

Segezha Group
10 Presnenskaya Naberezhnaya, Moscow,
123112 Russia
Tel./fax: +7 (499) 962 82 00
E-mail: welcome@segezha-group.com

Ref. No. w/o No. dated November 24, 2021

Attn.: Segezha Group PJSC Shareholders

**Notice
of the Convocation of an Extraordinary General Meeting of Shareholders of
Public Joint-Stock Company Segezha Group**

Pursuant to the Resolution of the Board of Directors of Public Joint-Stock Company Segezha Group dated 23 November 2021 (Minutes No. 29/21 dated 24 November 2021), the shareholders of Public Joint-Stock Company Segezha Group (hereinafter, "Segezha Group PJSC" or the "Company") are hereby notified of the convocation of an Extraordinary General Meeting of Shareholders of Segezha Group PJSC.

Segezha Group PJSC location: Moscow, Russian Federation.

The Extraordinary General Meeting of Shareholders of Segezha Group PJSC is convened by the Board of Directors of Segezha Group PJSC.

Form of the meeting: absentee voting.

Date of the meeting (deadline for accepting ballots): 29 December 2021.

Date of compilation (finalisation) of a list of Segezha Group PJSC persons authorised to attend the Extraordinary General Meeting of Shareholders: 4 December 2021.

Website address where the ballots can be filled in electronically: <http://www.aoreestr.ru/shareholders/e-voting>

Postal address for sending completed ballots: 10 Presnenskaya Naberezhnaya, Block C, Floor 45, Room 15, Moscow, 123112 (marked as Extraordinary General Meeting of Shareholders of Segezha Group PJSC).

When determining if the quorum is present and summarising the results of voting at the Extraordinary General Meeting of Shareholders of Segezha Group PJSC, votes cast with ballots received by the Company by the closing date for accepting ballots shall be taken into account.

The shareholders who, under the laws of the Russian Federation on securities, have given directions (instructions) on how to vote to persons who record their rights to shares, shall also be deemed attended the general meeting of shareholders if notices of their votes are received by the Company before the closing date for accepting ballots.

Agenda of the Extraordinary General Meeting of Shareholders of Segezha PJSC:

1. On approving the conclusion by the Company of a major transaction, the subject of which is a property item with a book value exceeding 50% of the book value of the Company's assets, as calculated based on its accounting data as of the last reporting date.
2. Payment (declaration) of dividends based on the results of nine months of 2021.

The shareholders of Segezha Group PJSC may examine the materials to be made available when preparing for the annual extraordinary meeting of shareholders of Segezha PJSC and collect the copies thereof on the premises of Segezha Group PJSC at 10 Presnenskaya Naberezhnaya, Block C, Floor 45, Office 15, Moscow, 123112, on working days from 9:00 until 17:00 (Moscow time), as well as on weekends and holidays at the same address, between 8 December 2021 and 29 December 2021 (including the date of the extraordinary general meeting of shareholders).

Persons entitled to attend the Extraordinary General Meeting of Shareholders of Segezha Group PJSC may participate in the Extraordinary General Meeting of Shareholders of Segezha Group PJSC by filling in the electronic voting ballot forms available at <http://www.aoreestr.ru/shareholders/e-voting>.



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Holders of ordinary shares of Segezha Group PJSC shall have the right to vote on all items on the agenda of the Extraordinary General Meeting of Shareholders of Segezha Group PJSC.

Appendix 1: Notice of a shareholder's right to request redemption of its shares, as well as on the price and procedure for such redemption.

Appendix 2: Shareholder's request for redemption of shares by the Company.

Appendix 3: Application form for payment (possible exemption) of personal income tax related to the sale of securities.

**Chairman of the Board of Directors
Segezha Group PJSC
M. Uzdеноv**

A.

Appendix 1
to the Notice of Convening an Extraordinary General Meeting of Shareholders of
Public Joint-Stock Company Segezha Group

Notice of a shareholder's right to request redemption of its shares, as well as on the price and procedure for such redemption.

If a **shareholder votes AGAINST on agenda item 1 or does** not take part in the voting on agenda item 1 (On approving the conclusion by the Company of a major transaction, the subject of which is a property item with a book value exceeding 50% of the book value of the Company's assets, which is calculated based on its accounting data as of the last reporting date), brought to consideration at the Extraordinary General Meeting of Shareholders (to be held on 23 December 2021), which was announced on the Company website (<https://e-disclosure.ru/portal/company.aspx?id=38038>) in accordance with the Articles of Association of Public Joint-Stock Company Segezha Group (hereinafter referred to as the "Company") and the specified procedure (hereinafter referred to as the "Meeting of Shareholders"), the shareholder has the right to request redemption of all or part of his/her shares by the Company.

The share redemption process shall be implemented according to the price determined by the Board of Directors of the Company in accordance with Clause 3, Article 75 of the Federal Law "On Joint-Stock Companies". The redemption price of the Company's shares shall be: **nine (9) rubles thirty-five (35) kopecks per ordinary share.**

A request for redemption of shares by a shareholder registered in the register of company shareholders, or a withdrawal of such a request, shall be submitted to the Registrar of the company **by post at the address:** 20 B. Balkansky Per., Bldg. 1, 129090, Moscow, **or in person** by handing it over to a representative of the Registrar against signature as a written document signed by the shareholder.

A request for redemption of shares by a shareholder registered in the register of company shareholders shall contain information to identify the shareholder that submitted such request, as well as indication of the number of shares that he/she is requesting to redeem (the form of the Request is attached).

The signature of the shareholder that is an individual or an authorised representative of a legal entity, as well as of their representative by power of attorney, on the Request itself or on the withdrawal of said Request, shall be certified by a notary or by a representative of the Registrar. When the Request or withdrawal of said Request is signed by the shareholder's representative by power of attorney, the Registrar must be provided with the master copy or a notarised copy of the power of attorney for said representative of the shareholder, drawn up in accordance with the applicable laws.

Any costs associated with sending documents to the Registrar and with certifying the signature of the shareholder that is an individual or an authorised representative of a legal entity, as well as of their representative by power of attorney by a notary or a representative of the Registrar, shall be borne by the shareholder.

Without any directive given by the shareholder, the Registrar of the Company shall make an entry on the establishment of a limitation on the bank account, with regard to which the rights to the shares of the shareholder that submitted the Request are recorded, whereby the shareholder is not entitled to dispose of the shares requested for redemption, including pledging or encumbering them in any other way, starting from the day the company's Registrar receives the Request and until the day an entry is made in the register of company shareholders about the transfer of rights to redeemable shares to the Company, or until the day that the withdrawal of such a Request is received from the shareholder.

A shareholder that is not registered in the register of company shareholders may exercise the right to request redemption of their shares from the company by giving the relevant instructions to the person that records their rights to the company's shares.

Without any directive given by the shareholder, the nominal holder of shares shall make an entry on the establishment of a limitation on the account, with regard to which the rights to the shares of the shareholder that submitted the Request are recorded, whereby the shareholder cannot dispose of the shares requested for redemption, including pledging or encumbering them in any other way, starting from the day on which the nominal holder of shares receives instructions from the shareholder to exercise the right to request redemption of shares and until the day on which an entry is made on the transfer of rights to such shares to the Company on the account of the specified nominal holder, or until the day on which the nominal holder receives information

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that the shareholder's withdrawal of the Request has been received by the Company's Registrar.

Shareholders' Requests shall be submitted or withdrawn no later than **45 days** from the date on which the relevant decision is adopted at the general meeting of shareholders.

A Request received by the Registrar after the specified period or containing incomplete or unreliable information shall not be accepted for consideration. The shareholder is not entitled to withdraw (change) his/her redemption request after the expiration of the 45-day period.

The request for redemption of shares may be withdrawn only in relation to **all** Company's shares declared for redemption.

The shareholder's request or request withdrawal shall be deemed submitted to the Company on the day it is received by the Company's Registrar in case of a shareholder registered in the register of Company shareholders, or on the day the Company Registrar receives a message specifying the will of such shareholder in case of a nominal holder registered in the Company's shareholder register.

After **45 days** from the date on which the relevant resolution is adopted at the General Meeting of Shareholders, the Company shall redeem the shares from the shareholders included in the List of Persons Entitled to Request Redemption of Their Shares by the Company within **30 days**.

In the event that the Request for redemption of shares is submitted by persons not included in the specified list, the Company shall dismiss the Request **within five business** days once the 45-day period has expired, as of the date on which the relevant decision is adopted at the General Meeting of Shareholders.

The total amount of funds allocated by the Company for the redemption of shares shall not exceed **10 percent** of the value of the Company's net assets as of the date of the decision which gave rise to the shareholder's right to request redemption of their shares by the Company. If the total number of shares requested for redemption exceeds the number of shares that can be redeemed by the Company according to the above limitation, the shares shall be redeemed from the shareholders in proportion to the declared Requests.

The redemption of shares shall be paid by the Company to persons registered in the register of Company shareholders via bank transfer in accordance with the details held by the Registrar of the Company.

If the details of the shareholder's personal account (full name, passport details, place of residence, etc.) have changed, an Information Form shall be attached to the Request, drawn up on the date of the Request, for the registered person to fill in (for an individual or legal entity). The Information Form of the registered person (for an individual or a legal entity) is drawn up in the form approved by the Registrar.

The signature of the shareholder that is an individual or an authorised representative of a legal entity, as well as of their representative by power of attorney, on the Information Form of the registered person (for an individual or a legal entity) shall be certified by a notary or by a representative of the Registrar. If the Information Form of the registered person (for an individual or a legal entity) is signed by the shareholder's representative by means of power of attorney, the Registrar shall be provided with the original copy or the notarised copy of the power of attorney for such representative of the shareholder, drawn up in accordance with the applicable laws.

Any costs associated with sending documents to the Registrar and with certifying the signature of the shareholder that is an individual or an authorised representative of a legal entity, as well as of their representative by power of attorney by a notary or a representative of the Registrar, shall be borne by the shareholder.

If information about the shareholder's bank account details is missing or it is otherwise not possible to credit funds to their bank account, the funds for the redeemed shares are transferred to the notary's deposit at the Company location.

The Company's Registrar makes entries on the transfer of rights to redeemable shares to the Company, with the exception of the transfer of rights to shares registered by nominal holders, on the basis of the Report approved by the Board of Directors of the Company regarding the results of Requests submitted by shareholders for redemption of shares and on the basis of documents confirming the Company's fulfilment of its obligation to pay shareholders, without a directive given by the person registered in the register of Company shareholders.

The transfer of rights to Company shares is documented at the Company's expense.

The redemption of shares shall be paid by the Company to persons not registered in the register of Company shareholders via bank transfer to the bank account of the nominal holder registered in the register of Company shareholders.

The Company's Registrar shall record the transfer of rights to redeemable shares to the Company on the basis of a directive given by the nominal holder of shares registered in the register of Company shareholders specifying that the shares have been transferred to the Company in accordance with the Report on the results



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of shareholders' Requests for redemption of their shares, approved by the Board of Directors of the Company. Such a directive shall be given by the nominal holder no later than two business days after the day on which the funds for the redeemed shares are credited to their bank account and an extract has been provided from the Report approved by the Board of Directors of the Company on the results of shareholders' Requests for the redemption of shares. The nominal holder registered in the register of Company shareholders shall transfer the funds to the bank accounts of its depositors no later than the next business day after the day on which the relevant directive is given. A nominal holder not registered in the register of Company shareholders shall transfer the funds to the bank accounts of its depositors no later than on the next business day after receiving such funds and receiving information on the number of redeemed shares from the depositary with regard to which it is a depositor.

In connection with amendments to the Tax Legislation of the Russian Federation, as of 1 January 2020, when shares are redeemed from shareholders, the Company shall withhold tax when paying funds to individual shareholders for redeemed shares and transfer this to the budget of the Russian Federation.

The shareholders shall be entitled to submit documents confirming expenses related to the acquisition of these shares within the time period specified for the receipt of shareholders' Requests.

The tax will be imposed on positive financial results on transactions with shares, which is defined as income from transactions in shares minus the corresponding expenses (for example, original copies or duly certified copies of documents, on the basis of which an individual incurred the corresponding expenses; brokerage reports, documents confirming the actual transfer of rights to the taxpayer for the corresponding shares, the fact and amount of payment of the corresponding expenses, etc.).

An individual may submit original copies or duly certified copies of documents, on the basis of which this individual incurred the corresponding expenses, including brokerage reports, documents confirming the actual transfer of rights to the taxpayer for the relevant securities, the fact and amount of payment of the corresponding expenses, as documentary evidence of the relevant expenses.

An application regarding the payment (possible exemption) of personal income tax related to the sale of securities, as well as supporting documents, must be submitted to the Registrar of Segezha Group PJSC. The application must be signed with one's own hand.

Documents may be submitted in person (according to the client reception regime posted on the Registrar's website <https://www.aoreestr.ru/contacts/>) at: 20 Bolshoy Balkansky Per., Bldg. 1, Moscow. It is also possible to submit documents to any branch of Reestr JSC (branches (aoreestr.ru)), or send them by postal service to 20 Bolshoy Balkansky Per., Bldg. 1, Moscow, 129090, Reestr JSC. The supporting documents shall be sent in the form of certified copies accompanied by the original Application.

When applying in person, you need to bring your identity documents, such as your Russian passport, and supporting documents.

Board of Directors of Segezha Group PJSC

Appendix 2
to the Notice of Convening an Extraordinary General Meeting of Shareholders of
Public Joint-Stock Company Segezha Group

Public Joint-Stock Company Segezha Group

Company name

20 Bolshoy Balkansky Per., Bldg. 1, Moscow, 129090 Russian Federation

Registrar's address for sending Requests



Segezha Group
10 Presnenskaya Naberezhnaya, Moscow,
123112 Russia
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E-mail: welcome@segezha-group.com

Shareholder:

_____ *Full name of the individual / legal entity*

_____ *passport details: series, number, date of issue / issuing authority, state registration of the legal entity, OGRN, INN*

_____ *residence address / address of the location of the legal entity,*

_____ *contact phone number, e-mail*

**SHAREHOLDER'S REQUEST
FOR REDEMPTION OF ITS SHARES BY THE COMPANY**

On 29 December 2021, a resolution was adopted by the Extraordinary General Meeting of Shareholders of the aforementioned joint-stock company with regard to item 1 on the meeting agenda: "On approving the conclusion by the Company of a major transaction, the subject of which is a property item with a book value exceeding 50% of the book value of the Company's assets, which is calculated based on its accounting data as of the last reporting date".

In accordance with Paragraph 1 of Article 75 of the Federal Law "On Joint-Stock Companies", I declare my request to redeem the following number of my own shares:

Company name: **Public Joint-Stock Company Segezha Group.**

Type/category of securities: **ordinary registered share.** Reg. issue number: 1-01-87154-N.

Number: _____ (_____) pcs
in words

at the price of **nine (9) rubles thirty-five (35) kopecks per share** as specified in the notice of convening a general meeting of shareholders and in the notice of the shareholder's right to request redemption of its shares by the Company.

If my request cannot be satisfied in full due to the restrictions established in Clause 5 of Article 76 of the Federal Law "On Joint-Stock Companies", I request to redeem the number of shares that can be redeemed in accordance with the rules specified in Clause 5 of Article 76 of the Federal Law "On Joint-Stock Companies".

I hereby guarantee that the shares indicated in this request belong to me on the right of ownership, are not disputed by anyone and have not been seized.

I hereby undertake not to enter into transactions with third parties related to the alienation or encumbrance of shares to be redeemed from the day of this request until an entry on the transfer of ownership of the redeemable shares to the Company has been made in the register of Company shareholders or until the withdrawal of this request.

Please make a bank transfer to the bank account, the details of which are held by the Registrar of the Company (Reestr JSC), and if it is impossible to deposit funds to said account or if the Registrar does not have the necessary bank details, please transfer the funds for the redeemable shares to the deposit of a notary at the Company's location.

**Signature and full name in print of the shareholder
(its authorized representative) ***

Reestr JSC

Reg. No. _____ date _____

(signature and full name of the Registrar's employee)

Date of completion _____

* The signature of the shareholder that is an individual or an authorised representative of a legal entity, as well as of their representative by power of attorney, shall be certified by a notary or by a representative of the Company's Registrar (Reestr JSC), at the address: 20 Bolshoy Balkansky Per., Bldg. 1, Moscow.



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Appendix 3
to the Notice of Convening an Extraordinary General Meeting of Shareholders of
Public Joint-Stock Company Segezha Group

Public Joint-Stock Company Segezha Group
(Segezha Group PJSC)

Issuer name

20 Bolshoy Balkansky Per., Bldg. 1, Moscow, 129090 Russian Federation

Registrar's address for sending Requests

Shareholder:

Segezha Group
 10 Presnenskaya Naberezhnaya, Moscow,
 123112 Russia
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Full name, date of birth of the individual

type of identity document, series, number, date of issue and issuing authority

place of residence (registration) / address of the actual place of residence of the individual

*Taxpayer identification number (INN) of the individual, insurance number of individual personal account (SNILS),
 contact telephone number, e-mail address (if any)*

*Information on tax residency status**

List of supporting documents attached to this Application

*** Supporting documents:** certified copy of pages of international passports with marks of crossing the state border of the Russian Federation to calculate the number of days spent in the territory of the Russian Federation during the last 12 months. If you do not have an international passport, please indicate it in the comments.

APPLICATION
with regard to the payment (possible exemption) of
personal income tax related to the sale of securities

In connection with sending to Segezha Group PJSC a Request to buy out the Company's shares owned by me in accordance with Clause 1 of Article 75 of the Federal Law "On Joint-Stock Companies", due to the obligation of Segezha Group PJSC to act as a tax agent (Paragraph 3, Clause 1, Article 226 of the Tax Code of the Russian Federation) in calculating, withholding and remitting personal income tax (PIT) to the budget of the Russian Federation when the Company paid funds for the shares repurchased by Segezha Group PJSC,

I request that the expenses actually incurred and documented in connection with the acquisition and retention of shares in PJSC Segezha Group be taken into account, and

to account for expenses when taxing income from the sale of securities,

I hereby submit originals or duly certified copies of the documents, based on which I incurred the relevant expenses: broker's reports, documents confirming the transfer to me as a taxpayer of the rights to the relevant securities, the fact and amount of payment for the relevant expenses: sale/purchase agreements of securities, payment documents, including receipts for cash registers, receipts / bank statements, receipts for money received, documents confirming the payment of personal income tax on the acquisition of securities.

supporting documents for expenses related to the acquisition of the securities:



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By signing this Application, I certify that the information given in this Application and the supporting documents submitted is accurate, complete, true and up-to-date.

**Signature and printed name of the shareholder
(his/her authorized representative)**

Date of completion and signing of the Application _____ 202__