

CORPORATE GOVERNANCE SYSTEM

Description of the corporate governance system

Rusagro Group is committed to upholding the best Russian and international practices in corporate governance. The Rusagro team is convinced that an effective corporate governance system ensures the Company's successful development and is the key to stronger investment appeal, higher trust of investment community and excellent business reputation.

The Company's public standing and the Board of Directors' and management's aspiration for a well-round development of the corporate governance system are the reasons for the elevated standards for the system's excellence.

Fundamental documents

Internal

- Articles of Association of Rusagro Group PJSC
- Regulations on the Board of Directors of Rusagro Group PJSC
- Regulations on the Audit Committee of Rusagro Group PJSC
- Regulations on the Remuneration Committee of Rusagro Group PJSC
- Regulations on the Nomination Committee of Rusagro Group PJSC
- Regulations on the Internal Audit Service of Rusagro Group PJSC
- Regulations on the Risk Management and Internal Control System of Rusagro Group PJSC
- Regulations on the Corporate Secretary of Rusagro Group PJSC
- Dividend Policy of Rusagro Group PJSC
- List of Insider Information of Rusagro Group PJSC



Rusagro Group PJSC page on the Corporate Information Disclosure Centre website

External



Federal Law No. 208-FZ dated 26 December 1995 (revised on 30 November 2024) 'On Joint Stock Companies'



Corporate Governance Code of the Bank of Russia dated 10 April 2014



Moscow Exchange Listing Rules effective from 16 April 2024

Improvement of the corporate governance system

In 2024, Rusagro Group's corporate governance system underwent a significant update to bring it in line with best corporate practices, the requirements of regulators and the Moscow Exchange for inclusion in the first quotation list.

In 2024, the Articles of Association were revised and approved to achieve high standards of corporate governance in the Group. According to the current version of the Articles of Association, a new Board of Directors was elected, new committees and services were formed, and internal documents were adopted as part of the effort to raise the standard of corporate governance in the Group. A Corporate Secretary was appointed to ensure the proper execution of corporate policy and the coordination of efficient communications among shareholders, management, and control bodies, as well as the Group.

Assessment of the corporate governance system in 2024

The Board of Directors uses the Bank of Russia's Corporate Governance Code and industry best practices in Russia and around the world to evaluate the corporate governance quality. The formal assessment methodology used by the Company is in line with the recommendations of the Bank of Russia as specified in the information letter of the Bank of the Russia dated 27 December 2021.

For the full text of the report on compliance with the principles and recommendations of the Corporate Governance Code, see the [Appendix to the Annual Report](#)



Recommendations on drawing up a report on compliance with the principles and recommendations of the Code of Corporate Governance of the Bank of Russia dated 27 December 2021

Compliance with the recommendations of the Bank of Russia Corporate Governance Code in 2024

Раздел	Number of items	Complied with	Partially complied with	Not complied with
1 Shareholders' rights	13	13	0	0
2 Board of Directors	36	22	8	6
3 Corporate Secretary	2	1	1	0
4 Remuneration system	7	3	1	3
5 Risk Management and Internal Control System	6	4	1	1
6 Disclosure of information	7	1	4	2
7 Significant corporate actions	5	4	1	0
Total	76	48	16	12
Percentage of total number of Code items, %		63	21	16