



Annex 17

A MODEL CHECKLIST FOR THE SUPERVISORY BOARD'S SELF-EVALUATION

Part I: Assessment Questionnaire for the Supervisory Board

To be completed by each director on a confidential basis. Note that:

- 1 = Needs significant improvement
- 2 = Needs improvement
- 3 = Adequate
- 4 = Consistently good
- 5 = Outstanding

| <i>Section I: Authorities and General Information</i> | | | | | |
|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| 1. Is the Supervisory Board's role in protecting the company's and shareholder's interests? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 2. How would you rate the Supervisory Board's consideration of shareholder value in its decision-making process? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 3. Do you feel that the Supervisory Board understands its role, authority, and priorities? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 4. To what degree is the Supervisory Boards' authority distinct from that of the General Director and the General Meeting of Shareholders (GMS) in practice? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 5. Does the Supervisory Board know and understand the company's values, mission, and strategic and business plans, and reflect this understanding on key issues throughout the year? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 6. How effective is the Supervisory Board in guiding and setting strategy? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 7. Does the Supervisory Board have the tools to properly oversee the operational and financial performance of the company? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 8. Is the Supervisory Board doing a good job in managing the performance and evaluating the General Director? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |

Comments:



The Russia Corporate Governance Manual

| <i>Section II: Composition</i> | | | | | |
|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| 9. Does the Supervisory Board have the right size, i.e. is the number of directors consistent with the needs of the company? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 10. How effective is the Chairman's leadership, both at the Supervisory Board and committee levels? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 11. Has the Supervisory Board designed, articulated, and implemented policies related to its composition (size, composition and mix-of-skills, breadth of experience, and other pertinent qualities)? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 12. Is the Supervisory Board's composition (in terms of competencies and mix of skills) suited to its oversight duties and the development of the company's strategy? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 13. How effectively does the Supervisory Board work together, for example is the Board effective as a team, or are directors encouraged to voice dissenting opinions while seeking constructive solutions? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 14. Do you feel that the Company's independent directors are truly independent? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |

Comments:

| <i>Section III: Structure and Committees</i> | | | | | |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| 15. Does the Supervisory Board have an appropriate number of committees? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 16. How effective do you believe the Supervisory Board's committees to be, that is do they provide useful recommendations allowing for better decision-making, and do they consequently make Supervisory Board meetings more efficient and effective? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 17. Do you feel that members of the _____ committee have sufficient expertise on _____ issues? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 18. How well informed are non-committee members about the committee's deliberations? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |

Comments:

Annex 17. A Model Checklist for the Supervisory Board's Self-Evaluation

| <i>Section IV: Working Procedures</i> | | | | | |
|--|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| 19. How well has the Supervisory Board identified, prioritized, and scheduled key issues that should be reviewed on a regular basis? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 20. Is information on the various agenda items provided to you well in advance of Supervisory Board meetings, allowing you to properly prepare? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 21. Are you as a director receiving proper information for good decision-making, i.e. is the information presented in a succinct manner, are key issues and risks properly highlighted, and do the materials also contain annexes with relevant detail for further study allowing you to understand and evaluate agenda items of the Supervisory Board's meeting and take effective decisions? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 22. Are Board meetings conducted in a manner that ensures open communication, meaningful participation, and timely and constructive resolution of issues? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 23. Are the presentations given to you during the Supervisory Board meetings sufficiently clear to make good decisions? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 24. Is the Supervisory Board meeting time appropriately allocated between Board discussion and management presentations? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 25. Do you have sufficient access to senior executives outside of Supervisory Board meetings? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 26. Has the Supervisory Board identified the company's key performance indicators to monitor managerial performance? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 27. Does the financial information provided to you prior to Supervisory Board meetings give you the necessary information to understand the important issues and trends in the business? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 28. Is the financial information presented in such a way as to highlight these important issues and trends? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 29. Does the Supervisory Board, together with management, focus on risks that could have a significant impact on the Company? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 30. Does the Supervisory Board have a system for auditing the other, less significant risks that still have the potential under certain circumstances to influence significantly or negatively the Company's performance? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 31. Is the Company's orientation program for new directors providing helpful information about Supervisory Board processes and the Company? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |

Comments:

The Russia Corporate Governance Manual

| <i>Section V: Duties and Liabilities</i> | | | | | |
|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
| 32. Have your duties of loyalty, care, and business judgment been sufficiently communicated to you? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 33. Do Supervisory Board members spend sufficient time learning about the Company's business and understand it well enough to provide critical oversight? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 34. Do you generally believe that Supervisory Board members ask appropriate, yet challenging and critical questions of management? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 35. Do directors disclose personal interests in transactions and abstain from voting where appropriate? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |
| 36. Are you indemnified in any way? | 1 <input type="checkbox"/> | 2 <input type="checkbox"/> | 3 <input type="checkbox"/> | 4 <input type="checkbox"/> | 5 <input type="checkbox"/> |

Comments:

Part II: Assessment Questionnaire Directors

To be completed by each director on a confidential basis. Note that:

- 1 = Needs significant improvement
- 2 = Needs improvement
- 3 = Adequate
- 4 = Consistently good
- 5 = Outstanding

| | Professional Experience | Industry Knowledge | Specific Competency | Business Judgment | Strategic Vision | Integrity | Attendance | Meeting Preparation | Team Player | Active Participation | Overall Contribution |
|------------|-------------------------|--------------------|---------------------|-------------------|------------------|-----------|------------|---------------------|-------------|----------------------|----------------------|
| Director 1 | | | | | | | | | | | |
| Director 2 | | | | | | | | | | | |
| Director 3 | | | | | | | | | | | |
| Director 4 | | | | | | | | | | | |
| Director 5 | | | | | | | | | | | |
| Director 6 | | | | | | | | | | | |
| Director 7 | | | | | | | | | | | |
| Director 8 | | | | | | | | | | | |
| Director 9 | | | | | | | | | | | |