

APPROVED
at the meeting of the Committee on
regulation of compliance-risks
(Minutes No. 4 dated 12.12.2017)

POLICY OF TMK IN THE SPHERE OF ANTIMONOPOLY LEGISLATION

PAO “TMK” (hereinafter referred to as the Company) is a global supplier of effective solutions to meet the demand of consumers for high-quality pipes.

The Company aims to be a leader in the global pipe business. To achieve the abovementioned goal, the Company must compete decisively and honestly in full compliance with applicable antimonopoly legislation.

The Board of Directors, the Management Board and the General Director of PAO “TMK” (hereinafter collectively referred to as the Management) believe that compliance with Antimonopoly legislation, fair and legitimate competition are not just legal requirements, it is the key to the impeccable reputation and successful activity of the Company over the longer term. The Company firmly uphold the position of complete rejection of violations of Antimonopoly legislation.

1. TERMS AND DEFINITIONS

Antimonopoly Compliance System

A system of measures and procedures developed and applied by PAO “TMK” to ensure compliance with the Antimonopoly legislation applicable to the Company.

For the purposes of this Policy, the Antimonopoly Compliance System may also be referred to as *the Antimonopoly Risk Management System*.

Antimonopoly Legislation

The system of laws and regulations consisting of Federal Law of the Russian Federation dated 26.07.2006 No. 135-FZ "On Protection of Competition", other federal laws, resolutions of the Government of the Russian Federation, laws and regulations of the Federal Antimonopoly Service regulating the relations related to protection of competition, prevention and suppression of monopolistic activity and unfair competition, including international agreements of the Russian Federation and applicable legislation in the countries of operation of TMK Group.

Antimonopoly Authority

Federal Antimonopoly Service and its territorial bodies.

Company

PAO “TMK” and a set of associated enterprises, united by a common management system, business processes, strategy, objectives and structurally grouped into divisions.

Competitor

A person engaged in the sale or purchase of goods, works and services on the same commodity market as the Company.

Contractor

Persons who plan or entered into a civil law relationship with the Company.

Client

A person who purchases or uses goods, works or services of the Company, as well as a person who has the intention to purchase or use them.

Management

Board of Directors, Management Board and General Director.

Employee

An individual who has an employment relationship with the Company.

2. FIELD OF APPLICATION

This document regulates the activities of all divisions and officials of PJSC TMK.

This Policy is a bylaw of PAO “TMK” of general corporate importance, compliance with its provisions is the responsibility of the Company, the Management and the Employees. The Management should set the standard for behavior and through personal example form the employees' understanding of inadmissibility and rejection of actions that can lead to restriction of competition. Such attitude towards violations of Antimonopoly Legislation is a part of the Company's corporate culture.

This Policy indicates the most common signs of violations of Antimonopoly Legislation and contains the description of the basic principles, objectives and tasks to be followed while carrying out the commercial activities.

3. POLICY OBJECTIVES

This Policy is aimed at compliance with the requirements of Antimonopoly Legislation and sets the following objectives:

- to express the Company's commitment to the principles of legality, transparency of business and social responsibility of the Company;
- to set forth the basic principles aimed to refrain from and to prevent the violations of Antimonopoly Legislation (both on the part of the Company and in relation to it);
- to provide additional guarantees of non-discriminatory cooperation of the Company with all Contractors and Clients;
- to ensure that Employees are aware of the general requirements of Antimonopoly Legislation, the responsibility for their violation, as well as the existing mechanisms ensuring its compliance in the Company;
- to determine the range of measures aimed to improve the corporate culture of the Company, to implement, develop and comply with the best practices of corporate governance, as well as standards and principles of business conduct.

4. BASIC PRINCIPLES OF COMPLIANCE WITH ANTIMONOPOLY REQUIREMENTS

- Perfect and fair competition. The Company supports and encourages perfect and fair competition.
- Compliance with the requirements of Antimonopoly Legislation.
- Total rejection of violations of Antimonopoly Legislation.
- No exceptions are allowed. All Employees and the Management of the Company are obliged to comply with the requirement of Antimonopoly Legislation and the Policy.
- Personal responsibility. Violation of the Policy is considered by the Company as a serious offense, which can lead to the application of disciplinary measures to the Employees and the Management up to and including termination of employment.
- Compliance with the Policy. All Employees and the Management of the Company are obliged to follow the Policy in compliance with antimonopoly requirements in their current activities.
- Prevention of activities that may lead to the commission of illegal actions or create the appearance of commission of such actions.
- Training to comply with Antimonopoly requirements.
- Cooperation. TMK Group cooperates with Antimonopoly Authorities.

5. POLICY TASKS

The Management is familiar with the content of the Antimonopoly Risk Management System, allocates the necessary resources for its implementation and monitors its implementation, discipline and operating efficiency. In order to minimize antimonopoly risks, each Employee shall be responsible for understanding and complying with the requirements of Antimonopoly Legislation. In connection therewith, the compliance with Antimonopoly Legislation is a part of TMK's corporate values. Certain commercial interests of PAO "TMK" cannot justify the violation of Antimonopoly Legislation.

This Policy is intended to solve the following practical tasks:

- to establish the obligation of the Company's Management to ensure and control the development, implementation and effective operation of the Antimonopoly Risk Management System;
- to inform the Employees of the information on their obligation to know and unconditionally comply with the requirements of this Policy and the principles of Antimonopoly Legislation set forth therein;
- to inform the Employees of the existing mechanisms and procedures of the Company, which are the elements of the Antimonopoly Risk Management System;
- to increase the level of prompt detection of the situations that could potentially lead to the violations of Antimonopoly Legislation.

6. RISK MANAGEMENT IN THE SPHERE OF ANTIMONOPOLY LEGISLATION

The Board of Directors shall approve the Company's Policy in the sphere of Antimonopoly Legislation and within the limits of its powers carry out the general control over the Antimonopoly Risk Management System carried out by the executive bodies of the Company.

Executive management of the Company:

- determines the principal directions of the activities in the sphere of Antimonopoly Legislation;
- establishes the competence of the heads of divisions and enterprises of the Company in the sphere of Antimonopoly Legislation;
- constantly monitors the activities of management in the sphere of compliance with the requirements of Antimonopoly Legislation.

7. ANTIMONOPOLY RISK MANAGEMENT SYSTEM

This Policy is an element of the Antimonopoly Risk Management System that the Company seeks to incorporate into its business activities. The Antimonopoly Risk Management System is intended to ensure the compliance with Antimonopoly Legislation by the Management and the Employees of the Company and consists of the following elements:

- familiarization of the Management and the Employees with the provisions of this Policy;
- implementation of internal mechanisms to monitor the compliance with the rules of this Policy and the requirements of Antimonopoly Legislation;
- implementation of feedback mechanisms between the Management, the Employees and the Committee on regulation of compliance-risks;
- regular training events for the Management and the Employees aimed to increase the awareness of the requirements and limitations of Antimonopoly Legislation;
- application of penalties to the Employees acting in conflict with this Policy.

The Employees shall be responsible for knowing the requirements of Antimonopoly Legislation and understanding the seriousness of the consequences of their non-compliance, as well as for their willingness to identify and consider in the light of Antimonopoly Legislation the situations in which antimonopoly risks may arise.

For these purposes, the Employees shall be obliged:

- to seek to comply with the principles set forth in this Policy to the full;
- be aware that the principles, objectives and tasks contained in this Policy are not exhaustive;
- immediately contact the Committee on regulation of compliance-risks or use the hotline in case of:

- occurrence of any disputable situation potentially capable to lead to the violations of the Antimonopoly Legislation;
- detection of the facts of violation of the Antimonopoly Legislation.

8. INTERACTION WITH THE ANTIMONOPOLY AUTHORITY

In order to monitor the compliance with Antimonopoly Legislation, the Antimonopoly Authority shall be entitled to request the documents and the information, to initiate investigations, to conduct an unscheduled field inspection at the location of the Company, as well as to initiate court proceedings.

The Company, the Management and the Employees in their activities shall also take into account that any documentation (including electronic correspondence), audio and video recording may be the evidence when considering the cases before the Antimonopoly Authority and/or the court.

The Company, the Management and the Employees seek to provide all necessary support to the Antimonopoly Authority in receiving the requests and conducting the inspections. At the same time, the Company and the Employees are obliged to comply with the internal procedures when receiving the requests from the Antimonopoly Authority or other interaction with it.

9. LIABILITY FOR VIOLATIONS OF ANTIMONOPOLY LEGISLATION

For the violation of Antimonopoly Legislation the Company and the Employees can be brought to administrative and civil responsibility. In cases provided for by the legislation, the Employees of the Company may be convicted of a criminal offence. At the same time, ignorance of the requirements and prohibitions established by the law does not exempt the Employees and the Company from liability.