



NOVOLIPETSK STEEL

**ADOPTED**

By resolution of the NLMK Human  
Resources, Remuneration, and Social  
Policy Committee

**REGULATIONS**  
**ON NLMK CORPORATE UNIVERSITY ACADEMIC COUNCIL**  
(revised)

Lipetsk  
2021

## CHAPTER 1. GENERAL PROVISIONS

These Regulations on the NLMK Corporate University Academic Council (hereinafter referred to as 'the Council') have been developed in line with the Russian legislation and internal corporate documents of NLMK (hereinafter referred to as 'the Company').

These Regulations determine the status, goals, tasks, and functions of the Council, as well as its composition, and the procedure for its formation and operation.

The Council reports to the Board of Directors' Human Resources, Remuneration, and Social Policy Committee (hereinafter referred to as 'the Committee'), and is an advisory body.

## CHAPTER 2. TERMS & DEFINITIONS

The following terms and definitions are used in these Regulations:

**NLMK Group** – NLMK Company, as well as legal entities under the direct and/or indirect control of NLMK Company.

**Corporate University** – a structural subdivision of NLMK Group that develops and implements learning solutions for all NLMK Group management levels.

**A portfolio** of learning solutions – all learning areas, learning subjects, and learning solutions implemented during the strategic cycle.

**Learning solution** – all training activities, aimed at developing knowledge, skills, and social attitudes in line with business customer needs.

**Business customer** – the manager who initiates the development of learning solutions and determines the requirements for the content, the target audience, approves the business goals of learning solutions, the performance indicators of learning solutions and the planned implementation budget.

## CHAPTER 3. GOALS, OBJECTIVES, AND FUNCTIONS OF THE CORPORATE UNIVERSITY ACADEMIC COUNCIL

3.1. The main goal of the Council is to coordinate the activities of the Corporate University in maintaining uniform standards in the development and implementation of learning solutions for NLMK Group managers

3.2 The Council has the following main objectives:

- Approve the portfolio of learning solutions.
- Review training areas, training plan, and training standards and make recommendations.
- Ensure compliance with unified standards in the development and implementation of learning solutions.
- Ensure availability of sufficient resources to support the approved portfolio of learning solutions.
- Ensure communication with business customers when developing and implementing learning solutions.

3.3 The Council develops recommendations on the following matters related to the Corporate University:

- Strategic goals, objectives, and development paths of the Corporate University.

- Approval of learning solutions and portfolio architecture.
- Personnel planning, academic staff strengthening and improving its performance efficiency.
- Organizational structure development.
- Development of international relations, participation in non-profit organization that focus on implementing learning solutions.
- Other matters.

#### **CHAPTER 4. COMPOSITION OF THE NLMK CORPORATE UNIVERSITY ACADEMIC COUNCIL**

- 4.1. The Council shall consist of at least 5 (five) members.
- 4.2. Various level Council members are presented in Table 1.
- 4.3. The composition of the Council shall be determined by the Committee.
- 4.4. The composition of the Council shall be formed in such a way as to enable comprehensive discussions of the issues under consideration, taking different opinions into account.
- 4.5. If necessary, experts and consultants may be engaged in the work of the Council on a temporary or permanent basis, with no voting rights on issues within the Council's remit.
- 4.6. The Council shall be headed by the Council Chair, whose main task is to ensure impartiality of the Council when developing recommendations.
- 4.7. The Council Chair shall organize the work of the Council, that is:
  - Convene and preside over Council meetings.
  - Determine the format of Council meetings.
  - Prepare the Council's meeting schedule for the current year.
  - Define agendas for Council meetings.
  - Determine the list of persons to be invited to Council meetings.
  - Foster discussions at Council meetings.
  - Ensure the minutes are kept at Council meetings, and sign them.
  - Sign and submit draft documents to the Company's bodies on behalf of the Council.
  - Appoint the Secretary of the Council.
  - Ensure compliance of the Council's activities with the requirements of the Russian laws and the Company's internal documents.

#### **CHAPTER 5. PROCEDURE FOR CONVENING AND HOLDING MEETINGS OF THE CORPORATE UNIVERSITY ACADEMIC COUNCIL**

- 5.1. Meetings of the Council shall be held at least twice a year in accordance with the annual meeting schedule, approved by the Council Chair.
- 5.2. Decision to convene a regular meeting of the Council, the date, time and place of the meeting, as well as the agenda and the list of persons to be invited to participate in the meeting, shall be made by the Council Chair.
- 5.3. Meetings of the Council may be held in the format of joint presence of Council members, or in the format of absentee voting. Absentee voting shall be carried out as necessary, their number is

not limited. Issues on the development of learning solutions not discussed and approved at a Council meeting held in person, are put to absentee voting.

5.4. Learning solutions that correspond to the following basic principles and sources of demand formation are submitted to the Academic Council for approval:

- The learning solution and its topics affect the implementation of the strategic goals of the Company and its individual functions (at least three functions).
- The learning solution has a business customer who understands the effectiveness of the learning solution and is ready to formulate its business outcome.
- The target audience of the learning solution is considerable.
- Significant resources are required for the development of the learning solution (external provider, external platforms, etc.).
- None of the learning solutions available in the portfolio covers the need.
- The topic of the learning solution is relevant for the external market (it is possible to market it later).

5.5. If necessary and by agreement with the Council Chair, persons who are not members of the Council but who have the necessary professional knowledge and skills to resolve issues considered by the Council, can be invited to participate in the meetings.

5.6. A meeting of the Council shall be considered valid (forming a quorum) if at least half of the Council members participate in it. When opening the meeting, the Council Chair determines whether it forms a quorum.

5.7. When passing resolutions on agenda items, each member of the Council shall have one vote. Members of the Council are not allowed to transfer their votes to other members of the Council.

5.8. The resolution of the Council shall be passed by a simple majority vote by the members of the Council participating in the meeting.

5.9. Resolutions passed by the Council shall be formalized in the Minutes of the Meeting, which the Secretary of the meeting shall draw up no later than 3 (three) business days after the Council meeting, and signed by the Council Chair.

5.10. The Minutes of the Meeting of the Council shall indicate: the format, place, date and time of the meeting, the persons present at the meeting, the agenda of the meeting, issues put to vote, draft wording of the resolutions, voting results, and resolutions that were passed.

5.11. Materials and documents approved by the Council shall be appended to the Minutes of the Meeting.

## **CHAPTER 6. PROCEDURE FOR APPROVAL AND AMENDMENT OF THESE REGULATIONS**

6.1. These Regulations, as well as all additions and amendments to them, shall be approved by the Committee.

6.2. If, as a result of changes to Russian laws and regulations, certain articles of these Regulations come into conflict with them, these articles shall cease to be valid, and members of the Council shall be guided by the current Russian legislation until these Regulations are amended.

Table 1 - Council members of various levels.

Roles on the Council	Levels of the Council
The Council Chair	Member of the Board of Directors
Member of the Council	Member of the Board of Directors, President (CEO) of NLMK Group, Vice President for HR, other persons with professional training, knowledge and experience in the areas of the Council's focus, other expertise necessary to exercise their powers, who have time and ability to act as members of the Council
Facilitator of the Council	Head of the Corporate University
Secretary of the Council	Employee of the Corporate University
Expert of the Council	Any employee of NLMK Group, external expert/consultant who has information pertinent to the discussion