

Approved  
by PJSC Acron's Board of Directors  
Minutes No. 734 dated 3 June 2026

**Position of the Board of Directors  
on agenda items of PJSC Acron's annual general meeting  
on 30 June 2026 and grounds for passing relevant resolutions**

Hereby the Board of Directors of Public Joint Stock Company Acron ('Acron' or the 'Company') presents to the persons entitled to vote for passing resolutions at the Company's annual general meeting to be held on 30 June 2026 ('**annual general meeting**') details of its position on agenda items of the annual general meeting and grounds for passing relevant resolutions by the shareholders.

**On the first agenda item:**

**1. Approving Acron's Annual Report for 2025**

*Background*

Pursuant to Clause 2, Article 65.3. of the Russian Civil Code; Clause 1, Article 48 of the Federal Law *On Joint Stock Companies*; and Clause 7.10 of Acron's Charter, approving the Company's annual report is within the scope of authority of the general meeting. This item was included in the general meeting's agenda on the initiative of the Company's Board of Directors. The wording of the resolution on this item was also proposed by the Board of Directors.

*Grounds for passing a resolution on the agenda item*

The necessity of passing a resolution on this item is conditioned by the requirements of Article 88 of the Federal Law *On Joint Stock Companies* regarding the Company's annual report preparation, and the provisions of Article 47 of the Federal Law *On Joint Stock Companies*.

*Overview of the annual report*

The requirements for contents of an annual report of a joint stock company are defined by Regulation on Information Disclosure by Equity Securities Issuers No. 714-II, approved by the Central Bank of Russia on 27 March 2020 (as amended on 30 September 2022). The Company's annual report was prepared in compliance with the said regulation and with due consideration for certain recommendations of national Corporate Governance Code recommended by the Bank of Russia. Specifically, the Company's annual report contains key financials and business results of the Company for the reporting year, prospects and key areas for the Company's development, description of the Company's corporate governance system and report on its bodies operation, details of most material corporate events of the Company etc.

Pursuant to Article 88 of the Federal Law *On Joint Stock Companies*, the annual report was considered and preliminarily approved by the Company's Board of Directors (Minutes of the Board of Directors meeting No. 732 dated 25 May 2026).

*Procedure for passing a resolution on the agenda item*

Pursuant to Clause 2, Article 49 of the Federal Law *On Joint Stock Companies* and Clause 7.14 of the Company's Charter, a resolution on this item shall be passed by a majority of votes of holders of voting shares in the Company attending the annual general meeting.

*Proposals and recommendations for voting*

In view of the foregoing, for the purpose of complying with the Federal Law *On Joint Stock Companies*, **it is proposed** that Acron's annual general meeting: approve Acron's Annual Report for 2025.

**On the second agenda item:**

**2. Approving Acron's annual accounting (financial) statements for 2025**

Pursuant to Clause 2, Article 65.3. of the Russian Civil Code; Clause 1, Article 48 of the Federal Law *On Joint Stock Companies*; and Clause 7.10 of Acron's Charter, approving the Company's annual accounting (financial) statements is within the scope of authority of the general meeting. This item was included in the annual general meeting's agenda on the initiative of the Company's Board of Directors. The wording of the resolution on this item was also proposed by the Board of Directors.

*Grounds for passing a resolution on the agenda item*

The necessity of passing a resolution on this item is conditioned by the provisions of Article 13 of the Federal Law *On Accounting* related to general requirements for annual accounting (financial) statements, and Article 47 of the Federal Law *On Joint Stock Companies*.

*Overview of the annual accounting (financial) statements*

The requirements for the structure and contents of accounting (financial) statements are defined by the Federal Law *On Accounting* and other legal acts regulating accounting. Annual accounting (financial) statements of the Company were prepared pursuant to the Regulation on Accounting and Reporting in Russia approved by Order of the Russian Ministry of Finance No. 34Н dated 29 July 1998, the Russian Accounting Standard *Accounting Records of an Organisation* RAS 4/99 approved by Order of the Russian Ministry of Finance No. 43Н dated 6 July 1999, Order of the Russian Ministry of Finance No. 66Н dated 2 July 2010 *On Forms of Accounting Records of an Organisation*, and include:

- Balance Sheet as of 31 December 2025
- Profit and Loss Statement for 2025
- Statement of Changes in Equity for 2025
- Cash Flow Statement for 2025
- Explanatory Notes to Acron's Balance Sheet and Profit and Loss Statement for 2025.

Pursuant to Article 88 of the Federal Law *On Joint Stock Companies*, the Company's annual accounting (financial) statements were mandatorily audited, and based on such audit results the Company's independent auditors (Russaudit, LLC) expressed the opinion that the said statements are true and fair (the auditor's opinion dated 27 March 2026).

*Procedure for passing a resolution on the agenda item*

Pursuant to Clause 2, Article 49 of the Federal Law *On Joint Stock Companies* and Clause 7.14 of the Company's Charter, a resolution on this item shall be passed by a majority of votes of holders of voting shares in the Company attending the annual general meeting.

*Proposals and recommendations for voting*

In view of the foregoing, for the purpose of complying with the Federal Law *On Joint Stock Companies*, **it is proposed** that Acron's annual general meeting: approve Acron's annual accounting (financial) statements for 2025.

**On the third agenda item:**

**3. Distributing Acron's profit and loss (including paying (declaring) dividends) for 2025**

*Background*

Pursuant to Clause 1, Article 48 of the Federal Law *On Joint Stock Companies* and Clause 7.10 of Acron's Charter, distribution of profit and loss (including paying (declaring) dividends) for a reporting year is within the scope of authority of the general meeting. This item was included in the annual meeting's agenda on the initiative of the Company's Board of Directors. The wording of the resolution on this item was also proposed by the Board of Directors.

*Grounds for passing a resolution on the agenda item*

A resolution on this item is required in order to provide shareholders with an opportunity to exercise their right to participate in distribution of profits and to receive dividends.

*Overview of the proposed distribution of profit (payment of dividends)*

Pursuant to Article 42 of the Federal Law *On Joint Stock Companies*, the Company may resolve to pay (declare) dividends on outstanding shares for a reporting year. Dividends shall be paid from the Company's after-tax profits (net profit) determined based on its accounting (financial) statements. The dividend amount may not exceed the dividend amount recommended by the Company's Board of Directors. The general meeting shall also set a record date for persons entitled to receive dividends based on the resolution on paying (declaring) dividends, as proposed by the Board of Directors.

When distributing the Company's profit, the Board of Directors takes into consideration the Company's development plans, market environment and forecasts on profit and debt burden in the near future.

When making its recommendation, the Board of Directors considers a range of factors, including the Company's financial performance, current and projected cash flows, its schedule for meeting its obligations and its plans for future operations.

The Board of Directors recommends that the annual general meeting resolve not to pay dividends for the financial year under review.

In view of the above, the Board of Directors considers it advisable to refer the matter of dividend payment to the Company's extraordinary general meeting. The Board believes this will enable a more favourable time for dividend payment to be determined from financial and economic perspectives.

At the same time, the Board of Directors has resolved to convene a general meeting by absentee voting and recommends that shareholders adopt a resolution on dividend payment at that meeting.

In view of the foregoing, the Board of Directors has made the following **recommendations** to the annual general meeting:

– Acron’s net profit for 2025 (except for the profit distributed as dividends for the first nine months of 2025 of RUB 6,947,102,484) shall be retained.

– Dividends for 2025 (except for the dividends paid for the first nine months of 2025) shall not be declared or paid.

#### *Procedure for passing a resolution on the agenda item*

Pursuant to Clause 2, Article 49 of the Federal Law *On Joint Stock Companies* and Clause 7.14 of the Company’s Charter, a resolution on this agenda item shall be passed by a majority of votes of holders of voting shares in the Company attending the annual general meeting.

#### *Proposals and recommendations for voting*

In view of the foregoing, in order to comply with the requirements of the Federal Law *On Joint Stock Companies*, **it is proposed** that Acron’s annual general meeting resolves as follows:

– Acron’s net profit for 2025 (except for the profit distributed as dividends for the first nine months of 2025 of RUB 6,947,102,484) shall be retained.

– Dividends for 2025 (except for the dividends paid for the first nine months of 2025) shall not be declared or paid.

### **On the fourth agenda item:**

#### **4. Appointing Acron’s auditors**

##### *Background*

Pursuant to the provisions of Clause 2, Article 65.3. of the Russian Civil Code; Clause 1, Article 48 of the Federal Law *On Joint Stock Companies*; and Clause 7.10 of Acron’s Charter, appointing the Company’s auditors is within the scope of authority of the general meeting. This item was included in the general meeting’s agenda on the initiative of the Company’s Board of Directors. The wording of the resolution on this item (nominated auditor) was also proposed by the Board of Directors under the recommendation of the Audit Committee.

##### *Grounds for passing a resolution on the agenda item*

The necessity of passing a resolution on this item is conditioned by the requirements of Article 88 of the Federal Law *On Joint Stock Companies* regarding annual mandatory audit of annual accounting (financial) statements of the Company prepared in accordance with Russian laws on accounting and the provisions of Article 47 of the Federal Law *On Joint Stock Companies*, which stipulates mandatory consideration of appointing the Company’s auditors by the annual general meeting.

Additionally, pursuant to the Federal Law *On Securities Market* and the Federal Law *On Consolidated Financial Statements*, since the Company’s securities are admitted to organised trading, the Company must prepare and disclose its consolidated financial statements prepared in accordance with the International Financial Reporting Standards (IFRS) and conduct mandatory audit thereof.

##### *Summary information about the auditors*

An audit of accounting (financial) statements and consolidated financial statements is an independent review of financial statements in order to express an opinion on the reliability of such financial statements.

The requirements for the Company's auditors are stipulated by the Federal Law *On Joint Stock Companies* and the Federal Law *On Auditing*. In accordance with the above regulations, an auditing commercial organisation which is a member of one of the self-regulatory organisations of auditors and has no mutual property interests with the Company or its shareholders may serve as the Company's auditors.

Limited Liability Company Russaudit Valuation and Consulting (OGRN 1037700117949) is recommended to be appointed as the Company's auditors for verification of accounting (financial) statements prepared in accordance with Russian laws on accounting. This organisation has no mutual property interests with the Company or its shareholders and, therefore, complies with all legal requirements for the Company's auditors.

Joint Stock Company Kept (OGRN 1027700125628) is recommended to be appointed as the Company's auditors for verification of accounting (financial) statements prepared in accordance with the International Financial Reporting Standards (IFRS). This organisation has no mutual property interests with the Company or its shareholders and, therefore, complies with all legal requirements for the Company's auditors.

The amount of the auditors' fee shall be determined by Acron's Board of Directors based on the market value of such services at the time of execution of the relevant agreements with the auditors.

*Procedure for passing a resolution on the agenda item*

Pursuant to Clause 2 Article 49 of the Federal Law *On Joint Stock Companies* and Clause 7.14 of the Company's Charter, a resolution on this item shall be passed by a majority of votes of holders of voting shares in the Company attending the annual general meeting.

*Proposals and recommendations for voting*

In view of the foregoing, in order to comply with the requirements of the Federal Law *On Joint Stock Companies*, **it is proposed** that Acron's annual general meeting:

Appoint the companies proposed by Acron's Board of Directors as Acron's auditors as follows:

- For verification of accounting (financial) statements prepared in accordance with Russian laws on accounting: Limited Liability Company Russaudit Valuation and Consulting (OGRN 1037700117949)
- For verification of financial statements prepared in accordance with the International Financial Reporting Standards (IFRS): Joint Stock Company Kept (OGRN 1027700125628).

**On the fifth agenda item:**

## **5. Electing Acron's Board of Directors**

*Background*

Pursuant to Clause 1, Article 48 of the Federal Law *On Joint Stock Companies* and Clause 7.10 of Acron's Charter, electing members to the Company's Board of Directors is within the scope of authority of the general meeting. This item was included in the annual meeting's agenda on the initiative of the Company's Board of Directors. The persons included in the list of nominees to the Board of Directors to be put to vote were nominated by the Company's shareholders and Board of Directors.

*Grounds for passing a resolution on the agenda item*

The necessity of passing a resolution on this item is conditioned by the requirements of Article 97 and Article 65.3 of the Russian Civil Code on forming a collegial governing body (Board of Directors) controlling the activity of the executive bodies of a corporation and performing other functions, by public joint stock companies, as well as the provisions of Article 47 of the Federal Law *On Joint Stock Companies*, which provide for the mandatory consideration of the election of members of the Company's Board of Directors at the annual general meeting.

*Summary information about the nominees to the Board of Directors*

Pursuant to Clause 8.5 of Acron's Charter, the Board of Directors shall be elected by the general meeting for a term until the next annual meeting, and shall consist of nine members. Shareholder(s) whose aggregate ownership is not less than 2% of the Company's voting shares shall be entitled to nominate candidates to the Board of Directors. The number of these candidates may not exceed the number of members of the Board of Directors.

The list of nominees to the Board of Directors to be put to vote at the Company's annual general meeting on 30 June 2026 includes the following candidates:

1. Ivan Antonov
2. Igor Belikov
3. Vladimir Gavrikov
4. Nina Danilchenko
5. Alexander Dynkin
6. Mikhail Kantolinsky
7. Andrey Kolosovsky
8. Oleg Kornyshev
9. Alexander Popov
10. Valery Shvalyuk

The above candidates were nominated by shareholders holding not less than 2% of the Company's voting shares in accordance with the procedure established by law and the Company's bylaws, and on the initiative of the Board of Directors. The nominees submitted a written consent for their election to the Board of Directors.

Each of the above nominees meets all or the majority of the eligibility criteria for nominees to the Company's governing and control bodies, as established by the Nomination and Remuneration Committee of the Company's Board of Directors. The list of the nominees to the Board of Directors to be put to vote ensures a well-balanced composition of the Board of Directors, which meets the Company's objectives and tasks and complies with the requirements of applicable Russian laws, the Company's Charter and bylaws, as well as the listing rules for the admission of the Company's securities to organised trading. In the opinion of the Board of Directors, all the nominees have sufficient professional experience and independence to form their own opinion, are capable of making objective and fair judgements on issues within the scope of authority of the Board of Directors, and therefore can be recommended for election to the Company's Board of Directors.

Taking into account the information provided by the nominees to the Board of Directors and the results of the assessment of their compliance with the criteria for independent members of the Board of Directors stipulated by the Listing Rules of Public Joint Stock Company Moscow Exchange MICEX-RTS and the Corporate Governance Code recommended by the Bank of Russia, the Nomination and Remuneration Committee of the Company's Board of Directors has concluded that, in case of their election to the Board of Directors, Igor Belikov, Mikhail Kantolinsky and Oleg Kornyshev may be recognised as independent members of the Board of Directors (independent directors) by the Board of Directors. The relevant opinion of the Nomination and Remuneration Committee of the Board of Directors was provided to shareholders as part of the materials for the general meeting.

#### *Procedure for passing a resolution on the agenda item*

Pursuant to Clause 4, Article 66 of the Federal Law *On Joint Stock Companies* and Clause 8.7 of the Company's Charter, the Board of Directors shall be elected by cumulative voting. During cumulative voting, the number of votes held by each shareholder is multiplied by the number of persons to be elected to the Company's Board of Directors, and a shareholder may cast the votes thus derived in favour of one nominee or distribute them between two or more nominees. Nominees receiving the majority of votes shall be deemed to be elected to the Board of Directors.

#### *Proposals and recommendations for voting*

In view of the foregoing, in order to comply with the requirements of the Federal Law *On Joint Stock Companies*, **it is proposed** that Acron's annual general meeting: elect the persons included in the list of nominees to the Board of Directors to be put to vote.

In the opinion of the Board of Directors, Igor Belikov, Mikhail Kantolinsky and Oleg Kornyshev may be elected as independent members of the Board of Directors.

### **On the sixth agenda item:**

#### **6. Paying remuneration and reimbursement to the members of Acron's Board of Directors**

##### *Background*

Pursuant to the provisions of Clause 2, Article 64 of the Federal Law *On Joint Stock Companies* and Clause 8.8 of Acron's Charter, determining the amount of remuneration and reimbursement paid to members of the Board of Directors for the performance of their duties is within the scope of authority of the general meeting. This item was included in the annual meeting's agenda on the initiative of the Company's Board of Directors. The wording of the resolution on this item was also proposed by the Board of Directors.

On this agenda item, Nikolai Arutyunov, a member of Acron's Board of Directors, has issued a dissenting opinion, stating that the proposal to pay independent members of the Board of Directors remuneration of four million roubles (RUB 4,000,000) per year is unjustified and untimely, as it implies a substantial increase in remuneration in the absence of significant changes in the economy or the Company's financial performance that could serve as a basis for such an increase.

At the Board of Directors meeting on 22 May 2026, Nikolai Arutyunov voted *against* the relevant recommendation. All other members of the Board of Directors voted *in favour* thereof. The resolution was passed.

##### *Grounds for passing a resolution on the agenda item*

The Federal Law *On Joint Stock Companies* and the Company's Charter stipulate that by a resolution of the general meeting, members of the Board of Directors may be remunerated during their term of office and/or reimbursed for expenses incurred during the performance of their duties as members of Acron's Board of Directors.

In accordance with the Company's *Policy on Remuneration and Reimbursement of Expenses to Members of the Board of Directors, Executive Bodies and Other Key Managing Officers of PJSC Acron*, approved by Acron's Board of Directors (Minutes No. 590 dated 29 December 2017), the remuneration for serving on the Board of Directors shall be paid to independent directors only. Independent directors play a key role in preventing corporate conflicts and assessing the Company's material corporate actions that could materially change the rights or violate the interests of shareholders, as well as provide an impartial assessment of the Company's corporate governance system and practices.

A resolution on this item is required since in accordance with the generally accepted Russian and international practices, independent directors must receive remuneration relevant to their expertise and experience for their serving on the Board of Directors. In addition, payment of such remuneration is a prerequisite for attracting, motivating and retaining independent members of the Board of Directors with the skills and expertise required by the Company.

The Company also believes that it is fair that all members of the Board of Directors, including non-independent directors, must be reimbursed for expenses related to the performance of their duties.

#### *Brief information on the proposed remuneration and reimbursement*

The payment of remuneration and reimbursement to the members of the Board of Directors was preliminary considered by the Nomination and Remuneration Committee of the Board of Directors. As a result, the Committee proposed establishing fixed annual remuneration for independent directors in the amount of four million roubles (RUB 4,000,000) each, payable monthly in equal instalments.

#### *Procedure for passing a resolution on the agenda item*

Pursuant to Clause 2, Article 49 of the Federal Law *On Joint Stock Companies* and Clause 7.14 of the Company's Charter, a resolution on this item shall be passed by a majority of votes of holders of voting shares in the Company attending the general meeting.

#### *Proposals and recommendations for voting*

In view of the foregoing, to comply with the provisions of the Federal Law *On Joint Stock Companies*, **it is proposed** that Acron's annual general meeting: establish annual remuneration to the members of Acron's Board of Directors elected at the annual general meeting on 30 June 2026 for performing their duties as members of Acron's Board of Directors in the amount of four million roubles (RUB 4,000,000) each. The remuneration shall be paid monthly in equal instalments starting from the date of this resolution by the annual general meeting. Other members of Acron's Board of Directors shall not receive any remuneration.