

APPROVED

By decision of the Board of
Directors of Softline PJSC
August 28, 2025 (Minutes No. 08/25
of August 29, 2025)

*Will come into effect on September 8, 2025, in
accordance with the order of the General
Director of Softline PJSC (No. 11-K dated
September 1, 2025).*

**INTERNAL CONTROL RULES for the
prevention, detection and suppression of the
unlawful use of insider information and (or)
market manipulation of Softline Public Joint
Stock Company**

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1. INTRODUCTORY PROVISIONS

1.1. These Internal Control Rules (hereinafter referred to as **Rules**) to combat the unlawful use of insider information and market manipulation in Softline Public Joint Stock Company (hereinafter referred to as **Company, Issuer**) were developed in compliance with the legislation of the Russian Federation in the field of combating the illegal use of insider information and market manipulation (hereinafter- **PNIII/MR**).

These Rules have been developed in accordance with Federal Law No. 224-FZ of July 27, 2010 "On Combating the Unlawful Use of Insider Information and Market Manipulation and on Amendments to Certain Legislative Acts of the Russian Federation" (hereinafter referred to as **Law No. 224-FZ**), Bank of Russia Instruction No. 5222-U dated August 1, 2019, and regulate the goals, objectives, and methods of monitoring compliance by a legal entity with the requirements of Federal Law No. 224-FZ and the regulations adopted in accordance with it; the procedure and deadlines for disclosing the Company's insider information; the procedure for access to insider information, the rules for protecting its confidentiality, and monitoring compliance with the requirements of Federal Law No. 224-FZ and the regulations adopted in accordance with it; and internal control rules in the field of PNII/MR.

1.2. These Rules apply to relations related to the activities of the Company as an issuer of securities, as well as in compliance with the requirements of Federal Law No. 224-FZ and contain provisions regarding the goals, objectives and methods of monitoring compliance with:

requirements of Federal Law No. 224-FZ and regulatory acts adopted in accordance with it;

the procedure and terms for the disclosure of insider information (certain types of insider information) of the issuer, approved in accordance with Part 1.1 of Article 8 of Law No. 224-FZ by the Board of Directors of the Company, and in the absence of the Board of Directors - by the General Director of the Company (General Director);

the procedure for access to insider information, rules for protecting its confidentiality and monitoring compliance with the requirements of Federal Law No. 224-FZ and regulatory acts adopted in accordance with it;

internal control rules in the field of PNII/MR.

1.3. These Rules apply to all divisions, including separate divisions (branches and representative offices), of the Company, with the exception of organizations in which the Company is a participant or shareholder and not included in the Company's list of insiders. If such subsidiaries are subject to Federal Law No. 224-FZ, they shall develop their own regulations on insider information protection and countering market manipulation, as well as their own internal control rules for insider information protection/market manipulation in accordance with the model of these Rules.

1.4. In order to comply with the requirements of the law, the responsibilities for monitoring the prevention, detection and suppression of the illegal use of insider information and market manipulation are assigned to the Insider Information Control Service and/or the Responsible Official, hereinafter collectively referred to in the text of the Rules, as **Control Service**¹. Responsible official (hereinafter referred to as **ODL**)

¹May be part of the Compliance Department, Investor Relations Department, or Internal Control and Risk Management Service

1.9. The main objectives of monitoring are: timely identification of risks of violation of regulatory requirements by the Company's employees; informing the authorized management bodies of the Company of identified risks (persons responsible for taking measures to eliminate the identified violations); sending recommendations for eliminating and minimizing the identified risks.

1.10. Methods of implementing control: organizing the registration of persons classified by the Company as Insiders; maintaining the List of Insiders and regularly checking its completeness and relevance, notifying persons included in the List of Insiders of their inclusion in and exclusion from such list, as well as informing the said persons of the requirements of Federal Law No. 224-FZ; transferring the List of Insiders to the trading organizer through whom Transactions with financial instruments are carried out, upon his request, and to the Bank of Russia upon his request; checking by the ODDL the procedure and deadlines for disclosing insider information of the Company; establishing a moratorium on Transactions with financial instruments of the Company; revising the Rules and introducing amendments and additions thereto, if necessary; monitoring by the ODDL of transactions with financial instruments carried out by insiders of the Company; if necessary, conducting briefings of the Company's employees on the content of the requirements of the legislation on countering NII/MR and the internal requirements of the Company;

1.11. Regulation of internal control for the prevention, detection and suppression of the illegal use of insider information and/or market manipulation is carried out in the Company through analysis, monitoring, and assessment of the risk of adverse consequences arising from the non-compliance of the Company's activities with the requirements of the legislation on insider information/market manipulation.

2. TERMS AND ABBREVIATIONS USED IN THE RULES

Internal control –control over compliance with the requirements of the LawNo. 224-FZ and the regulatory acts adopted in accordance with it, as well as the internal documents of the Company.

Insiders –individuals and legal entities classified as insiders of the Issuer Law No. 224-FZ.

Associated persons- spouse, parents, adult children, full-blooded children Brothers and sisters of an insider. Related persons are defined in relation to the following insiders included in the Company's list of insiders:

- members of the Board of Directors of the Company (supervisory board), members of the collegial executive body;
- a person performing the functions of the sole executive body of the Company (including the managing or temporary sole executive body, with the exception of the management organization);
- members of the board of directors, the collegial executive body, the sole executive body and the audit commission of the management organization of the Company (in the event of the transfer of powers of the sole executive body of the Company to the management organization);
- individuals who have access to the Company's insider information on the basis of employment and/or civil law contracts concluded with the Company, as well as non-disclosure agreements concluded with the Company.

Insider information- precise and specific information that has not been disseminated (including information constituting a commercial, official, banking secret, a communication secret (in terms of information on postal money transfers) and other secrets protected by law) and the dissemination of which may have a significant impact on the prices of Financial Instruments (as this term is defined below).

Professional participants in the securities market- legal entities that carry out the types of activities specified in Chapter 2 of Federal Law No. 39-FZ of 22.04.1996 No. 39-FZ "On the Securities Market".

Dissemination of information- actions:

a) aimed at obtaining information by an unspecified circle of persons or at transmitting information to an unspecified circle of persons, including through its disclosure in accordance with the legislation of the Russian Federation on securities;

b) related to the publication of information in the media, including electronic, information and telecommunications networks of public use (including the Internet);

c) related to the dissemination of information through electronic, information and telecommunications networks of general use (including the Internet).

The Society's website -the totality of information contained in the information communications network "Internet" at the addresses:www.softline.ru and (or) <https://softlinegroup.com/> And (or) <https://www.e-disclosure.ru/portal/company.aspx?id=37065&attempt=1>

Financial instruments- any securities of the Company (including shares and bonds) or derivative financial instruments, the price of which depends on the Company's securities.

Transactions with financial instruments -making transactions and other actions, aimed at the acquisition, alienation, or other change of rights to securities or derivative financial instruments, as well as actions related to the acceptance of obligations to perform the specified actions, including the submission of orders (giving instructions) or the cancellation of such orders.

Market manipulation- deliberate actions that are defined in the legislation of the Russian Federation on PNII/MR or regulatory acts of the Bank of Russia, as a result of which the price, demand, supply or trading volume of a financial instrument deviated from a level or was maintained at a level significantly different from the level that would have been formed without such actions.

Regulatory risk- the risk of the Company incurring expenses (losses) and (or) other adverse consequences as a result of its non-compliance or non-compliance of its activities with the requirements in the field of PNII/MR, as well as with the documents specified in paragraph 3 - 5 subparagraph 1.1 of paragraph 1 of the Bank of Russia Instruction dated August 1, 2019 No. 5222-U, and (or) as a result of the Bank of Russia applying measures to the Company.

3. INSIDER INFORMATION. DISCLOSURE PROCEDURE OR PROVIDING INSIDER INFORMATION

3.1 Insider information of the Company includes information from the list in accordance with the regulatory legal acts of the Bank of Russia, as well as other information of a confidential nature in accordance with the requirements of the Federal Law of July 27, 2010 No. 224-FZ "On Combating the Unlawful Use of Insider Information and

market manipulation and amendments to certain legislative acts of the Russian Federation”, taking into account the specifics of the Company’s activities and included in the List of insider information of the Company.

At the same time, the criteria for classifying information as insider information are:

a) the accuracy criterion. Accurate information, for the purposes of defining Insider Information, is defined as information about circumstances or events that are certain to occur, since a corresponding decision has been made and approved regarding them, and information is also available regarding the precise timing and/or parameters of the occurrence of such events/circumstances.

b) the criterion of significant influence on price. Information that has a "significant influence on price" is information that an investor would reasonably use as one of the bases for making an investment decision.

Insider information does not include:

1) information that has become available to an unlimited number of persons, including as a result of its dissemination;

2) research, forecasts and assessments regarding financial instruments, as well as recommendations and/or proposals for carrying out transactions with financial instruments, carried out on the basis of publicly available information.

3.2 List of insider information of the Company (hereinafter referred to as **Scroll**) is developed by the Department of Legal Support for Corporate and Current Activities of the Legal Department and/or the Corporate Secretary (hereinafter referred to as **Software Department**) under the control of the Head of the Control Service (ODL), approved by the General Director of the Company and subject to disclosure on the information and telecommunications network "Internet" on the Company's website.

3.3 Changes to the List are made as necessary, including upon requests from other structural divisions of the Company. Upon receipt of notifications from other structural divisions whose activities involve the use of the Company's insider information regarding the identification of new types of insider information and the need to include them in the List, the Control Service shall ensure the development and preparation of a corresponding order, an updated draft of the List, and shall send the documents for review and signature to the General Director of the Company within **3 (three) working days**. The updated List is subject to disclosure on the Company's website on the Internet information and telecommunications network.

3.4 The procedure and timeframes for disclosing or providing Insider Information are established by regulatory legal acts of the Bank of Russia, as well as these Rules. After publishing information online, the Company provides free and unobtrusive access to the Insider Information and, upon request, communicates to interested parties the address of the website on which the information is published.

3.5 In the event of a corresponding decision being made, the Company shall disclose Insider Information included in the List of Insider Information of the Company, but not included in the list of Insider Information approved by the Bank of Russia, including information contained in the materials on the basis of which the management bodies of the Company, with the exception of the general meeting of shareholders, make decisions that may have a significant impact on the price of the Company's securities admitted to organized trading (in respect of which an application for admission to organized trading has been submitted), with the exception of information that has already been previously

disclosed on the Company's Website (<https://www.e-disclosure.ru/portal/company.aspx?id=37065> And www.softline.ru (or <https://softlinegroup.com/>) **for 5 (five) working days** from date occurrence of an event. If, after the disclosure or provision of Insider Information, the data included in the said information changes, information about this must be disclosed in the same manner **no later than next working day**, from the moment when the Company became or should have become aware of such changes It is known.

3.6 Direct placement and publication of Insider Information for the purpose of disclosing or providing such information is carried out by the Department **BY**.

The Control Service monitors compliance with Insider Information disclosure requirements. It monitors compliance with the procedures and deadlines for disclosing insider information in accordance with Bank of Russia Instruction No. 5946-U dated September 27, 2019,³ and these Rules is carried out through an analysis of compliance with the deadlines, procedure and completeness of disclosure of insider information.

All structural divisions Societies (including legal and financial Department, Investment Management) are obliged to analyze the information and/or documents received or in their possession for the presence of Insider Information; send information that has the characteristics of Insider Information to the Software Department and the Control Service within a timely manner. **no later than the day of occurrence events about which information is transmitted** When transmitting information, one should be guided by the principles of timeliness and reliability.

In this case, the structural divisions of the Company notify the Control Service and the Software Department of upcoming changes in the information constituting insider information within the timeframe **no later than 3 (three) working days** before the start date of registration and other actions in relation to such changes.

3.7 At the request of the Control Service, the structural divisions of the Company shall provide the necessary documents or information in the following order:

- in electronic format via the Internet information and telecommunications network, e-mail - within the time limit **later than 1 (one) working day** With the moment of receiving the relevant request from the Control Service;
- original documents containing insider information, handed over in person against signature upon receipt or by postal (courier) delivery with a list of attachments and a delivery confirmation – **no later than 2 (two) working days** from the moment of receiving the relevant request from the Control Service.

3.8 The Company has the right to request information from Insiders included in the Company's insider list regarding their transactions with Financial Instruments. Such insiders must provide a response containing the requested information within the time period specified in the request, which must be **no less 10 working days** from the day the insider receives the request.

4. SOCIETY INSIDERS. LIST OF INSIDERS

4.1. *Insiders. Maintaining and distributing the Insiders List.*

4.1.1 The Company shall maintain a list of insiders (hereinafter referred to as **List, List insiders**). The composition of the information contained in the List of Insiders, as well as the procedure for maintaining this List, is determined by the Company independently in compliance

³Bank of Russia Instruction No. 6877-U from October 1, 2025

requirements approved by the Bank of Russia's regulations. The information contained in the List must allow for the unambiguous identification of the person included in the List.

4.1.2 The List of Insiders of the Company shall include persons specified in paragraphs (a), (b), (d), (f) – (i) of this paragraph.

Insiders of the Company are individuals and legal entities classified as insiders by Federal Law No. 224-FZ, **including**:

- a. Members of the board of directors (supervisory board), members of the collegial executive body;
- b. The sole executive body of the Company (the General Director, as well as any person performing the functions of the sole executive body, including the management organization);
- c. persons who have the right, directly or indirectly (through persons controlled by them), to control at least 25 percent of the votes in the highest governing body of the Company, as well as persons who, by virtue of owning shares in the authorized capital of the Company, have access to insider information on the basis of federal laws or constituent documents or internal documents of the Company;
- d. persons having access to insider information of persons specified in paragraphs 1, 3, 4 of Article 4 of Law No. 224-FZ, as well as the persons specified in this paragraph, on the basis of agreements concluded with the relevant persons, including auditors (audit organizations), appraisers (legal entities with which appraisers have concluded employment contracts), professional participants in the securities market, credit institutions, foreign banks operating in the territory of the Russian Federation through their branches in accordance with the Federal Law "On Banks and Banking Activities", insurance organizations, foreign insurance organizations that have the right, in accordance with the Law of the Russian Federation of November 27, 1992 N 4015-1 "On the Organization of Insurance Business in the Russian Federation", to carry out insurance activities in the territory of the Russian Federation;
- e. persons having access to information on the preparation and/or sending of a voluntary, mandatory or competing offer to acquire securities, a notice of the right to demand the redemption of securities or a demand for the redemption of securities in accordance with Chapter XI.1 of the Federal Law of 26.12.1995 No. 208-FZ "On Joint-Stock Companies", including persons who sent to the Company a voluntary, mandatory or competing offer, a notice of the right to demand the redemption of securities or a demand for the redemption of securities, a bank or other credit institution that provided a bank guarantee, appraisers (legal entities with whom appraisers have entered into employment contracts);
- f. information agencies that disclose information of the Company;
- g. persons assigning credit ratings to the Company and to the Company's securities (rating agencies);
- h. individuals who have access to the Company's insider information on the basis of employment contracts and/or civil law contracts concluded with the Company, as well as non-disclosure agreements concluded with the Company (also includes employees of the Company who have access to the Company's insider information and/or to whom it is transferred

insider information of the Company in connection with the performance of office functions);

- i. legal entities that have received access to the Company's insider information on the basis of civil law contracts concluded with the relevant persons, as well as non-disclosure agreements concluded with the Company;
- j. other persons who have access to the Company's Insider Information and are provided for by law.

4.1.3 The list of insiders is compiled and maintained by the Software Department. Electronically, using software hosted on the official website of the Moscow Exchange Trading Organizer (Moscow Exchange PJSC Insider Accounting System) and/or as an editable Excel spreadsheet. Maintaining the Insider List in hard copy is permitted, but all sheets of the List must be bound, numbered, and affixed to the binding with the signature of the CEO and the Company seal.

4.1.4 The Control Services (CSS) have the right to request information from the Insider List and information about changes made to it at any time.

4.1.5 To maintain the Insider List (make changes to it), information is provided to the Software Department and simultaneously to the Control Service in the following order:

- about the persons specified in subparagraphs 4.1.2 (a), 4.1.2 (b) of the Rules –**no later than the day**, following the day of drawing up the minutes of the General Meeting of Shareholders / meeting of the Board of Directors of the Company on the election of persons to the relevant body of the Company / termination of powers;
- about the persons specified in subparagraphs 4.1.2 (d), 4.1.2 (f), 4.1.2 (g) and 4.1.2 (i) of the Rules –**per day** conclusion/termination of the contract;
- about the persons specified in subparagraph 4.1.2 (h) of the Rules –**per day** appointment/dismissal of an employee to/from a position(s). Heads of the Issuer's structural divisions are required to notify the Control Service of the appointment/dismissal of an employee with access to insider information;**per day** conclusion/termination of the relevant agreement
- about the persons specified in subparagraphs 4.1.2 (c), 4.1.2 (e), 4.1.2 (j) of the Rules –**no later than the day**, following the day of receipt of information about such persons.

The Software Department ensures that the Insider List is updated with current and accurate information in a timely manner.

The Control Service must be notified of any changes in information about persons included in the List of Insiders of the Company.**no later than 1 (one) worker** the day following on the day of receipt of documents confirming the changes that have occurred.

The PO Department includes/excludes persons in/from the list(s) of insiders of the Company on the basis of information provided in accordance with clause 4.1.5 of the Rules, within the timeframe **no later than 5 (five) working days** from the date of receipt of this information.

4.1.6 The Company shall transfer, in the manner and within the timeframes established by the regulatory act of the Bank of Russia, the List of Insiders to the trade organizers through whom transactions with the Company's financial instruments are carried out.

4.1.7 The PO Department, under the control of the ODL, carries out the functions of preparing and transferring the List of Insiders to the Bank of Russia and the trade organizers through whom transactions with the Company's financial instruments are carried out.

4.1.8 The Company shall transfer, in the manner and within the timeframes established by regulatory acts, the List of Insiders to the Bank of Russia at its request or at the request of PJSC Moscow Exchange (hereinafter referred to as **Exchange**). In this case, the List of Insiders, which the Company transfers in the form of an electronic document using software and hardware and the Internet or on an electronic storage medium (compact disk, flash drive), must be signed by the electronic signature of the General Director of the Company, with the exception of the transfer of the list of insiders through the use of the Insider Accounting System of PJSC Moscow Exchange.

4.1.9 Insider lists are transferred by the Company in the following ways:

through the Moscow Exchange PJSC Insider Accounting System, using the forms contained in the specified systems or by importing a file in .xml format through the system data (or another format in accordance with the rules of the system used).

- a direction in the form of an electronic document containing the text of the list insiders of the Company in the format in accordance with the current Bank of Russia Instruction.

4.2. Notification of inclusion (removal) of a person from the list of company insiders. Provision of information by insiders upon inclusion in the Company's Insider List.

4.2.1. The Company shall send a notice of inclusion of a person in the List of Insiders of the Company or exclusion of a person from such List to a person included in the List of Insiders of the Company or excluded from such List, **no later than 7 (seven) working days** from the date of inclusion of this person in the List of Insiders of the Company or the date of exclusion from the specified List, respectively.

4.2.2. Notification drawn up in accordance with [Appendix 1](#) to these Rules (hereinafter referred to as **Notification**), notification of inclusion of a person in the List of Insiders of the Company or exclusion from it shall be transferred by the Company in accordance with the legislation and acts of the Bank of Russia, including against signature directly to the person included in / excluded from the List of Insiders of the Company, or sent by postal or electronic communication that makes it possible to reliably establish the fact of sending the Notification. For insiders specified in paragraphs 4.1.2 (a), 4.1.2 (b), 4.1.2 (h) of these Rules, notification may also be sent in the form of an electronic document through the use of information systems and software and hardware complexes of the notifying person used for corporate information interaction (including e-mail). For other insiders, sending of a Notification in the form of an electronic document through the use of information systems and software and hardware complexes of the notifying person used for corporate information interaction (including e-mail) is carried out in agreement with these insiders.

In this case, it is permitted to use notification forms that are generated through the use of the Insider Accounting System of PJSC Moscow Exchange with the addition of additional information from the Notification in the form of the Company on the requirements of Federal Law No. 224-FZ, the regulatory acts of the Bank of Russia adopted in accordance with it, these Rules and on liability for the unlawful use of insider information.

4.2.3. When sending a Notification via electronic communication, an electronic copy of the document is sent (the electronic digital form into which the document has been converted).

(A document drawn up on paper, by scanning it). The Notification may also be signed with the electronic signature of the General Director.

4.2.4. When including persons in the List of Insiders of the Company, the PO Department informs the persons included in the List of Insiders about the requirements of Federal Law No. 224-FZ, the regulatory acts of the Bank of Russia adopted in accordance with it, and about the liability for the unlawful use of the Company's insider information, including by placing the relevant information in the text of the Notification.

4.2.5. The Company, at the request of a person included in the List / excluded from the List of Insiders of the Company, within a period of **no later than 7 (seven) days** from the date of receipt by the Company the relevant request shall send/issue to such person a copy (copy) of the Notification on paper, signed by an authorized person and sealed with the seal of the Company.

4.2.6. If a notice of exclusion of a person from the List of Insiders of the Company, sent by the Company to the last known address of the person included in the List of Insiders of the Company, was not received by the said person, the Company shall take reasonable and available measures under the current circumstances to establish the address of the relevant person to which the Notice may be sent.

4.2.7. The Company maintains records of all Notifications sent in accordance with the Rules. Complete information on the Notifications sent is stored by the Company for **no less 5 (five) years** from the date of exclusion of the person from the List of Insiders of the Company.

4.2.8. The Company's insiders specified in clauses 4.1.2 (a), 4.1.2 (b), 4.1.2 (h – only for employees and members of the Company's management bodies and/or companies controlled by the Company that are part of the Issuer's group) of the Rules are required to report to Softline PJSC information about the Company's securities owned by them within **10 (ten) days** from the date of inclusion in the List of Insiders of the Company in a free form in a manner that allows confirmation of receipt of the information by the Company.

The form for individuals may contain the insider's last name, first name, and patronymic; the number and series of the individual's identity document; the type, category (for shares), series (for bonds), and number of the Company's securities held; the date and the individual's signature. Information may be sent as a text message using the Company's information systems and software and hardware systems used for corporate information communications, including email.

The form for legal entities may contain the full company name of the legal entity - insider; TIN and OGRN (for Russian legal entities) / registration number, license number, other identification data for foreign legal entities; type, category (for shares), series (for bonds) and number of securities owned by the Company; date, signature of the authorized person of the legal entity; seal of the legal entity (if any).

4.3. Insider Responsibilities. Conditions for Insiders and Related Parties to Conduct Transactions with the Company's Financial Instruments. Monitoring Insiders' Transactions with the Company's Financial Instruments. Notification by Insiders of Transactions Conducted.

4.3.1 From the moment a person is included in the list of insiders of the Company, restrictions are introduced in relation to/on the insider in accordance with Federal Law No. 224-FZ – Article 6;

Liability applies – Article 7, and obligations are imposed – Article 10 of the said Law. Insiders of the Company are obligated to comply with the requirements established by these Regulations, Federal Law No. 224-FZ, and the regulatory acts of the Bank of Russia adopted in accordance therewith, including those regarding the protection of the confidentiality of Softline PJSC's insider information; the conditions for conducting transactions with the Company's financial instruments; and the provision of information on completed transactions with the Company's financial instruments.

4.3.2 Insiders included in the List, as specified in subparagraphs of Rules 4.1.2 (a), 4.1.2 (b), 4.1.2 (h) and Related Persons⁴, are obliged to comply with the local regulations of the Company governing transactions with the Company's securities.

4.3.3 Transactions with the Company's financial instruments using insider information are prohibited. This prohibition on transactions with the Company's financial instruments remains in effect until the relevant information is disclosed by the Company in accordance with Russian Federation law.

4.3.4 The Company establishes a moratorium (prohibition, restrictive period) for conducting transactions with the Company's financial instruments:

- **three weeks before** official publication of audited and unaudited consolidated financial results in accordance with IFRS on the Company's Website;
- at any time if the Company is faced with an unforeseen, extraordinary or extraordinary event, impact or phenomenon that may affect the value of the Company's financial instruments and requires minimizing the risks of accusations of insider trading (**Emergency moratorium**)

Established in this paragraph **the moratorium applies** to carry out transactions with the Company's financial instruments for the following insiders included in the List:

- a) Members of the board of directors (supervisory board), members of the collegial executive body of the Company;
- b) Sole executive body (the Director General, as well as any person performing the functions of the sole executive body, including the managing organization);
- c) Individuals who have access to the Company's insider information on the basis of employment and/or civil law contracts concluded with the Company, as well as non-disclosure agreements concluded with the Company.
- d) Persons included in the list of insiders of the Company who have the right, directly or indirectly (through persons controlled by them), to control at least 25 percent of the votes in the highest governing body of the Company and at the same time have access to the Insider Information of the Company on the basis of a concluded non-disclosure agreement;
- e) Auditing organizations (auditors) included in the list of insiders of the Company, approved to conduct an audit of the accounting (financial) statements of the Company in accordance with RAS standards and/or consolidated financial statements in accordance with IFRS standards.

⁴The definition is disclosed in Section No. 2 of these Rules.

Similar conditions for conducting transactions with the Company's financial instruments are established, including for Related Parties.

At the same time, informing Related Parties about the conditions for conducting transactions with financial instruments of Softline PJSC, as well as about the need to comply with the requirements of the Federal Law "On Combating the Unlawful Use of Insider Information and Market Manipulation and on Amendments to Certain Legislative Acts of the Russian Federation" dated 27.07.2010 No. 224-FZ and the regulatory acts of the Bank of Russia adopted in accordance with it, is assigned to the insiders with whom these persons are related.

The dates of restrictive periods are adjusted by the Control Service based on the planned dates for disclosure of the relevant information by the Company.

Information about the start of prohibitive and/or permitting periods may be communicated to insiders by publication on the website, portal of the Company, as well as by means of an informational mailing to the e-mail addresses of insiders who are employees and members of the management bodies of the Company and/or companies controlled by the Company that are part of the Issuer's group).

A moratorium (prohibition, restrictive period) for conducting transactions with the Company's financial instruments is approved by the Board of Directors of the Company.

The conditions for conducting transactions with the Company's financial instruments may be changed, cancelled and approved by the Board of Directors in the form of a separate document.

4.3.5 Provisions of paragraph 4.3.4 of these Rules **do not apply** for the following cases:

- transactions for the transfer (or receipt) of financial assets in any form instruments of the Company within the framework of the implementation of the long-term motivation program for employees, as well as members of the management bodies of the Company and/or companies controlled by the Company that are part of the Issuer's group, as well as transactions of companies with the financial instruments of the Company, the parameters of which are approved by the Company;
- transactions with the Company's financial instruments as part of the implementation of all stages of the exchange of global depository receipts of Noventiq Holdings Plc. for the Company's financial instruments;
- acquisition or alienation of the Company's financial instruments by virtue of the requirements of the legislation of the Russian Federation, legal succession or a court decision; including during the placement of additional shares of the Company and by virtue of the exercise of the preemptive right to purchase;
- repo transactions; over-the-counter transactions.

4.3.6 Insiders specified in paragraph 4.3.4 Rules in the event of a justified if necessary, they may request permission from the General Director to carry out transactions with the Company's financial instruments **during the moratorium** according to the recommended form, which is [Appendix 2](#) to these Rules. The Sole Executive Body of the Company, as well as members of the collegial executive body of the Company who are not simultaneously members of the Board of Directors of the Company, and their Associated Persons, shall request consent regarding their transactions from the Chairman of the Board of Directors.

4.3.7 Permission or refusal to carry out transactions with the Company's financial instruments is granted in **flow5 (five) working days** from the moment of receipt written application. If permission is granted, the insider or a person associated with him must carry out a transaction with the Company's financial instruments within **5 (five) working days** from the date of receipt of the permit or during the period specified in the permit.

The person who has given consent or refusal to carry out the transaction must send information about this to the Control Service in **flow1 (one) calendar day**.

4.3.8 The Company notifies persons included in the list of insiders of the Company about the conditions for carrying out transactions with financial instruments, as well as about possible measures of liability for violating these conditions.

Any information within the framework of the PNII/MR may be communicated to insiders through publication on the website, portal of the Company, as well as through a newsletter to the e-mail addresses of insiders who are employees of the Company.

4.3.9 The Insider shall independently notify its Associated Persons of the conditions for carrying out transactions with financial instruments, as well as of possible liability measures for violating these conditions.

4.3.10 The use of insider information is prohibited:

- to carry out transactions with financial instruments that concern insider information, at one's own expense or at the expense of a third party, except for the execution of transactions within the framework of the fulfillment of an obligation to purchase or sell financial instruments, the due date for which has arrived, if such an obligation arose as a result of a transaction completed before the person became aware of insider information ;
- by transferring it to another person, except in cases of transfer of this information to a person included in the list of insiders of the Company, in connection with the performance of duties established by law, or in connection with the performance of work duties or the execution of a contract;
- by making recommendations to third parties, obliging them or inducing them to do otherwise way to purchase or sell financial instruments.

4.3.11 It is prohibited to carry out actions related to market manipulation.

4.3.12 Any person who has misused inside information and/or carried out market manipulation shall be liable in accordance with the law.

4.3.13 Persons who have suffered losses as a result of the unlawful use of insider information and/or market manipulation have the right to demand compensation for these losses from the persons whose actions resulted in such losses.

4.3.14 Insiders are required to comply with the rules prohibiting the use of insider information for personal gain, the benefit of third parties (both related and unrelated to the insider), and for the purpose of market manipulation.

4.3.15 The burden of proof of the fact that a transaction with the Company's financial instruments was carried out without the use of the Company's insider information rests with the Company's insider, including when the transaction is carried out by his Related Person.

The execution by an insider of the Company and a Related Person of transactions with financial instruments of PJSC Softline during the restriction period, as well as during the period from the date when the insider of the Company learned of the information related to insider information

PJSC Softline, **until the moment** disclosure of such information may indicate the illegal use of the Company's insider information by the said persons when carrying out such a transaction.

4.3.16 Termination of access to insider information does not release a person from the obligations assumed by him to refrain from the unlawful use of insider information and from committing actions recognized by law as market manipulation.

The obligations of Insiders with respect to specific insider information of the Company shall cease from the moment of disclosure of specific insider information by the Company in accordance with the requirements of the legislation of the Russian Federation.

4.3.17 **In order to eliminate the risk** use of insider information of the Company when conducting transactions with financial instruments by insiders specified in paragraph **4.3.4** these Rules, **can** inform the Control Service in writing of the intention to carry out transactions with the Company's financial instruments by them or by Related Persons prior to their execution. The recommended form of notification is provided in [Appendix 3](#) to these Rules.

4.3.18 The Control Service, if necessary, sends a request on behalf of the Company to persons who are insiders of the Company regarding transactions with the Company's securities carried out by them or persons associated with them at their own expense, on their own behalf or through intermediaries, and regarding concluded agreements that are derivative financial instruments, the price of which depends on the Company's securities. (hereinafter-**Request**).

4.3.19 The Request must specify the period in accordance with the regulatory legal acts of the Bank of Russia, during which the insider is obliged to provide a response, and the period for which information on transactions must be provided.

4.3.20 The Request shall be prepared on paper and must be signed by the General Director of the Company and certified by the Company seal. An electronic copy of the Request may be used to send it to a Company insider via electronic means (the Internet), including corporate email, which allows for the reliable establishment of the fact that the Request was sent. If the Request is sent via the Internet, such Request shall be sent in the form of an electronic copy of the document (an electronic digital form into which a document prepared on paper has been converted by scanning it). The Request may be delivered against signature or by post, telegraph, or teletype.

4.3.21 If the insider or persons associated with him did not carry out the specified transactions during the requested period, he must send a response containing information about the absence of facts of the execution (conclusion) of transactions (agreements).

An insider has the right to include information about multiple transactions conducted by them or their affiliates in a single notification. The terms and conditions of each transaction are specified separately.

4.3.22 The insider provides a response to the request in the form of an electronic document in one of the following ways at the insider's discretion:

- by means of use software and hardware funds And information and telecommunications network "Internet"; including with

using corporate email by sending an electronic document to insider@softline.com

- on an electronic storage medium (compact disc, flash drive).

In the event of circumstances that prevent the insider from executing a request in the form of an electronic document by one of the methods specified above, the insider must provide a response to the request on paper, at his choice, by courier or registered mail, which makes it possible to reliably establish the fact that the response was sent and received by the addressee.

The response to a request in the form of an electronic document must be signed with the electronic signature of the insider - an individual or a person authorized by him, the head of the insider - a legal entity or a person authorized by him.

If the response to the request is prepared on paper and consists of more than one sheet, the sheets must be numbered, stitched and secured on the reverse side of the last sheet with a certification inscription indicating in numbers and words the number of stitched sheets, signed by an insider of the Company (an authorized person of an insider of the Company), and if the insider is a legal entity, also secured with its seal (if any).

The insider's response to the Request is compiled in the recommended form [Appendix 4](#) to these Rules. The Company and the insider may agree on another convenient method and format for providing information in response to the Request.

4.3.23 For the purposes of the PNII/MR, when performing transactions with the financial instruments of the Company, the insiders of the Company specified in **points 4.3.4 (a) - 4.3.4 (c)** these Rules, **obliged** send information about the actions committed by them and (or) persons associated with them transactions with the Company's financial instruments to the Control Service within **10 (ten) days** from the date of the transaction with the Company's financial instruments recommended form [Appendix 4](#) To these Rules. For operational control, initial information on completed transactions may be provided by the insider in free form to the following email address: insider@softline.com with subsequent submission of updated information in response to the relevant request of the Control Service (CSS).

4.3.24 The Company is obligated, in the cases and in the manner established by law, to disclose information regarding a transaction as soon as possible after receiving notification of such a transaction if it is deemed to constitute information that could have a material impact on the value of the securities. The Company also has the right to disclose information regarding the size of the stakes held by persons who are members of the Board of Directors (supervisory board), the collegial executive body, and the person holding the position of the Sole Executive Body of the Company in the authorized capital of the Company, and/or information regarding changes in the size of the shareholding of ordinary shares of the Company owned by such persons in its reporting documents.

5. PROCEDURE FOR ACCESS TO INSIDER INFORMATION AND RULES PROTECTING ITS PRIVACY

5.1 Access to the Company's insider information is granted only to persons included in the Company's List of Insiders in accordance with the requirements of Federal Law No. 224-FZ of 27.07.2010 "On Counteracting the Unlawful Use of Insider Information and Market Manipulation and on Amendments to Certain Legislative Acts of the Russian Federation" and the regulatory acts of the Bank of Russia adopted in accordance with it.

Persons who have access to insider information and have been notified thereof are required to familiarize themselves with the current version of these Rules, posted on the Company's website on the Internet information and communication network, and to comply with the requirements of these Rules.

5.2 When becoming familiar with insider information, a person is obligated to ensure its confidentiality. The Company ensures the necessary organizational and technical conditions to ensure that persons with access to insider information comply with the established confidentiality regime.

5.3 When handling insider information, it is necessary to comply with and be guided by the policies and regulations approved by the Company on the protection of commercial secrets, the protection of confidential information, the organization of remote access to the IT infrastructure, the processing and protection of personal data in the Company, and the provision of information security.

The Company's established confidentiality regime for the Company's commercial secrets, as well as the procedure for observing such confidentiality regime, applies to insider information.

5.4 Persons having access to insider information are also obliged to:

- comply with the established confidentiality regime provided by the Company;
- take comprehensive measures to preserve insider information;
- not to provide or disseminate insider information, except in cases established by the current legislation of the Russian Federation;
- Persons who have access to insider information and are employees of the Company are obliged to immediately notify their immediate supervisor or the person replacing them of the loss or shortage of documents, files containing insider information, keys to safes (storage), seals, identification cards, passes, passwords, or upon detection of unauthorized access to insider information or any attempts at illegal transfer, attempts at unauthorized access to insider information, etc.

Any use of the Company's insider information carried out in violation of the requirements of these Rules, including the use of the Company's insider information in the personal interests of persons possessing the Company's insider information and other persons, is unlawful and entails liability as provided for by these Rules and the legislation of the Russian Federation.

5.5 Any person who has obtained access to insider information that was not intended for him/her, and/or a person who has lost the status of a person having access to insider information, is obliged to:

- immediately stop familiarizing yourself with it;
- transfer to the Company the tangible media containing insider information in its possession,
- comply with the restrictions and prohibitions provided by the Law No. 224-FZ and these Rules
- take comprehensive measures to maintain the confidentiality of such information;

- exclude the dissemination or provision of such insider information to third parties;
- immediately notify the Control Service of their access to Insider Information and perform the necessary actions in accordance with the instructions that the Control Service is entitled to give them in such cases.

5.6 The Company provides insider information solely in accordance with the requirements of the current legislation of the Russian Federation.

5.7 The Company has the right to introduce additional special procedures aimed at protecting insider information for the purpose of:

- ensuring compliance with the procedure for the use of insider information Companies, including by eliminating unauthorized access to the Company's insider information and its use not in the interests of the Company;
- ensuring fair pricing of financial instruments Societies;
- strengthening trust in the Company on the part of investors and partners.

5.8 In order to ensure compliance with the procedure for the use of insider information, the Company has the right to carry out the following actions:

- provide for responsibilities in internal documents and agreements compliance with the procedure for using the Company's insider information, as well as the measures of liability for violation of this procedure, as provided for by the legislation of the Russian Federation;
- to familiarize the Company's insiders with the list of the Company's insider information, the established procedure for its use and the measures of liability for violating this procedure, as provided for by the legislation of the Russian Federation;
- create the necessary conditions for the Company's insiders to ensure that they comply with the established procedure for using insider information;
- apply to insiders of the Company who violated the procedure for use insider information, the liability measures provided for by the legislation of the Russian Federation, and also to demand compensation for damages caused to the Company as a result of the violation by the said persons of the procedure for using insider information (including through legal proceedings);
- carry out other actions not prohibited by the legislation of the Russian Federation, aimed at ensuring the procedure for the use of insider information.

5.9 The Company has the right to introduce the following procedures:

- determine the rights of access to the Company's insider information;
- receive written commitments from the Company's insiders to non-disclosure of the Company's insider information;
- allow access to the Company's insider information only in certain places;
- promptly destroy all documents that are not subject to storage that may contain insider information of the Company, and also delete all insider information of the Company that is not subject to storage on electronic media;

- introduce procedures to protect storage locations of documents containing insider information of the Company from unauthorized access;
- use information technology security systems that protect against loss of information and unauthorized access to information via communication channels;
- introduce other procedures that the Company deems necessary.

5.10 Principles of organizing the Company's processes to ensure access to insider information, its safety, protection and implementation of Internal Control:

- the principle of following ethical standards;
- the principle of continuity and efficiency of the process of ensuring the protection and safety of insider information;
- the principle of unimpeded and effective implementation of internal control;
- the principle of preventing conflicts of interest when handling insider information;
- Ensuring the independence of the Control Service;
- the principle of compliance of measures to ensure the protection and security of insider information, including the prevention, detection and suppression of its illegal use, with the nature and scale of the Company's activities.

5.11 Conditions and procedure for transfer of insider information:

- It is prohibited to carry out actions that, in accordance with the provisions of these Rules and Federal Law No. 224-FZ, relate to market manipulation.
- The transfer of insider information for publication to a media outlet's editorial board, its editor-in-chief, a journalist, or another employee, as well as its publication in the media, does not constitute a violation of the prohibition on the transfer of insider information. However, the transfer of such information for publication or its publication does not exempt a person from liability for the illegal acquisition, use, or disclosure of information constituting state, tax, commercial, official, banking, communications, or other secrets protected by law, or from compliance with the obligation to disclose or provide insider information.
- Individuals included in the Company's Insider List have access to the Company's inside information in connection with the performance of duties established by federal laws, or in connection with the performance of their employment duties or contract. Individuals who have or have received access to the Company's inside information are obligated to ensure that such information remains confidential when becoming familiar with it.
- When transferring documents containing insider information of the Company between employees of one structural division, to other structural divisions, or outside the Company, it is necessary to indicate in the cover letter (message) to the addressee that the transfer is of the Company's insider information. The transfer of the Company's insider information is carried out electronically via secure communication channels of the Company's information resources, which provide the ability to record the date and time of transfer.

insider information of the Company; information about persons transmitting and receiving insider information of the Company; the content of the transmitted insider information of the Company.

- Insider information may be provided on a reasoned basis A request (request) from a state or municipal body, including at the request of courts or law enforcement agencies in pending cases, in accordance with the procedure established by law. A reasoned request (request) must be signed by an authorized official and contain an indication of the purpose, legal basis for the request to provide insider information, and the deadline for its provision, unless otherwise provided by law.

5.12 Members of the board of directors (supervisory board), members of the collegial executive body, and the sole executive body of the Company have the right of access to any insider information of the Company.

5.13 In order to ensure conditions that exclude the unlawful use of insider information and market manipulation, the Company has established a set of procedures that includes:

- list of restrictions on access to insider information;
- requirements for delimiting access rights and ensuring confidentiality of information;
- measures to protect official documentation and information from unauthorized access use;
- measures to protect workplaces and places where documentation and information are stored from unauthorized access;
- notification of the Company's employees about the requirements of legislation, internal measures and procedures for the purposes of PNII/MR and liability for their violation;
- notification of the Company's clients about the prohibition of market manipulation and misuse of insider information;
- briefing and testing of the Company's management bodies on their knowledge of the content of legislative requirements in the field of insider information.

5.14 The placement of the Company's premises in which insider/confidential information is processed and stored, and the equipment for storing such information, is carried out in a manner that excludes the possibility of uncontrolled entry into these premises and to this equipment by unauthorized persons, which implies the organization and/or provision of an access control regime on the territory of the Company, the presence of systems for protecting the information technology systems of the Company, including by ensuring security from unauthorized access by third parties to the computers of the Company's employees;

5.15 Negotiations with the Company's clients are conducted in premises separate from work areas, excluding the possibility of accidental unauthorized access to insider information, including information constituting a commercial secret of the Company.

5.16 Entry of unauthorized persons into the Company's premises intended for the collection, processing, and storage of insider information is permitted only when accompanied by Company employees. Access of unauthorized persons to the premises after the end of the working day established by the Company is limited. Access of Company employees to the premises

Access to the Company's premises on weekends and holidays is carried out only by prior order of the Company's General Director, and in the event that access to the Company's premises on weekends/holidays is carried out on the basis of the conditions set out in employment contracts and local regulations of the Company, the receipt, processing and dissemination of insider information is carried out under the general conditions and requirements of these Rules, without any exceptions.

5.17 Each employee of the Company has a job description that establishes and regulates the organizational aspects of their activities. The job description establishes the employee's legal status and place within the management system, defining their tasks, functions, rights, duties, and responsibilities.

A job description is provided to an employee of the Company upon entering into an employment contract, as well as upon transfer to another position and during temporary assignments. The requirements of the job description are binding on the employee of the Company from the moment they receive it.

5.17.1 Company employees have access only to information necessary to perform their direct official duties within the scope of their assigned authority. Company employees who are insiders must familiarize themselves with these Rules, as well as with the requirements for ensuring the confidentiality of information constituting the Company's commercial secret.

5.17.2 Access to data is limited to designated automated workstations. Employee access to a personal computer is permitted only after entering a username and personal password. Employee workstations are arranged in such a way as to prevent unauthorized viewing of documents and information displayed on monitor screens.

- use of automatic locking of the console (screen, keyboard) of the worker places after a set period of user inactivity, followed by a request for authorization.

5.17.3 Entering insider information into restricted access databases for the purpose of protection against unauthorized actions and access by employees of departments that do not process insider information.

5.17.4 Use of automatic blocking of accounts for access to information resources upon expiration of the validity period and when the set number of unsuccessful login attempts is exceeded.

5.17.5 The location of computer monitors of employees who have access to the Company's insider information, excluding the possibility of other persons becoming familiar with the insider information;

- if it is impossible to separate the work places of workers who have access to insider information, the Company provides these persons with jobs, the technical conditions of which do not allow third parties not included in the list of insiders of the Legal Entity, and by virtue of their job responsibilities, to have access to the insider information of the Company's clients.

5.17.6 Use of secure storage facilities (locked metal cabinets, safes) for storing media containing confidential information, including insider information.

5.18 All documents not subject to storage are destroyed in a timely manner. If a document containing insider information has become invalid, obsolete, and may not be of any importance or value in the future, it

Destroyed using special equipment. Insider information is stored in documents containing locked cabinets or safes.

All documents containing insider information are stored in cabinets or safes, locked with a key kept by responsible Company employees. At the end of each working day, documents containing insider information are placed in the designated cabinets or safes.

5.19 Members of the Company's management bodies, officials and employees of departments implementing internal control in the field of insider information are required to familiarize themselves with these Rules, undergo training and testing on the knowledge of the content of the requirements of legislation in the field of insider information:

5.19.1 In order to increase the awareness of these persons about the rules for handling insider information and understanding the consequences of violating them, they must undergo training: primary, scheduled and unscheduled.

5.19.2 Methods and techniques for conducting primary, planned and unscheduled training:

1) Initial training in the Company shall be conducted by the Company upon inclusion of individuals in the management bodies, upon hiring employees for positions or for the performance of functions that provide access to work with insider information, as well as upon transfer (temporary transfer) of employees to such positions or for the performance by employees of functions (in whole or in part) falling within the job competence of persons working with insider information. Initial training shall be conducted in the form of instructions based on the local regulatory acts of the Company governing the training procedure;

2) Scheduled training is conducted at least once a year, unless a different frequency is established by current Russian Federation legislation or applicable bylaws. Scheduled training is conducted in the form of briefings based on the Company's local regulations governing the training procedure;

3) Unscheduled training is conducted when changes are made to the Law and the regulatory acts adopted in accordance with it, and the internal documents of the Company.

Training is carried out through instruction and testing, participation in webinars, seminars, both conducted by external consultants and internal seminars, etc., via e-mail and (or) through the website of the information and telecommunications network "Internet".

6. PROCEDURE FOR RECEIVING, PROCESSING AND RESPONDING TO INFORMATION ABOUT POSSIBLE AND (OR) OCCURRING EVENTS REGULATORY RISK

6.1 In the event of receipt of information from internal or external sources regarding the illegal use of insider information, including information regarding signs of unfair behavior of the Company's management bodies and (or) employees of the Company's insiders, the Company must take immediate measures to suppress and prevent further illegal use and illegal behavior.

List of structural divisions and (or) officials responsible for receiving, processing and responding to the specified information:

- Control Service;
- Legal Department;

- Finance Department;
- Investment management, including a structural unit responsible for the preparation and implementation of M&A transactions;
- Corporate Secretary; Members of the
- Company's governing bodies;
- Department responsible for relations with the public and investors;
- Security Service;
- Technical Department;
- Employees who have access/permission to work with information and/or documents constituting insider information.

6.2 In order to comply with the requirements of these Rules, the Control Service is obliged monitor incoming information on possible and/or actual regulatory risk events.

6.3 Pursuant to the requirements of these Rules, Company employees are obliged to promptly notify the Control Service of any occurrence or potential occurrence of regulatory risk events. Moreover, in order to minimize the consequences of a regulatory risk event, such information is subject to receipt, processing, and control regardless of its source, including information received through anonymous inquiries (complaints) (which do not contain the name and address of the applicant or other identifying information). In connection with the above, Company employees who have received or discovered information regarding the illegal use of insider information and/or market manipulation by Company employees or employees of Insiders, as well as regarding unauthorized access to insider information or any attempts at illegal transfer or acquisition of insider information, are obliged to promptly notify the Control Service thereof by any available means stipulated by these Rules.

6.4 On-time control service **no later than 1 (one) working day** from the moment of receipt information on the occurrence of a regulatory risk verifies the accuracy of information on the occurrence or possibility of occurrence of regulatory risk events, and is therefore authorized to send relevant requests to the Company's divisions for the provision of information and documentation containing insider information that is the basis for the occurrence of a regulatory risk, as well as to carry out unscheduled inspections of compliance in the Company with internal control rules in the field of PNII/MR.

6.5 The responsible departments are obliged to, no later than **1 (one) worker days** Provide the requested information, regardless of the form in which it is provided. Confidentiality must be maintained when providing the information.

6.6 In the event of confirmation of the occurrence or possibility of occurrence of regulatory risk events, the Control Service:

- notifies the Director General and, at its discretion, other responsible officials who are authorized to work with insider information, with the exception (by decision of the Control Service) of those persons who may be involved in violating the requirements of the current legislation in the field of PNII/MR and these Rules, and, as a consequence, those responsible for the occurrence or possible occurrence of regulatory risks:

- initiates the start of an official investigation;
- prepares a Report on probable and (or) actual regulatory risk events, which is subject to transfer to the General Director of the Company within the time limit **no later than 2 (two) working days** from the moment of receipt of a message about possible and (or) regulatory risk events that have occurred in simple written form by any available means, including in the form of an electronic document sent by e-mail;

The deadline for compiling a Report on probable and/or actual regulatory risk events may be extended by the Control Service depending on external factors, the complexity of the event being verified, and the volume of materials received for investigation.

A report on probable and/or actual regulatory risk events must contain information on the date of violations and their identification; the violation itself, the persons responsible for their identification, the source of identification, the Company's employees involved in the internal investigation, the recommended penalties for those persons responsible for the violations identified; measures to prevent and eliminate violations and minimize regulatory risks; and other information.

6.7 Based on the results of the review of the Report on probable and (or) actual regulatory risk events, the Control Service organizes the process of implementing measures approved by the General Director to prevent and eliminate violations and minimize regulatory risks with the involvement of interested structural divisions of the Company.

6.8 The procedure for applying liability measures for the unauthorized provision of insider information by the Company's employees to third parties provides for the application of disciplinary liability and administrative measures, including the imposition of financial penalties on the Company's employees for the illegal use of insider information or the unauthorized provision of insider information to third parties.

7. ORGANIZATION OF INTERNAL CONTROL OVER COMPLIANCE WITH THE REQUIREMENTS OF LAW No. 224-FZ AND ADOPTED IN ACCORDANCE WITH NIM NORMATIVE ACTS

7.1 Internal control and control over the prevention, detection, and suppression of market manipulation are carried out by the Control Service, which is formed and appointed by the General Director. In order to ensure the independent and impartial implementation of these Rules, the Control Service reports to and is subordinate only to the General Director of the Company.

7.2 Requirements for Control Service employees: higher education in economics, law, or finance; no disqualifications or criminal record; and other requirements stipulated by the Company's internal personnel recruitment regulations. The Control Service may not be assigned duties that could lead to a conflict of interest.

In order to ensure the independence of the Control Service and the officials included in the Control Service, the Director General establishes and ensures an independent system of remuneration for employees and officials of the Control Service, including a remuneration structure that is reflected in the relevant local legal

acts of the Company, provides resources (material, technical, personnel, information) necessary and sufficient to perform the functions assigned to the Control Service.

The performance of other labor functions by the individual is permitted in the absence of a conflict of interest.

7.2.1 To ensure the continuity of internal control for the purposes of the PNII/MR, during the temporary absence of the Head of the Control Service, his/her functions are assigned to another employee of the Company, appointed by the relevant order of the General Director of the Company, based on the recommendations of the Head of the Control Service. This employee meets the qualification requirements for an internal control officer and has undergone mandatory training in the field of PNII/MR. If the Company has an internal control service, the appointed employee may only be the person performing the functions of the controller (head of the internal control service) of the Company.

7.2.2 Such person, replacing the head of the Control Service, is appointed on the basis of an order of the General Director of the Company and subsequently begins to perform the functions of the responsible official of the Control Service from the day of absence of the responsible official of the Control Service and until the latter resumes the performance of his official duties.

7.2.3 The assignment of relevant duties to the replacement employee shall be carried out in accordance with the requirements of the current labor legislation of the Russian Federation, including the conditions for combining positions. To avoid a conflict of interest, the employee may be relieved of their primary job responsibilities during the replacement period.

7.2.4 During the period of substitution of the head of the Control Service, all requirements of these Rules that directly relate to the activities of the head of the Control Service shall apply to the substitute person, including provisions on the subordination of such substitute person exclusively to the General Director of the Company.

7.2.5 Internal control in the field of PNII/MR may not be carried out by internal audit services or an internal auditor.

7.2.6 The Company ensures the independence of the ODL from the structural divisions and employees of the Company.

7.3 In order to ensure the smooth and effective implementation of its functions by the Control Service, members of the executive bodies of the Company, members of the Board of Directors of the Company, employees of the Company, regardless of the position they hold, within the scope of their competence **obliged** :

- participate in the implementation of the specified [Appendix 5](#) to these Rules of action aimed at implementing these Rules and to comply with instructions aimed at implementing these Rules, which the Control Service gives within the framework of its exclusive competence;
- comply with the requirements and conditions of these Rules;
- assist the Control Service in the exercise of its functions in accordance with these Rules, including providing him with all requested information and documents;

- provide clarifications in response to requests from the Control Service related to the subject regulations of Federal Law No. 224-FZ and regulatory legal acts adopted in accordance with it;
- inform the Control Service about identified or potential violations legislation of the Russian Federation in terms of PNII/MR and the regulatory legal acts adopted in accordance with it, internal documents of the Company, including immediately informing the Control Service about the facts of unauthorized access to insider information or about any attempts at illegal transfer, attempts to seize or unauthorized access to insider information;
- maintain confidentiality of information and documents received during compliance with these Rules;
- take into account regulatory risk when performing official duties.

7.4. Functions (responsibilities) of the Control Service:

In order to organize internal control over compliance with the procedures of the PNII/MR, the Control Service is assigned the following functions:

- 7.4.1. Organization of processes aimed at identifying, analyzing, assessing and monitoring regulatory risk, and managing regulatory risk, including the development of measures aimed at preventing and avoiding the consequences of the implementation of regulatory risk, as well as monitoring the implementation of these measures;
- 7.4.2. Maintaining records of events related to regulatory risk;
- 7.4.3. Organization and participation in the implementation of information exchange:
- requests and orders from the Bank of Russia and the Stock Exchange on compliance issues legislation on PNII/MR, are transferred to the Control Service within the day of receipt of such a request (order).
 - if the Control Service receives a request on issues not related to its competence, or for the provision of information that the Control Service is not the owner of, the said request is transferred to the Head of the structural unit that owns the requested information on the subject of the request.
 - an employee of the Control Service who received, in the course of fulfilling his duties, An employee who, in the context of his/her job responsibilities, receives a request or order from the Bank of Russia and the Exchange on matters of compliance with legislation in the field of PNII/MR, and is responsible for preparing a response to it, is obliged to immediately inform his/her immediate supervisor about the receipt of the request or order (no later than the day the employee receives such a request (order)).
 - an employee of the Control Service responsible for preparing a response to a request The Exchange or the execution of the Bank of Russia's order, no later than 1 (one) business day after the date of receipt of the request (order), conducts an analysis of the relevant request (order) in order to determine the information and (or) documents required to be provided in accordance with such request (order) and collects the relevant information and (or) documents, interacting with other structural divisions of Softline PJSC that have the requested information and (or) documents.

- all employees of PJSC Softline are obliged to provide prompt assistance to the employee of the Control Service responsible for preparing the response to the request (order) by providing him with all the information and (or) documents, as well as other explanations necessary for the execution of such a request (order), in a timely manner and within a reasonable time (taking into account the period for the provision of information and (or) documents established in the request (order)).
- an employee of the Control Service responsible for preparing a response to a request or execution of the order of the Bank of Russia and the Stock Exchange, is obliged, in advance of the expiration date of the period for preparing a response, executing the order or providing the requested information and (or) documents, established in the relevant request (order), to send all information and (or) documents prepared strictly in accordance with the requirements of such request (order), for approval to the immediate supervisor or other authorized person.
- the head of the Control Service exercises control over the process preparation of responses to relevant requests (orders) in order to comply with the deadlines for execution established in such requests (orders).
- before sending responses to inquiries (orders) to the Bank of Russia and The Head of the Exchange Control Service checks the prepared responses (accompanying/requested documents) for completeness and compliance of the requested information with the requirements established by such requests (orders).
- messages sent are signed with the qualified electronic signature of the General Director Societies;
- Information interaction with the Bank of Russia in the Company is carried out through the use of electronic services that guarantee the receipt of the necessary requested information, and also ensure the receipt of appropriate confirmations from the service used regarding the sending and receipt of the relevant information by the parties to the established interaction.
- The ODL has the right of full access to all information systems and/or personal accounts of the Company, which are intended for interaction of the Company as an issuer of securities with the Bank of Russia, as well as electronic services for interaction with the Exchange and the agency authorized to process and provide public access to the corporate information of the Company.

7.4.4. implementation of control over the following actions:

- a) informing the Bank of Russia by the Company of probable and (or) actual events of regulatory risk in the field of PNII/MR, recognized by the legal entity as significant (hereinafter referred to as significant events of regulatory risk in the field of PNII/MR), if the Company makes a decision to inform about significant events of regulatory risk in the field of PNII/MR;
- b) compliance by the Company with the procedure for access to insider information;
- c) compliance by the Company with the procedure and deadlines for disclosure of insider information;

d) implementation by the Company of events aimed at the implementation of rights (fulfillment of obligations) in terms of:

- maintaining a list of insiders;
- notification of persons included in the insider list about their inclusion in such a list and exclusion from it, as well as informing the said persons about the requirements of Law No. 224-FZ;
- transfer of the list of insiders to the trade organizer, through whom transactions with financial instruments are carried out by the Company at its request;
- transfer of the list of insiders to the Bank of Russia upon its request;
- directions of requests containing the information provided parts 1 - 3 of Article 10 of Law No. 224-FZ and the provision of information upon receipt by the Company of such requests;

d) compliance by persons specified in paragraphs 7 and 13 of Article 4 of Law No. 224-FZ, included in the list of insiders of the Company, and persons associated with them with the conditions for conducting transactions with the financial instruments of the Company, determined by the Board of Directors of the Company and these Rules;

e) ensuring that the Company's documents comply with the requirements in the field of PNII/MR and that the Company's documents comply with each other;

g) the Company conducting familiarization of persons included in the management bodies and employees of the Company with the requirements in the field of PNII/MR and the documents of the Company;

c) conducting transactions with financial instruments on one's own behalf and at one's own expense, as well as by persons included in the list of insiders of the Company.

7.4.5. participation in the consideration of appeals (including complaints), requests and applications in the field of PNII/MR, as well as analysis of statistics of the said appeals (including complaints), requests and applications (if such statistics are available);

7.4.6. preparation and submission to the General Director of the Company of reports on probable and/or actual regulatory risk events in accordance with paragraph. **6.6.-6.8.** these Rules and the report on the activities of the Control Service.

At the same time **reports** on the activities of the Control Service for the past reporting period, provided by any available means at least once a year and no later than the last working day of the third month following the reporting year.

The report on the activities of the Control Service shall include:

- information on the number and type of identified regulatory risk events in areas of PNII/MR;
- description of the identified regulatory risk events in the field of PNII/MR;
- information on measures taken to reduce or eliminate regulatory risk in the field of PNII/MR
- recommendations for regulatory risk management in the field of PNII/MR,
- intelligence on the results of monitoring the activities of structural divisions and employees of the Company, carried out within the framework of regulatory risk management in the field of PNII/MR

- other material information as decided by the head of the Control Service

7.4.7. organizing and participating in the process of revising these Rules for their compliance with the requirements of Federal Law No. 224-FZ and the regulations adopted in accordance with it, as well as internal documents;

7.4.8. drafting and submitting to the General Director of the Company proposals aimed at improving the Company's activities on PNII/MR:

- Moreover, the initiators of such proposals may be either the Control Service itself or the heads of other structural divisions of the Company, who, when sending reports of violations of legislation in the field of PNII/MR by employees of their subordinate divisions, include in such reports their proposals for eliminating the causes of the violation, appropriate, in their opinion, to the head of the Control Service in any form (including verbally). The head of the Control Service will consider the received proposals within **2 (two) workers** days. After which, proposals aimed at improving the activities carried out under the PNII/MR may be included in any report prepared by the Control Service; these proposals may also be sent to the Director General separately in free form, including in the form of a memo.

7.4.9. performance of other functions in accordance with the Rules or local regulatory acts of the Company.

7.5. Rights of the Head of the Control Service:

7.5.1. the right to request documents and information from persons who are members of the management bodies, structural divisions and employees of the Company, including explanations necessary for the performance of their functions, as well as to become familiar with the contents of databases and registers related to the Company's activities as an issuer of securities;

7.5.2. the right to transfer to the Bank of Russia information on probable and/or actual events of regulatory risk in the field of PNII/MR;

7.5.3. participate in the selection process of candidates for employee positions

7.6. Responsibilities of the Head of the Control Service:

7.6.1. develop recommendations in the field of PNII/MR to solve the problems established in the internal control rules in the field of PNII/MR

7.6.2. inform the Director General of all cases that impede the implementation of the functions of the Control Service (ODL);

7.7. The procedure for the responsible official to exercise control over the implementation of measures in the area of combating the illegal use of insider information and market manipulation.

Control over informing the Bank of Russia about probable and (or) actual events of regulatory risk in the field of PNII/MR

In order to send information on probable and/or actual events of regulatory risk in the field of PNII/MR to the Bank of Russia, it is necessary to comply with the condition on the adoption of a corresponding decision by the Company (subparagraph **point "a"7.4.4.** Rules). For what purpose is the information transferred by the ODL to the General Director of the Company in accordance with paragraph **6.6.** Rules.

In the event that the General Director of PJSC Softline recognizes a regulatory risk event as material and the General Director of PJSC Softline decides on the need to inform the Bank of Russia of probable and (or) actual material regulatory risk events, the ODL shall organize the procedure for informing the Bank of Russia.

The decision to recognize a regulatory risk event as significant is made by the General Director of Softline PJSC, taking into account the expert assessment of the ODL, as well as the opinions of the Corporate Secretary and the Head of the Legal Department, based on the following criteria:

- the amount of expenses (losses) that Softline PJSC may incur as a result realization of regulatory risk;
- the nature of the possible impact on the image of PJSC Softline as a result of the implementation regulatory risk;
- the presence (absence) of a significant threat to protected public relations in as a result of the implementation of regulatory risk;
- the probability, as well as the scale (degree) of change in the price of financial instruments PJSC Softline as a result of the implementation of regulatory risk;
- the likelihood of any other adverse consequences that may occur incurred by Softline PJSC as a result of the implementation of the Regulatory Risk.

A regulatory risk event in the field of PNII/MR cannot be recognized as material if it does not entail the need to reimburse expenses (losses), the emergence of monetary obligations or obvious adverse consequences of a different nature (reputational, legal or operational risk), including the application of sanctions, the issuance of orders or the adoption of binding decisions by government or judicial authorities.

The Bank of Russia is informed within the framework of information exchange using the Company's personal account on the Bank of Russia website in the Internet information and telecommunications network in accordance with the rules of information exchange established by the Bank of Russia, **inflow5 working days** from the date of adoption decisions on recognizing a regulatory risk event in the field of PNII/MR as significant.

After sending information on probable and (or) actual significant events of regulatory risk to the Bank of Russia, the ODL provides the General Director of PJSC Softline with information on the said fact.

Control over the compilation of lists of insider information of the Company and amendments thereto.

Softline PJSC compiles its own list of insider information. Softline PJSC's list of insider information includes, among other things, issuer insider information, the list of which is approved by a regulatory act of the Bank of Russia.

The list is subject to updating By ^{measure} changes current legislation in the field of PNII/MR. For these purposes, the Control Service (ODL)

together with the Software Department **at least twice a month** monitor changes to the Bank of Russia's regulatory act approving the list of insider information of issuers, as well as other relevant changes to legislation in the field of PNII/MR.

In addition to insider information, the list of which is approved by a regulatory act of the Bank of Russia, the List of insider information of Softline PJSC may include information determined by Softline PJSC independently.

The Control Service is the unit responsible for identifying new types of insider information within Softline PJSC and including them in the List of Insider Information of Softline PJSC.

Heads of structural divisions Societies, implementing activities related to the circulation of insider information are required to identify new types of insider information in the Company and, if such are identified, submit proposals for their inclusion in the approved List to the Control Service (CSS).

Responsible employees of the Control Service and the OP Department are also obliged to send proposals to the ODL to include such information in the List of Insider Information of PJSC Softline in the event of detection of new types of insider information of PJSC Softline.

The Director General (if necessary) initiates consideration of these proposals at meetings of the governing bodies of Softline PJSC. Changes to the List are made in accordance with paragraph **3.3.** of these Rules. The ODL shall monitor compliance with the specified procedure.

Monitoring compliance by Softline PJSC with the procedure for access to the Company's insider information, as well as the procedure and timeframes for disclosing insider information.

The procedure for accessing insider information of PJSC Softline and the rules for protecting its confidentiality are set out in **section 5** these Rules.

Softline PJSC's insider information is protected as confidential information. The procedure for accessing Softline PJSC's confidential information, the rules for protecting its confidentiality, and monitoring compliance with these rules may also be established in other internal regulations of Softline PJSC.

The development and implementation of measures (including technical ones) to protect confidential information (including insider information of Softline PJSC) is assigned to the divisions of the Security Department of Softline PJSC.

The Security Department of Softline PJSC is responsible for ensuring that employees of Softline PJSC comply with the requirements for protecting confidential information of Softline PJSC, as well as the requirements for ensuring the security of confidential information when processing it in information systems.

When implementing internal control, the Directorate General and (or) responsible employees of the Control Service interact with other employees and structural

divisions of Softline PJSC participating in the implementation of these procedures, in order to obtain the necessary information.

The following methods can be used to implement control:

- analysis of the staffing schedule of Softline PJSC;
- analysis of the list of participants and invitees to meetings of the management bodies of the PJSC Softline;
- analysis of the list of contractors of Softline PJSC and contracts concluded with them;
- analysis of information on identified facts of violation of the procedure for access to confidential information of Softline PJSC.

Individual procedures for monitoring compliance by Softline PJSC with the procedure for access to insider information may also be described in the provisions of other local regulations of Softline PJSC in the field of PNII/MR.

The procedure and terms for disclosure of Insider information by Softline PJSC are determined by the legislation of the Russian Federation, local regulations of Softline PJSC, including clauses **3.4- 3.7** these Rules.

Monitoring of compliance with the deadlines, procedure and completeness of disclosure of insider information is carried out through a selective analysis of individual documents and information that are (which may be) the basis for the emergence of insider information subject to disclosure, for example, the following:

- information on the agenda of meetings of the board of directors of Softline PJSC and their results;
- information on the agenda of general meetings of shareholders of Softline PJSC and their results;
- information on changes in the ownership structure of financial instruments of PJSC Softline and the shareholding of PJSC Softline in other organizations;
- information obtained at the stages of the procedure for issuing securities PJSC "Softline"

Employees of Softline PJSC included in the list of insiders of Softline PJSC, if they have any doubts about the correct identification of information that they handle in the course of performing their official duties as insider information, have the right to contact the Control Service in order to receive further instructions on how to work with such information.

As one of the methods of implementing internal control over compliance by PJSC Softline with the procedure and deadlines for disclosing insider information of PJSC Softline, the procedure for receiving by the ODL and (or) responsible employees of the Information Control Service (via corporate mail) about Insider information of PJSC Softline subject to disclosure at the stage of preparing information (message) for disclosure and upon its disclosure may be used.

Separate procedures for monitoring compliance by Softline PJSC with the procedure and deadlines for disclosing insider information by Softline PJSC may also be described in the provisions of other local regulatory acts of the Company.

Control over the implementation of activities by Softline PJSC in terms of: maintaining the list of insiders of Softline PJSC; notifying persons included in the list of insiders of Softline PJSC about their inclusion in such List and exclusion from it, as well as informing the said persons about the requirements of Federal Law No. 224-FZ and local regulations of Softline PJSC in the field of PNIII/MR; transferring the list of insiders of Softline PJSC to the trading organizer through which transactions with financial instruments are carried out, upon its request; transferring the list of insiders of Softline PJSC to the Bank of Russia upon its request; sending requests for information on

transactions with securities of Softline PJSC carried out by persons included in the list of insiders of Softline PJSC and on the conclusion of agreements that are derivative financial instruments and the price of which depends on such securities, as well as the provision of information upon receipt of the said requests by Softline PJSC.

The procedure for implementing these measures is determined by Russian Federation law and local regulations of Softline PJSC. Monitoring is carried out by verifying that responsible employees of Softline PJSC comply with the procedure for implementing these measures established by these Rules.

In order to implement proper control, the responsible persons and/or the employees of the Control Service interact with other employees and structural divisions of Softline PJSC responsible for the implementation of the said procedures in order to obtain the necessary information; the responsible persons and/or the employees of the Control Service are also included in the information exchange of the implementing divisions (via corporate email) in the process of the Company implementing the above-mentioned activities.

The provision of information by the Company upon receipt of requests from the regulator is carried out within the framework of information exchange using the Company's personal account on the Bank of Russia website in the information and telecommunications network Internet in accordance with these Rules and received by the Bank of Russia.

Individual procedures for implementing internal control over the implementation of the specified activities by Softline PJSC may also be described in the provisions of other local regulatory acts of the Company in the field of PNII/MR.

Monitoring the execution of transactions with financial instruments on one's own behalf and at one's own expense, as well as by persons included in the Company's insider list. Procedure for monitoring compliance by persons specified in paragraphs 7 and 13 of Article 4 of Federal Law No. 224-FZ, included in the insider list, and their associated persons with the terms and conditions for transactions with financial instruments approved by the insider in accordance with Article 11 of Federal Law No. 224-FZ.

Control is carried out on the basis of information available to the ODL and responsible employees of the Control Service by analyzing transactions with financial instruments carried out by the above-mentioned persons.

The Financial Department's structural units responsible for transactions with financial instruments executed on behalf of and at the Company's expense are required to inform the Financial Instruments and the Insider Liability Department about planned and completed transactions involving the Company's own financial instruments and the financial instruments of persons whose insider list includes the Company (if any). The Insider Liability Department may also request this information for a specific period, including for a specific financial instrument.

The OD initiates requests to insiders in accordance with the procedure stipulated by Article 10 of Federal Law No. 224-FZ, and also monitors the proper provision of the requested information, and analyzes the received information for any violations of established requirements by insiders. Thus, when exercising control, the OD and/or responsible employees of the Control Service

If necessary, interact with persons included in the list of insiders of PJSC Softline in order to obtain the necessary information.

Individual procedures for monitoring compliance with the above measures may also be described in the provisions of other local regulations of Softline PJSC in the field of PNII/MR.

Control over the Company's compliance with the requirements of the PNII/MR field and the compliance of the Company's documents with each other.

Control is carried out through regular monitoring of legislation in the field of PNII/MR, as well as the practices of its application by the Bank of Russia and state bodies of the Russian Federation. The procedure is established **section 9** these Rules.

If necessary, the head of the Control Service and (or) the ODL has the right to contact the Bank of Russia for clarification of the provisions of the current legislation in the field of PNII/MR and the practices of their application.

In the event that changes in legislation in the field of PNII/MR are identified, the Control Service notifies other interested divisions of PJSC Softline by electronic message via corporate mail. The notification may be accompanied by a recommendation to amend the Company's documents if they affect processes in the field of PNII/MR.

The Control Service (CSS) monitors approved internal documents by reviewing information from internal newsletters and analyzes the Company's internal regulations for their compliance with these Rules and other documents related to the PNII/MR (if any). If any discrepancies are discovered, the CSS notifies the employee responsible for developing the CSS being reviewed and advises them of the need to amend the document and bring it into compliance with the provisions of these Rules.

The responsible person or the responsible employee of the Control Service is included in the working group of other structural divisions when they develop/update the Company's documents if they affect the processes and activities controlled by the responsible person described in the Rules and aimed at implementing these Rules.

The Director General or the responsible employee of the Control Service must participate in the process of developing the Company's information policy (if any) and all documents related to its implementation.

Monitoring the implementation by Softline PJSC of familiarization of persons included in the management bodies and employees of Softline PJSC with the requirements in the field of PNII/MR and documents of Softline PJSC in the field of PNII/MR.

The rules and other internal regulatory documents of the Company governing relations in the field of PNII/MR, and their updated versions after approval are posted in the Company's information system on the internal portal in the database of internal regulatory documents, to which all employees of the Company have constant free access.

At the same time, the current version of the Rules is posted on the Company's website on the Internet at the link: <https://softlinegroup.com/investors/disclosure-centrer/>

The ODL ensures that current versions of the Rules are sent to the structural divisions of the Companies responsible for posting documents in the information system and on the Company's website.

The Human Resources Department ensures that all Company employees are familiarized with the Rules by personally signing a document upon hiring. The Human Resources Department monitors compliance with this requirement within the scope of its functions and powers established by the Company's internal regulations and ensures that the current version of the Rules is available to the Human Resources Department.

The Control Service (CSS) takes part in the process of familiarization with the requirements in the field of PNII/MR and the documents of the Company by persons included in the management bodies of the Company, as well as in the development of training courses aimed at providing a minimum sufficient amount of information on the requirements in the field of PNII/MR.

When implementing controls, the Director and/or responsible employees of the Control Service interact with other employees and structural divisions of Softline PJSC responsible for implementing these procedures to obtain the necessary information. Control is carried out through random checks of compliance by responsible employees of Softline PJSC with the established procedure for implementing these activities.

At least once a year, the Board of Directors of the Company shall evaluate the actions of the members of the Board of Directors of the Company for compliance with the requirements in the field of PNII/MR. This evaluation procedure may also be carried out as part of the general annual evaluation of the activities of the Board of Directors of the Company. The emergence (presence) of such an obligation must be notified by any available means, including such notification may be provided simultaneously with the procedure for familiarization with the requirements in the field of PNII/MR. Dissemination of information may also be implemented by including the relevant obligation either in the job description or in the regulations of the relevant governing body, or another internal document subject to execution by employees and members of the Board of Directors of the Company. Self-assessment questionnaires, checklists, etc. may be used among the evaluation tools. The results of the evaluation are sent to the Control Service no later than **for5 (five) calendar** days before the end of the reporting period of the Control Service, which are subject to reflection in the upcoming report of the Control Service.

By order of the Director General, an unscheduled assessment of actions may be carried out based on the results of the review of the Control Service reports.

Based on the assessment of the actions of the Board of Directors of the Company and employees subordinate to them for compliance with the requirements in the field of PNII/MR and local regulatory acts of the Company in the field of PNII/MR, the Control Service adjusts the Rules and other documents in the field of PNII/MR.

8. LIABILITY FOR VIOLATION OF REQUIREMENTS

8.1 Any person who has unlawfully used the Company's insider information and/or has carried out market manipulation may be subject to disciplinary, administrative, criminal and civil liability in accordance with the legislation of the Russian Federation and/or the terms of an employment or civil contract.

8.2 Persons who have suffered losses as a result of the unlawful use of insider information and/or market manipulation have the right to demand compensation from the persons whose actions caused such losses.

8.3 The requirements of these Rules are subject to mandatory compliance by all employees of the Company.

8.4 Responsibility for failure to comply with the requirements of these Rules shall be assigned to the employees of the Company who have committed violations, as well as to the heads of the relevant structural divisions of the Company in accordance with current legislation and the internal documents of the Company.

9. FINAL PROVISIONS

9.1 These Rules are subject to annual review. Reviewing the Rules constitutes an assessment of their relevance, but does not entail an obligation to amend them if the Rules comply with current legislation and, in the opinion of the Company's management bodies and the ODL, establish effective mechanisms in the area of PINI/MR. The Rules are subject to amendment if, in the opinion of the Company's management bodies or the ODL, improvement of the internal control procedures in the area of PINI/MR is required, as well as in the event of changes in legislative requirements in the area of PINI/MR or receipt of recommendations from the Bank of Russia that require reflection in these Rules.

9.2 Information on changes in the requirements of the current legislation of the Russian Federation in the field of PNII/MR is subject to constant monitoring by both the Control Service and the Software Department of the Company.

9.3 The above-mentioned structural divisions and officials carry out monthly scheduled monitoring of the current legislation of the Russian Federation in the field of PNII/MR no later than the last day of the calendar month.

9.4 In the event that changes are discovered in the current legislation of the Russian Federation in the field of PNII/MR that were not reflected in the local regulatory acts of the Company in effect at the time the changes were discovered, the Internal Control Service shall develop a draft of amendments to the local regulatory acts of the Company in the field of PNII/MR, which, if necessary, shall be sent for approval to the relevant divisions of the Company.

9.5 Persons and departments to whom the draft amendments to the local regulatory acts of the Company in the field of PNII/MR were sent must review it, propose amendments and agree on it within the deadline. **no later than 5 (five) working days** from the moment of receipt project. The review and approval period may be extended by decision of the ODL.

9.6 When approving a draft of amendments to be introduced into the local regulatory acts of the Company in the field of PNII/MR, such a draft is sent for approval to the General Director, who is subject to review, amendments and approval within a timely manner. **no later than 5 (five) working days** from the moment the project is received by the General Director; the approved draft is then submitted to the Board of Directors of the Company for approval. Following approval by the Board of Directors of the Company, the Rules are put into effect by order of the General Director of the Company.

9.7 If, as a result of monitoring the current legislation in the field of PNII/MR, the Legal Department identifies and establishes relevant changes in the field of PNII/MR, the Legal Department, no later than **1 (one) working day** from the moment of detection of such changes notifies this Control Service, for the latter to draw up the corresponding draft amendments.

9.8 In the event of changes in the current legislation of the Russian Federation, regulatory acts of the Bank of Russia, amendments to the internal regulatory documents of the Company, until the Rules are brought into conformity with such changes, this document shall remain in effect to the extent that it does not contradict them. .

**Contact information for sending inquiries and providing information,
for interaction within the framework of the PNII/MR:**

insider@softline.com

**NOTIFICATION
on the inclusion (exclusion) of an individual/legal entity in the list (from the list) of insiders
PJSC Softline**

In accordance with paragraph 2 of part 1 of article 9 of the Federal Law of 27.07.2010 No. 224-FZ "On Counteracting the Unlawful Use of Insider Information and Market Manipulation and Amending Certain Legislative Acts of the Russian Federation" (hereinafter referred to as the "Law") and the Bank of Russia Instruction of 02.02.2021 No. 5720-U "On the Procedure for Notifying Persons Included in the List of Insiders of Their Inclusion in Such List and Exclusion from It" (hereinafter referred to as the "Instruction"), we notify you of **inclusion of you in the list / exclusion of you from the list of insiders** Public joint-stock company Softline (hereinafter referred to as the "Company").

No.	Name of the prop	To be completed by the notifier face
1	Notification Details	
1.1	Serial number and date of preparation of the notification	
2	Information regarding the notifying person	
2.1	Full company name	
2.2	Location and/or address for sending postal correspondence (if any)	
2.3	OGRN, INN	
2.4	Website address on the Internet	
2.5	Contact phone number and/or email address for insider inquiries (persons excluded from the list)	
2.6	Item number of Article 4 of the Federal Law dated July 27, 2010 No. 224-FZ, classifying the notifying person as an insider	
3	Information regarding the insider (person excluded from the list)	
In relation to an insider (a person excluded from the list), who is Russian or foreign legal entity (foreign organization that is not a legal entity in accordance with the law of the country where this organization is established)		
3.1	Full company name/title	
3.2	Location and/or address for sending postal correspondence (if any)	
3.3	OGRN, INN (if available)	
3.4	KIO (if available) and OKSM	
3.5	Registration number in the country of registration	
3.6	Financial instrument	
3.7	Reasons for including an insider in the list	
3.8	The grounds on which the insider/person excluded from the list ceased to comply with the provisions of Article 4 of the Federal law dated July 27, 2010 No. 224-FZ	
3.9	Information on the inclusion of an insider in the list (exclusion of a person excluded from the list from the list) and the date of such inclusion (exclusion)	
In relation to an insider (a person excluded from the list) who is an individual		
3.10	Last name, first name, patronymic (the latter - if any)	
3.11	Date of birth	
3.12	Place of birth (if available)	

3.13	The position that the insider (person excluded from the list) holds in the notifying entity (if available)	
3.14	Financial instrument, foreign currency and/or commodity	
3.15	Reasons for including an insider in the list	
3.16	The grounds on which the insider/person excluded from the list ceased to comply with the provisions of Article 4 of the Federal Law of July 27, 2010 No. 224-FZ	
3.17	Information on the inclusion of an insider in the list (exclusion of a person excluded from the list from the list) and the date of such inclusion (exclusion)	
4	<p><u>The information is included in the Insider Listing Notice:</u></p> <p>Please note that from the moment a person is added to the Company's insider list, the restrictions stipulated by Article 6 of Federal Law No. 224-FZ of July 27, 2010, "On Countering the Unlawful Use of Insider Information and Market Manipulation and Amending Certain Legislative Acts of the Russian Federation" (hereinafter referred to as the Federal Law) apply to that person as an insider. The Federal Law establishes liability in accordance with Article 7 of the Federal Law, and such person is subject to the obligations stipulated by Article 10 and Part 4 of Article 11 of the Federal Law. Therefore, you are obligated, among other things:</p> <ul style="list-style-type: none"> - refrain from using the Company's insider information to carry out transactions with financial instruments, including by transferring it to third parties, giving recommendations to third parties, obliging or otherwise inducing them to purchase or sell financial instruments; - comply with the terms and conditions for conducting transactions with the Issuer's financial instruments, including not conducting transactions during the restrictive period; (included for Insiders of the Company, to whom, according to the Rules, the moratorium established in 4.3.4 of the Rules applies) - report to Softline PJSC information about the Company's securities that you own for 10 (ten) days from the date of inclusion in the List of Insiders of the Company in a free form in a manner that allows confirmation of receipt of the information by the Company. <i>(included for the Insiders of the Company, specified in paragraph 4.1.2 (a), 4.1.2 (b), 4.1.2 (h) – only for employees and members of the management bodies of the Company and/or companies controlled by the Company that are part of the Issuer's group) of the Rules)</i> - refrain from using the Company's insider information to carry out transactions with financial instruments that the insider information relates to, at their own expense or at the expense of a third party, with the exception of carrying out transactions within the framework of fulfilling an obligation to purchase or sell financial instruments, foreign currency and (or) goods, the due date for which has arrived, if such an obligation arose as a result of a transaction carried out before the person became aware of the insider information; - not to transfer insider information of the Company to another person, except in cases of transfer of this information to a person included in the list of insiders, in connection with the performance of duties established by federal laws, or in connection with the performance of work duties or the execution of a contract; - notify the Company, upon its request, of the execution of transactions with any securities of the Company and the conclusion of any agreements that are derivative financial instruments, the price of which depends on the securities of the Company; - notify the Bank of Russia, upon its request, of the execution of transactions with any securities of the Company and the conclusion of any agreements that are derivative financial instruments, the price of which depends on the securities of the Company; - send information on transactions with the Company's financial instruments carried out by you and/or persons associated with you within 10 (ten) days from the date of the transaction with the Company's financial instruments <i>(included for the Company Insiders specified in paragraphs 4.3.4 (a) - 4.3.4 (c) of the Rules)</i> 	

- maintain its own list of insiders in accordance with the procedure established by the current legislation of the Russian Federation (*enabled for Insiders - legal entities*).

Failure to comply with the above requirements may result in criminal, administrative and civil liability.

Persons who have committed the unauthorized dissemination of insider information, the illegal use of insider information, and/or market manipulation are liable to the Company for their culpable actions (or inactions). The Company has the right to demand compensation from insiders guilty of the illegal use and/or dissemination of insider information for damages caused to the Company by such illegal actions.

In the event of an investigation by the Bank of Russia, the burden of proof of the fact of a transaction with the Company's financial instruments being carried out without the use of the Company's insider information shall be imposed on the Company's insider, including when the transaction is carried out by his related person.

The execution by an insider of the Company and a person associated with him of transactions with financial instruments of PJSC Softline during the restriction period, as well as during the period from the date when the insider of the Company learned of information related to the insider information of PJSC Softline until the date of disclosure of such information, may indicate the unlawful use by the insider of the Company of the insider information of the Company when performing such a transaction.

More detailed information on the responsibilities of insiders and the corresponding restrictions is contained in the Internal Control Rules for the Prevention, Detection, and Suppression of the Unlawful Use of Insider Information and/or Market Manipulation of Softline Public Joint Stock Company, which are posted on the Company's website at _____, and the list of the Company's insider information is posted at the following address on the Internet: _____. Please familiarize yourself with these rules and the list, and be guided by them in the future whenever you use the insider information that you possess.

For all questions related to your inclusion in the insider list, being on it or being removed from it, please contact us by email: _____

General manager

First name, last name

M.P.

Delivery mark upon notification against signature:

Notification received (signature, last name, initials) position (if any)

from _____
Full name/name

(contact details)

STATEMENT

In accordance with paragraph 4.3.6 of the Rules on the procedure for access to insider information and internal control to prevent, detect and suppress the illegal use of insider information and (or) market manipulation, I request that you permit transactions with the following financial instruments of Softline PJSC during the moratorium:

(list financial instruments)

(indicate who will carry out the operation and its conditions)

in connection with:

(list the circumstances)

signature

Full name

date

Agreed:

Position/Last name/I.O./Signature

Note (if any):

Position/Last name/I.O./Signature

NOTIFICATION

on the intention to conduct a transaction with financial instruments of Softline PJSC

No. p/p	I. Information about the organization in whose list the insider is included	
1.1	Full corporate name of the organization	
1.2	<small>Taxpayer Identification Number (TIN) of the organization</small>	
1.3	OGRN of the organization	
1.4	Location of the organization	

No. p/p	II. Information about the person included in the list of insiders of the organization	
2.1	Last name, first name, patronymic	
2.2	Insider's date of birth	
2.3	Place of birth of the insider	
2.4	The position that the insider holds in the notified entity	
2.5	<small>Taxpayer Identification Number (INN)</small>	
2.6	Last name, first name, patronymic/company name; type and details of the identity document/TIN, OGRN of the person associated with the insider (if applicable)	

No. p/p	III. Information on the basis for inclusion in the insider list	
3.1	Date of inclusion in the insider list	
3.2	Reasons for including a person in the insider list	

No. p/p	IV. Estimated information about the operation	
4.1	Financial instrument (issuer, type, category, series, registration number)	
4.2	The nature of the proposed transaction (sale, purchase, pledge, etc.)	
4.3	Estimated date and place of the transaction (including the exchange platform)	
4.4	Estimated transaction price	
4.5	Estimated number of securities	
4.6	Other material terms of the transaction, as well as other information provided by the Bank of Russia or the Company, including the person(s) who is the party(ies) to the transaction, the beneficiary(ies), the intermediary and (or) the representative for the transaction	

Date: _____
Signature _____

NOTIFICATION**on transactions carried out by an insider and/or persons associated with him
with financial instruments of Softline PJSC*****At Softline PJSC**115114, Moscow, Derbenevskaya embankment, 7, building 8
(To the Legal Department)

1. Full name of the insider (and the person associated with him/her**) - an individual / Full company name of the insider - a legal entity	
1.1 Last name, first name, patronymic (the latter, if any)/name of the person associated with the insider**	
2. Type and details of the identity document of the insider - an individual / TIN, OGRN of the insider - a legal entity	
2.1 Type and details of the identity document / TIN, OGRN of the person associated with the insider * *	
3. Place of registration of the insider - individual / Location of the insider - legal entity	
4. Full company name of the person on whose insider list the insider is included	
5. Date of transaction	
6. Type of transaction (operation)	
7. Amount of the transaction (operation)	
8. Place of the transaction (name of the trade organizer or over-the-counter market)	
9. Type, category (type), series of security (indicated for transactions with securities)	
10. Full company name of the issuer of the security (indicated for transactions with securities)	
11. State registration number of the security issue (indicated for transactions with securities)	
12. Price of one security (indicated for all transactions with securities, except repo transactions)	
13. Purchase and sale price of one security under a repo agreement (for repo agreements)	
14. Number of securities (indicated for transactions with securities)	
15. Type of contract that is a derivative financial instrument (indicated for transactions with derivative financial instruments)	
16. Name (designation) of the being contracts, derivative financial instrument accepted by the organizer of trading on the securities market (indicated for transactions with derivative financial instruments)	

17. The price of one contract that is a derivative financial instrument (the size of the option premium) (indicated for transactions with derivative financial instruments)	
18. Quantity contracts, being derivatives financial tools (indicated For transactions With derivatives financial instruments)	
19. The price of execution of a contract that is a derivative financial tool (indicated For transactions With derivatives financial instruments)	

_____ (date)

_____ (signature)

_____ (full name)

* An insider has the right to include information about several transactions carried out by them or by persons associated with them in a single notification. The terms and conditions of each transaction are specified separately.

* * In the event that an insider provides information about transactions carried out by a person associated with him

A set of measures aimed at implementing these Rules

- maintenance and development of the PNII/MR system, development and updating of the necessary local regulatory legal acts of the Company;
- development of measures for the purpose of monitoring compliance by the Company, Insiders and employees of the Company with the requirements of Federal Law No. 224-FZ and regulatory acts adopted in accordance with it;
- assistance in the implementation of control in the field of insider information/MR, including the disclosure of insider information, maintaining the List of Insiders of the Company, notifying Insiders of the Company about inclusion in the list of insiders (and exclusion from it), compliance with the ban on transactions with the financial instruments of the Company using the insider information of the Company and employees of the Company, training of employees, members of the management bodies of the Company, officials and employees of departments implementing internal control in the field of insider information/MR;
- interaction with the Bank of Russia and exchanges on issues of compliance with legislation in the field of PNII/MR;
- informing the Bank of Russia of probable and (or) actual events of regulatory risk in the field of PNII/MR, recognized by the Company as significant, in the event that the Company makes a decision to inform the Bank of Russia of significant events of regulatory risk in the field of PNII/MR;
- provision, at the request of the Bank of Russia or the Stock Exchange, of a List of the Company's insiders;
- Maintaining the List of Insider Information of the Company up to date: monitoring changes in the regulatory act of the Bank of Russia that approves the list of insider information, as well as other relevant changes in legislation in the field of PNII/MR; preparing proposals for amendments to the List of Insider Information of the Company; initiating the approval of the List of Insider Information of the Company in a new version; identifying new types of insider information in the Company and, if such are identified, submitting proposals for their inclusion in the approved List to the authorized division
- assessment of the need to use clauses in contracts containing conditions on providing a third party with access to the Company's insider information (*Insider Disclaimer*); concluding confidentiality agreements with individuals and including them in the List of Insiders of the Company;
 - The draft Insider Disclaimer contained in [Appendix No. 6](#) to these Rules, is included in contracts at the initiative of employees responsible for concluding contracts with the counterparty, and the managers of such employees, as well as on the basis of a recommendation from the Control Service.
 - An insider clause may be included in contracts with counterparties to whom confidential information is transmitted, but which is not subject to inclusion in the Insider List.
 - If the counterparty is included in the Insider List, then the employee, responsible for concluding the contract with this counterparty, **obliged** to propose in writing to such counterparty to establish a ban on the counterparty itself and its employees (both directly and through third parties) from carrying out transactions with the Company's financial instruments during the period of the moratorium established **point 4.3.4** Rules. In this case, the following can be used:

A different approach to determining the duration (start and end dates) of the restriction period than the established one. If consent is obtained from the counterparty, the obligation to prohibit the counterparty and its employees from engaging in transactions with financial instruments during the restriction period must be set out in an agreement signed between Softline PJSC and the counterparty. However, the moratorium period approved by the Board of Directors for all insiders cannot be reduced.

- Types of contracts in which it is recommended to include an Insider Clause or its analogue: M&A advisory agreements; disclosure advisory agreements; bond issuance and/or transaction structuring advisory agreements; tax administration advisory agreements; litigation and administrative litigation advisory agreements; sanctions advisory agreements.

- storing notifications of inclusion in the Insider List (or exclusion from it);
- storage of electronic copies of notifications on the inclusion in the List of Insiders of the Company (or exclusion from it) of employees and counterparties of the Company;
- recording (including recording the date of receipt), analysis and storage of notifications from persons included in the List of Insiders of the Company about their intention to carry out a transaction and about transactions they have carried out with the Financial Instruments of the Company;
- maintaining the information section of the Company's internal portal, dedicated to issues of compliance with legislation in the field of PNII/MR, up to date;
- development of a training program for the Company's Insiders on matters of PNII/MR, as well as compliance with the requirements of legislation in the field of PNII/MR, assignment of trainings and implementation of training;
- Regularly informing Insiders about current restrictions and prohibitions established by legislation in the field of PNII/MR and local regulations of the Company;

- performance of other functions and duties determined in accordance with job descriptions and local regulations of the Company.
- discussion and decision-making on the existence of exceptional circumstances for an Insider to sell the Company's Financial Instruments during a restrictive period (moratorium);
- disclosure of Insider Information of the Company;
- disclosure of the List of insider information of the Company on the official website of the Company in the information and telecommunications network Internet;

"The Parties acknowledge that Softline PJSC is an issuer of securities traded on stock exchanges, and therefore, any amount received by the Receiving Party (*or indicate the name of the party according to the text of the agreement being concluded*) information may be available insider information from the point of view of Federal Law No. 224-FZ of July 27, 2010 "On counteracting the unlawful use of insider information and market manipulation and on amendments to certain legislative acts of the Russian Federation."

.....(1)Each Party confirms that it has been informed:

- on the requirements of the Federal Law "On Combating the Unlawful Use of Insider Information and Market Manipulation and on Amendments to Certain Legislative Acts" dated July 27, 2010 No. 224 and regulatory legal acts adopted in accordance with it;
- on liability for the unlawful use of insider information;
- that before receiving access to insider information, the Receiving Party receiving access will be included in the list of insiders of the Disclosing Party transmitting the insider information;
- that the transfer of insider information to the Receiving Party, which is not included in the list of insiders of the Disclosing Party, is not permitted.

.....(2) Each Party should :

- independently monitor their actions, including, but not limited to, when sending insider information, to ensure that such actions comply with the requirements of the applicable legislation of the Russian Federation;

Opening side (*or indicate the name of the party according to the text of the agreement being concluded*) has the right to demand from the Receiving Party to provide written explanations, any other information and documents confirming the legality of the use of insider information.

In addition, each Party undertakes to take reasonable steps to ensure that the Receiving Party, its representatives and third parties to whom the Receiving Party has transferred insider information of the Disclosing Party do not provide, comment on, or disclose insider information of the Disclosing Party or conduct transactions with financial instruments of the Disclosing Party and its subsidiaries (if applicable) based on insider information, except in accordance with the legislation of the Russian Federation and this Agreement.

.....(3)The host party must:

- not to transfer such information or any part thereof to third parties, with the exception of its transfer to persons included by the party receiving the insider information in its list of insiders, in the amount necessary and minimally sufficient for such party to fulfill its obligations directly and unambiguously stipulated by the applicable legislation of the Russian Federation, an employment contract with such party, or an agreement/contract between the disclosing and receiving party;
- When transferring insider information or part of it between employees of the Receiving Party or third parties, ensure compliance with the conditions for the transfer and use of insider information by such persons, as prescribed by the Disclosing Party.

2.1. (4)Disclosure of insider information may cause direct or indirect damage to the Disclosing Party.

In this connection, the Parties have agreed that without the prior written consent of the Disclosing Party, the Receiving Party, during its stay on the list of insiders of the Disclosing Party, as well as for ___ (___) years after its exclusion from the said list of insiders

- will not use insider information in any way or carry out actions with its help that may lead to direct or indirect losses of the Disclosing Party, as well as to actions related to market manipulation; will not carry out transactions with securities or derivative financial instruments of the Disclosing Party based on insider information;
- will not transmit, disclose, make public, comment on, confirm or deny, reproduce, adapt or publish inside information;
- will protect the Disclosing Party's inside information from disclosure in the same manner and with the same degree of care with which it protects its own confidential information."