

PROJECT OF THE DECISION

**on issues included in the Agenda of distance Annual General Shareholders Meeting
of Private Joint Stock Company "Vatutinsky Kombinat Vognetryviv" for April 28, 2021**

- 1. Consideration of the report of the PrJSC "VKV" Management board about results about Company's economic activity in 2020 and taking decision according to results of its consideration.**

Project of the decision: "1. To approve PrJSC "VKV" Management report on "Results of PrJSC "VKV" economic activity in 2020".

- 2. Report of PrJSC "VKV" Supervisory board in 2020 and measures according to results of the Supervisory board report consideration.**

Project of the decision: "2. To approve the report of the Supervisory board at PrJSC "VKV" in 2020 and measures according to results of its consideration".

- 3. Consideration of the Report and the results of the Auditing committee at PrJSC "VKV" in 2020.**

Project of the decision: "3. To approve the report of the Auditing committee in 2020 and the results of Auditing committee of PrJSC "VKV by report and balance of PrJSC "VKV" in 2020".

- 4. Consideration of the external audit results in 2020 and approving the measures according to results of its consideration.**

Project of the decision: "4. To approve the results of external audit results in 2020 and the measures according to results of its consideration".

- 5. Approving annual fiscal accounting of PrJSC "VKV" in 2020.**

Project of the decision: "5. To approve annual fiscal accounting at PrJSC "VKV" for 2020".

- 6. Profit distribution (losses compensation) according to results of Company's work in 2020.**

Project of decision: "6. According to the results of 2020, the Company received a loss in the amount of UAH 62,958 thousand. As the Company incurred losses, dividends should not be accrued or paid".

- 7. Deciding on selling the Company's shares having been repurchased before.**

Project of decision: "7. To sell the shares of the Company having been repurchased by the Company from the shareholder on his demand. The selling of such shares shall be on the price due to their market value determined according to the law, as of the last business day prior the date of the Meeting".

- 8. On significant transactions by the Company.**

Project of the decision: "8. According to the Article 70 of the Law of Ukraine "On Joint Stock Companies" to give preliminary permission to the Company to perform significant transactions":

8.1. on supply of its product for Imerys Refractory Minerals Clerac for the total sum, which doesn't exceed UAH 350 M (three hundred fifty million) or the equivalent of this sum in another currency; and for another Contractors for the total sum, which doesn't exceed UAH 300 M (three hundred million) or the equivalent of this sum in another currency;

8.2. on purchase of services on sale its product for the total sum, which doesn't exceed UAH 150 M (one hundred fifty million) or the equivalent of this sum in another currency;

8.3. on purchase of the goods and services for the plant to satisfy the needs of output production for the total sum, which doesn't exceed UAH 600 M (six hundred million) or the equivalent of this sum in different currency;

8.4. for other significant transactions, if the marginal value of the property or services that are or will be the subject of these transactions will be from 25% to 50% of the value of the assets of the Company

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according to the annual financial statements for the year 2020, including:

8.4.1. significant transactions to meet production needs: on purchase of the raw material (kaolin), on purchase of gas, alternative fuel, on purchase of the electric energy, on purchase of the of fuels and lubricants, conclusion of land lease agreements;

8.4.2. credit and deposit transactions, or changes thereto;

8.4.3. real estate disposal transactions (purchase, sale, lease (sublease));

8.4.4. transactions concerning the disposal of movable property.

Under a significant transaction, it should be also understood the perpetration of any other transactions, agreements and documents related to significant transactions, additional agreements (supplements) to existing contracts (agreements / contracts) concluded by the Company or to be performed by the Company no later than annual general meeting of shareholders. Provide prior consent for the conclusion of the above significant transactions within the first year from the date of the Meeting, with the possible increase of the amount of any such significant transaction depending on the conjuncture of the market, but not more than by 15% from the initial amount of such significant transaction.

8.5. To authorize the Head of Management Board of the Company to sign such significant transactions on behalf of the Company".

9. Revocation of the Company's Auditing Committee members.

Project of decision: "9. To revoke the following persons from the Company's Auditing committee members: Alan Parte; Piustonen Nataliya Oleksandrivna; Vasylenko Tetyana Volodymyrivna".

10. Election of the Company's Auditing Committee members.

Project of decision: "10. To elect following members of the Company's Auditing Committee: Clotilde Vassault; Piustonen Nataliya Oleksandrivna; Vasylenko Tetyana Volodymyrivna".

Head of the Supervisory Board



Mr Pierre Fuchet

Secretary of the Supervisory Board



Ms Tetyana Nerodenko