgeting process.

7.2. The Company's annual Philanthropy/Sponsorship budget shall be developed by the responsible finance function of the Company, taking into account the Company's key Philanthropy/Sponsorship priorities.

7.3. If there is an approved annual Philanthropy/Sponsorship budget, the Company reserves the right to refuse any budgeted Philanthropic or Sponsorship support without providing a reason for such refusal.

7.4. Any increase in the Philanthropy/Sponsorship budget shall be made in accordance with the procedure for approving and adjusting the Company's budget as set forth in the Company's Charter.

8. Providing Philanthropic and Sponsorship Support

8.1. First, a Philanthropic or Sponsorship project must be initiated.

8.1.1. The Company shall provide Philanthropic or Sponsorship support based on the Applicant's Application.

8.1.2. Each Application must include the following:

8.1.2.1. For Applications seeking Philanthropic support:

- the matter for which Philanthropic support is requested, the amount/value of the donation (assets (movable or immovable property), property rights, money, etc.),
- purpose of the Philanthropic support,
- Beneficiary's full name and registration information,
- bank details.

8.1.2.2. For Applications seeking Sponsorship support:

- Sponsorship amount,
- description of available Sponsorship opportunities, locations for sponsor advertisements, etc.,
- purpose of the Sponsorship support, description of the sponsored event, including the time and place where the event will take place,
- Beneficiary's full name and registration information,
- bank details.

8.2. The decision to grant an Application shall be made by the single-member executive body of the Company.

In the cases provided for in the Company's Charter, such decision shall be made after the transactions related to the provision of Philanthropic or Sponsorship support

have been approved by the Company's governing bodies in accordance with their areas of responsibility.

Prior to deciding whether to grant an Application, the Company's legal and finance functions shall review such Application to determine whether it is consistent with the restrictions, basic principles and priorities, main eligibility criteria for providing Philanthropic or Sponsorship support as set forth in Articles 4 through 6 of this Policy, and with the Company's approved Philanthropy/Sponsorship budget.

8.3. If following such review, it is discovered that the Application violates applicable law, this Policy or the Company's other internal regulations, such Application shall be subject to immediate disqualification.

8.4. If the review of an Application does not reveal any violation of applicable law, such Application shall be referred to the Company's Director General or other governing body for approval in accordance with the Company's Charter.

8.5. No Application submitted by a Public Authority shall be granted unless such Application complies with this Policy and the Company's other internal regulations.

8.6. An Application seeking unbudgeted or excessive (beyond the budgeted amount) Philanthropic or Sponsorship support may be granted only after the Company's budget has been properly adjusted in accordance with the established procedure.

8.7. The Company must verify that the Beneficiary conducts its activities in accordance with the purposes set forth in its constitutional documents, is properly registered in accordance with applicable law, and complies with the stringent reporting and transparency requirements.

8.8. Once an Application for Philanthropic or Sponsorship support has been approved, the relevant Initiator shall proceed with the preparation of the appropriate Philanthropic Support Agreement or Sponsorship Agreement, as the case may be, in accordance with the procedure set forth in the Company's existing internal regulations.

Any such agreement shall be approved in accordance with the procedure set forth in the Company's Regulations on the Preparation and Execution of Civil Law Agreements.

The Initiator shall attach to the agreement a complete set of documents listed in the Company's Regulations on the Preparation and Execution of Civil Law Agreements.

8.9. If Philanthropic support is to be provided without an agreement, then the Applicant's Application in writing shall be subject to approval.

8.10. For the purposes of providing Philanthropic or Sponsorship support, funds shall be transferred only by non-cash means in accordance with the terms of the signed agreement or the Applicant's approved Application in writing (in the absence of an agreement).

As part of the Company's Philanthropic and Sponsorship activities, no cash payments may be made.

In exceptional cases where the Beneficiary is an individual, Philanthropic support may be transferred to the Beneficiary's bank card.

8.11. Philanthropic/Sponsorship support in kind (in the form of distribution of assets/provision of goods, work or services free of charge) shall be provided by the Company by delivering the same under either a certificate of delivery and acceptance

(consignment note) or a certificate of work performed (services rendered), as the case may be, to be signed by the authorized representatives of the Company and the Beneficiary.

8.12. No intermediaries shall be allowed for the purpose of providing Philanthropic/Sponsorship support.

8.13. No Philanthropic or Sponsorship support may be provided to an entity that is in legal or financial dispute with the Company or that does not share the Company's commitment to the highest ethical standards of business conduct.

9. Monitoring the Proper Spending of Philanthropic and Sponsorship Support

9.1. The Company shall monitor the utilization of Philanthropic/Sponsorship support to ensure that the funds are being spent appropriately and for the intended purpose.

9.2. The Beneficiary of Philanthropic/Sponsorship support shall submit to the Company documentary evidence (reports, photographs, printed materials, etc.) to demonstrate that the funds are being spent appropriately and for the intended purpose.

9.3. If it is discovered that the Beneficiary has misused the Philanthropic/Sponsorship support, no further applications shall be accepted from that Beneficiary.

9.4. Information regarding the Beneficiary's misuse of the Philanthropic/Sponsorship support shall be communicated to the Controlled Entities so that they can make informed decisions as to whom they choose to provide their Philanthropic/Sponsorship support.

10. Accounting for Philanthropic and Sponsorship Expenses and Monitoring Philanthropic and Sponsorship Activities

10.1. The Company shall maintain records of funds allocated to Philanthropy and Sponsorships in accordance with applicable laws and internal regulations.

10.2. The Company's finance function shall monitor the utilization of funds allocated to Philanthropy and Sponsorships.

The Company's finance function shall submit an expenditure report to the Director General at the end of each financial year, specifying the following:

- Beneficiaries of Philanthropic/Sponsorship support, including the type and amount of support (if applicable),
- intended purpose of Philanthropic/Sponsorship support,
- other information in accordance with applicable law.

11. Disclosing Information on Philanthropic and Sponsorship Activities

11.1. The Company may, on a regular basis, take various steps to ensure that information about the Company's Philanthropic and Sponsorship activities is available

to all stakeholders, e.g., by posting such information on the Company's official website or by publishing it in the mass media.

11.2. For the purposes of ensuring the availability of information about the Company's Philanthropic and Sponsorship activities to the general public, the following information may be disclosed (subject to any applicable legal restrictions):

11.2.1. With regard to Philanthropic activities:

- intended purposes of Philanthropic support,
- total amount of Philanthropic support broken down by purposes,
- list of non-profit organizations and charitable foundations that are Beneficiaries of Philanthropic support.

11.2.2. With regard to Sponsorship activities:

- list of sponsored entities.

11.3. Media coverage of the Company's Philanthropic/Sponsorship activities shall be in line with the Company's internal regulations on information disclosure.

12. Final Provisions

12.1. This Policy shall be enacted, amended and repealed by order of the Director General of the Company.

12.2. All amendments and additions to this Policy shall be made by order of the Director General of the Company.

12.3. The Company's Legal Department shall review and update this Policy at least every three years to ensure that this Policy is up-to-date and reflects any changes in the Company's activities and any outside events affecting the Company's operations, or upon any change in the applicable laws, rules and regulations governing Philanthropic and Sponsorship activities.

12.4. This Policy shall apply to Global Ports Investments Plc and its controlled entities to the extent that it is not inconsistent with the charters and internal regulations of such entities or any shareholders' agreements or similar arrangements entered into in relation to such entities.

12.5. Each Controlled Entity shall have its own Philanthropy & Sponsorship Policy. Prior to final approval, each Philanthropy & Sponsorship Policy shall be reviewed and approved by the Company's Legal Department.