PETROPAVLOVSK

PRESS RELEASE

28 May 2021

Petropavlovsk PLC (the "company" or, together with its subsidiaries, the "group")

Notice of Publication of Annual Report and Notice of Annual General Meeting

The annual report for the year ended 31 December 2020 (the 'annual report 2020'), together with a notice convening the company's annual general meeting (the 'notice of AGM') is available to view and download from the company's website at www.petropavlovskplc.com. A copy of the annual report 2020 and the notice of AGM has also been submitted to the National Storage Mechanism in compliance with Listing Rule 9.6.1R and will be shortly available for inspection at https://data.fca.org.uk/#/nsm/nationalstoragemechanism

The annual general meeting ('AGM') will be held at London Marriott Hotel Grosvenor Square, Grosvenor Square, London W1K 6JP, United Kingdom at 3 p.m. on 30 June 2021. Subject to the lifting of the UK government's restrictions on public gatherings as anticipated on 21 June 2021, the AGM will be held as an open meeting, with shareholders able to attend in person. There will also be an opportunity to follow the business of the meeting and pose questions in writing via live webcast (although this will not constitute formal attendance or provide the opportunity to vote at the meeting). Any changes to these arrangements will be published on the company's website and announced via a regulatory news service.

Printed copies of the annual report 2020 and the notice of AGM are also being posted today to registered shareholders who have elected to receive paper communications.

The information contained in the Appendix to this announcement, which is extracted from the annual report 2020, is included solely for the purposes of complying with the Disclosure Guidance and Transparency Rules (the 'DTR') 6.3.5 and the requirements it imposes on how to make public annual financial reports. The Appendix should be read in conjunction with the company's annual results for the year ended 31 December 2020 issued on 17 May 2021 (the 'annual results announcement'). Together, these constitute the material required by DTR 6.3.5 to be communicated to the media in unedited full text through a Regulatory Information Service. This material should be read in conjunction with, and is not a substitute for reading, the annual report 2020.

References to page numbers and notes to the financial statements made in the Appendix refer to page numbers and notes to the financial statements in the annual report 2020. The information contained in this announcement does not constitute the company's statutory accounts as defined in section 434 of the Companies Act 2006 (the 'Act') for 2020 or 2019 but is derived from those accounts. The auditors have reported on those accounts and their report was unqualified and did not contain statements under section 498(2) of the Act (regarding adequacy of accounting records and returns) or under section 498(3) of the Act (regarding provision of necessary information and explanations). The statutory accounts for the year ended 31 December 2020 have been approved by the board of directors of the company and will be delivered to the Registrar of Companies. A copy of the statutory accounts for the year ended 31 December 2019 was delivered to the Registrar of Companies.

Neither the content of the company's website, nor the content of any other website accessible from hyperlinks on the company's website is incorporated into, or forms part of, this announcement.

APPENDIX

1. Directors' responsibility statement

The following is extracted in full unedited text from page 141 of the annual report 2020.

We confirm that to the best of our knowledge:

- The financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole;

- The strategic report includes a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and

- The annual report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the company's position and performance, business model and strategy.

2. Principal risks relating to the group

A table summarising the principal risks to the group is set out below, extracted in full unedited text from pages 70 to 75 of the annual report 2020. The risks set out below should not be regarded as a complete or comprehensive list of all potential risks and uncertainties that the group may face which could have an adverse impact on its performance. Additional risks may also exist that are currently unknown to the group and certain risks which are currently believed to be immaterial could turn out to be material and significantly affect the group's business and financial results.

Risk	**Description**	**Mitigation/comments/ 2020 Progress**	**Potential impact / Change**
Operational risks			
Production risks and business interruption	The major risks which might have a significant impact on production capabilities are: - The Amur Region is prone to a high risk of natural phenomena, including freezing, flooding and earthquakes. - The failure of critical assets and long downtime. - Geotechnical instability could lead to pit slope failure and the suspension of mining works. - POX technology is complex and inherently dangerous due to the high operating temperature and pressure. - Any major tailings incident might result in a mine operating on a limited basis due to regulatory interventions.	- Preventative maintenance procedures are undertaken on a regular basis to ensure that machines will function properly under extreme cold weather conditions. Operational equipment is fitted with cold weather options. - Management monitor natural conditions in order to pre-empt any disaster and come up with appropriate mitigating action. - The in-house R&D group companies are engaged to regularly monitor the technical and operational conditions of key production facilities. - Thorough routine maintenance procedures are scheduled and performed on a frequent basis for all equipment and facilities. - Ongoing control of the planned/actual downtime of the production equipment and mining fleet and	High / Stable

		scheduled downtime to prevent excessive load. - The successful commissioning and further smooth build-up in production at the POX Hub has increased the group's expertise in pressure oxidation technology, reducing the risk of failure due to inexperience.	
Logistic risks, supply shortages and price volatility	The group relies on the supply and availability of services and equipment to run its operations. The key supply management risks are: - POX production depends upon third-party concentrate which might be subject to an increase in cost or decrease in availability. - Higher electricity costs or interruption to power supply could have a material impact on the group's operations. - The remote locations of the group's production sites could be a major bottleneck in the supply chain. - High local inflation for major consumables and spares might cause an increase in operational costs in roubles (without a concurrent devaluation of the rouble against the US dollar).	- Long-term production forecasts and monthly reviews are in place to plan raw material demand and optimal supply schedules. - Equipment is ordered in accordance with preapproved CAPEX project schedules and there is a contingency plan in place to prevent possible delays in delivery. - The procurement function evaluates lead times and safety stock levels on a monthly basis. - The group has increased stock levels for some key spares and consumables to prevent stockouts due to COVID-related constraints.	High / Stable
Exploration	Exploration activities are speculative, time-consuming and can be unproductive. In addition, these activities often require substantial expenditure to establish reserves through drilling, metallurgical and other testing, to determine appropriate recovery processes to extract gold from the ore and to construct or expand mining and processing facilities. Once deposits are discovered it can take several years to determine whether reserves exist. During this time, the economic viability of production may change. As a result of these uncertainties, the exploration programmes	- The group uses core drilling combined with modern geophysical and geochemical exploration and surveying techniques. The group employs an experienced team of geologists with considerable regional expertise and experience. They are supported by a network of fully accredited laboratories experienced in performing a range of assay work to high standards. - Group Mineral Resource and Ore Reserve estimates are prepared by a team of qualified specialists following the guidelines of the JORC Code 2012. Mineral Resource and Ore Reserve	High / Stable

	in which the group is engaged may not result in the expansion or replacement of the current production with new reserves or operations.	estimates are subject to regular independent reviews and audits. - The group employs a team of qualified mining engineers to undertake mine planning, detailed open pit and underground mine design and production scheduling. - There is more on the group's exploration programme at page 52.	
Development and construction projects	Delays in commissioning (including late regulatory approvals) and capital expenditure overruns for key strategic and sustaining projects may affect the ability of the group to achieve strategic goals. Development and construction projects are considered increasingly important to the group's strategy.	- Management and the board are regularly updated on the progress, achievement of key milestones and risks of projects to ensure they are delivered on time, on budget and in line with approved specifications. - Investment evaluation and approval processes include rigorous review of geological, metallurgical and financial assumptions to forecast cash flows and key project output parameters. - There is a project management control framework in place, with focus on management of project critical roles, equipment delivery deadlines, contractor management, HSE regulations, government permits and approvals. - In-house construction and design companies with broad experience and an excellent track record of rampup of production facilities are engaged in project development.	Medium / Increasing
Financial risks			
Gold price risks	The company's sales revenue is dependent on the price of one commodity over which it has no control and which over the longer-term has been very volatile and difficult to forecast. Open pit mining offers limited opportunity to recover higher grade ore in the event of substantially lower gold prices.	The group constantly monitors trends in the gold price and influencing factors. To reduce the negative impact of gold price volatility on cash flow and financial results, the following measures are applied: - Commodity hedging; - Operating and capital cost reductions; and - Deleveraging and careful capital budgeting. As at 31 December 2020, the group had commodities	High / Stable

		hedging which comprised zero cost collars with a gold price floor of $1,600/oz and a cap of $1,832/oz for 3,500oz maturing every month until December 2021.	
Currency risks	The company's functional currency is US Dollars primarily dictated by the gold price being denominated in US dollars. At the same time, with operating assets being in Russia, the majority of capital and operating costs are rouble denominated.	- The group aims to limit its exposure to exchange rates in respect of its USD denominated debt by limiting cash held in non-USD currencies to amounts required to meet non-USD operating expenses. - FX hedging is used to limit the impact of fluctuations in USD/RUB exchange rate. - At 31 December 2020, the group had zero cost collars with a RUB:USD price floor of RUB75.00 and a cap in the range of between RUB90.65 and RUB100.00 for US$7.0m maturing every month until December 2021. - In the past year the rouble has depreciated which is favourable for the group as it sells a US dollar denominated product but bears its main operating costs in roubles.	Medium / Stable
Liquidity risks	The group needs access to funding and liquidity to service and refinance existing debt, support existing operations including sustaining capital needs and invest in new projects and exploration as and when these opportunities arise. As the repayment date of the 2022 notes approaches, the company must be in a position to re-finance its repayment obligations.	To mitigate liquidity risks the group: - Maintains a detailed annual budget and five-year strategic plan with monthly & quarterly forecast updates; - Prepares weekly treasury reports and one to three months' rolling cash flow forecasts and carefully manages cashflows; and - Maintains close relationships with potential equity and debt providers and ensures additional sources of liquidity are available if required (including, without limitation, revolver credit facilities, forward sales funding, etc). The group is actively working on refinancing the 2022 notes. Please see page 54 for more information.	High / Increasing
IRC related risks	- Funds may be demanded from Petropavlovsk under a	- The company has two representative directors on the board of IRC and is	Medium / Decreasing

	guarantee provided in relation to project finance facilities provided to K&S, a wholly owned subsidiary of IRC. - A delay in the commissioning of Sutara open pit of K&S mine may result in a decrease in K&S output and affect the value of the group's holding in IRC, and/or its ability to complete its disposal on commercially acceptable terms. - A decrease in the price of iron ore could result in a decrease in the value of the group's shareholding in IRC.	entitled to receive certain financial and other information from IRC on its performance and assets: factors designed to enable the company to monitor IRC's financial performance and prospects. - Improvements in iron ore pricing in 2020 have significantly improved IRC's financial position. - IRC has made payment of the fees due from it to the company in respect of the provision of the guarantee for 2020. - The K&S operation has ramped-up close to full capacity.	
Sustainability risks			
Health and safety risks	Certain of the group's operations are carried out under potentially hazardous conditions. Group employees may become exposed to health and safety risks which may lead to work-related accidents and harm to the group's employees. These could also result in production delays and financial loss.	- Health and safety management systems are in place across the group which seek to ensure that the operations are managed in accordance with the relevant health and safety regulations and requirements and, where possible, with international best practice. - The group regularly reviews and updates its health and safety procedures to minimise the risk of accidents and improve accident response, including additional and enhanced technical measures at all sites, improved first aid response and the provision of further occupational, health and safety training. - A new group Head of Health and Safety was appointed in early 2021 and is undertaking a review of the group's health and safety capabilities and resources.	High / Increasing
Environment	If the group were to be involved in a major environmental event, such as but not limited to pollution, potential impacts could include fines and penalties, statutory liability for environmental redemption and other financial consequences that might be significant.	- The company operates a certified environmental management system at all its sites which is designed to meet international standards. - The company has implemented a number of initiatives to monitor and limit the impact of its operations on the environment.	High / Stable

		- Cyanide and other dangerous substances are kept in secure storages with access limited to qualified personnel and closely monitored by security staff.	
New diseases and epidemics (including COVID-19)	COVID-19 or other pandemics could have a significant impact on the group's business, threatening the health of employees and communities. An outbreak of the virus might result in the shutdown of the mines and plants.	The group has implemented measures in each production location and head office in line with published guidance. The key actions are, among others: - The formation of an emergency response team; mines management monitor and approve all visits, including contractor work; - The provision of PPE to protect employees (facemasks, face shields, gloves, glasses etc), 'no-touch' thermometers, placement of alcohol-based sanitizer dispensers and posters with information; disinfecting living and working areas daily; - Furnishing medical facilities with necessary equipment and medication; testing of production employees and contractors prior to their transfer to sites with strict quarantine rules; and - Employees are encouraged to participate in free vaccination programmes.	High / Stable
Human resource risks	A lack of skilled employees and potential loss of key personnel could have negative impact on productivity, safety level and labour cost.	- There is an in-house educational capacity such as Pokrovskiy Mining College and on-site training arrangements; - The group develops many HR initiatives such as career growth and succession programs, fair remuneration and benefits, employee turnover rate review, employee retention strategies, ongoing university recruitment; - The new CEO has stated improvements in employment retention to be one of his priorities for the coming year.	Medium / Stable
Country and regional risks			
Legal & compliance risks	- Failure to comply with the requirements and terms of	- There are established processes in place to monitor	High / Increasing

	licences permitting exploration and mining may result in the subsequent termination of operations and reputational damage. - Changes in laws concerning foreign investments, exploration and development, taxation, royalties, currency exchange, gold sales, environment, labour, repatriation of income and return of capital might seriously impact the group's operations and financial results. - The group's business tends to be exposed to lawsuits and claims from different counterparties. - The group has appointed KPMG and PwC Advisory to carry out reviews of certain transactions undertaken by the group, including pursuant to Resolution 19. If this investigatory work reveals that related party transactions have been entered into without proper authorisations and/or disclosures, there may be a risk of civil, criminal or regulatory actions or enquiries involving the group and penalties or other liabilities may accrue as a result.	the requirements of the existing licenses and permits and to ensure compliance with such requirements on an on-going basis. - The group has a long track record of operating in Russia, without significant claims of non-compliance with statutory or regulatory requirements in the territory. - There are proactive compliance monitoring procedures in place to review any new legal initiatives and changes to the current laws. - In cases where the group considers that legal claims would result in a material impact to its financial position an estimation of such impact is included in provisions to the financial statements. - The investigatory work of KPMG and PwC Advisory is ongoing and will be kept under review and reported as appropriate. A review of compliance and controls across the group is a priority for 2021.	
Political risks	- Sanctions introduced in 2014-2020 by the US and EU against some Russian individuals and companies increased political frictions and economic uncertainty. - Further escalation of the sanction rhetoric might impose a risk to the group's operations. - In particularly, potential changes to USA Export administration regulations which control, among others, the export of US-origin spare parts might have a negative impact on the group's ability to keep up with its equipment maintenance programmes.	- The group has been vigorously monitoring the process of development of the political situation. It also relies on the advice of external counsel in relation to the interpretation and implementation of new legislation. - Sanctions imposed so far have neither had a negative impact on the group's operations nor on its key stakeholders. - The group keeps a safety stock of the crucial spare parts and is constantly seeking alternative suppliers locally and around the world.	Medium / Stable

3. Subsequent events

The following is extracted in full unedited text from pages of the annual report 2020 as stated below.

Note 31 to the consolidated financial statements of the company page 198
In April 2021, the group signed RUB5 billion (an equivalent of approximately US$67 million) revolving credit facility with Gazprombank valid until May 2022. The following amounts have been drawn down:
- US$10 million, bearing 3.7% interest and repayable within 12 months; and
- US$7 million, bearing 2.9% interest and repayable within 6 months.

Note 11 to the financial statements of the company page 209
On 12 April 2021 it was resolved that the principal subsidiary of the company would distribute a Russian Rouble denominated dividend in the amount of equivalent of US$13.0 million.

4. Related parties

The following is extracted in full unedited text from page 190 of the annual report 2020.

Note 26 to the consolidated financial statements of the company
RELATED PARTIES THE GROUP ENTERED INTO TRANSACTIONS WITH DURING THE REPORTING PERIOD
The Petropavlovsk Foundation for Social Investment (the 'Petropavlovsk Foundation') is considered to be a related party due to the participation of the key management of the group in the board of directors of the Petropavlovsk Foundation. IRC Limited and its subsidiaries (note 33) are associates to the group and hence are related parties since 7 August 2015. Transactions with related parties which the group entered into during the years ended 31 December 2020 and 2019 are set out below.

TRADING TRANSACTIONS
Related party transactions the group entered into that relate to the day-to-day operation of the business are set out below.

	SALES TO RELATED PARTIES		PURCHASES FROM RELATED PARTIES	
	2020	2019	2020	2019
	US$'000	US$'000	US$'000	US$'000
Close family members of key management personnel	-	-	256	4,046 (a)
IRC Limited and its subsidiaries	85	42	111	5,458 (b)
	85	42	367	9,504

(a) In March 2018, the group entered into a transaction with the member of key management personnel to purchase the office building and land, which were subject to an operating lease arrangement. The aggregate consideration paid was an equivalent of c.US$3.2 million. The transaction was completed in February 2019.

(b) On 13 December 2019, the group entered into the sale and purchase agreement with a seller (the "Seller"), a related party of the company, LLC GMMC. Pursuant to the sale and purchase agreement, the group agreed to purchase, and the Seller agreed to sell, a helicopter for a consideration of RUB316.7 million (equivalent to US$5.0 million).

During the year ended 31 December 2020, the group made US$0.3 million charitable donations to the Petropavlovsk Foundation (2019: US$1.0 million).

The outstanding balances with related parties at 31 December 2020 and 2019 are set out below.

	AMOUNTS OWED BY RELATED PARTIES		AMOUNTS OWED TO RELATED PARTIES	
	2020	2019	2020	2019
	US$'000	US$'000	US$'000	US$'000
Close family members of key management personnel	-	-	-	759

IRC Limited and its subsidiaries	3,604	3,651	1,100	5,863
	3,604	3,651	1,100	6,622

FINANCING TRANSACTIONS

Guarantee over IRC's external borrowings

The group historically entered into an arrangement to provide a guarantee over its associate's, IRC, external borrowings, the ICBC Facility ('ICBC Guarantee'). As at 31 December 2020 the remaining outstanding contractual guarantee fee was US$0.01 million, which had a corresponding fair value of US$0.01 million (31 December 2019: outstanding contractual guarantee fee of US$5.0 million with corresponding fair value after provision for credit losses of US$4.4 million). In March 2019, IRC has refinanced the ICBC Facility through entering into a US$240 million new facility with Gazprombank ('Gazprombank Facility'). The facility was fully drawn down during the year ended 31 December 2019.

A new guarantee was issued by the group over part of the Gazprombank Facility ('Gazprombank Guarantee'), the guarantee mechanism is implemented through a series of five guarantees that fluctuate in value through the eight-year life of the loan, with the possibility of the initial US$160 million principal amounts guaranteed reducing to US$40 million within two to three years, subject to certain conditions being met. For the final two years of the Gazprombank Facility, the guaranteed amounts will increase to US$120 million to cover the final principal and interest repayments. If certain springing recourse events transpire, including default on a scheduled payment, then full outstanding loan balance is accelerated and subject to the guarantee. The outstanding loan principal was US$204 million as at 31 December 2020 (31 December 2019: US$225 million). Under the Gazprombank Guarantee arrangements, the guarantee fee receivable is determined at each reporting date on an independently determined fair value basis, which for the years ended 31 December 2020 and 2019 was at the annual rate of 3.07% by reference to the average outstanding principal balance under Gazprombank Facility. The guarantee fee charged for 2020 was US$6.7 million, with corresponding value of US$6.3 million after provision for expected credit losses (31 December 2019: US$5.6 million, with corresponding value of US$5.0 million after provision for expected credit losses). As at 31 December 2020 the remaining outstanding contractual guarantee fee was US$12.3 million, with corresponding value of US$11.9 million after provision for expected credit losses (31 December 2019: US$5.6 million, with corresponding value of US$5.0 million after provision for expected credit losses).

The following assets and liabilities have been recognised in relation to the ICBC Guarantee and Gazprombank Guarantee as at 31 December 2020 and 31 December 2019:

	31 DECEMBER 2020	31 DECEMBER 2019
	US$'000	US$'000
Other receivables – ICBC Guarantee (a)	7	4,436
Other receivables – Gazprombank Guarantee (b)	11,919	4,981
Financial guarantee contract – Gazprombank Guarantee (c), (d)	8,232	8,923

(a) The fair value of the receivable, comprising billed fee receivable, less provision for credit losses. Considered Level 3 of the fair value hierarchy which valuation incorporates the following inputs:
- Assessment of the credit standing of IRC and implied credit spread;
- Share price and share price volatility of IRC as at 31 December 2020 and 2019.

(b) Amounts of guarantee fee that are expected to be received from IRC and calculated by applying annual rate of 3.07% for 2020 and 2019 by reference to the average outstanding principal balance under Gazprombank Facility for the relevant the period, less provision for ECL.

(c) Measured in accordance with ECL model: the amount of the loss allowance equals to 12-month ECL as it has been concluded that the credit risk on the financial guarantee contract has not increased significantly since initial recognition (note 3.1.).

(d) Classified as "held for sale" and presented separately in the statement of financial position as at 31 December 2020 (note 3.1.).

The results from relevant re-measurements of the aforementioned assets and liabilities were recognised within Other finance gains and losses and impairments of financial instruments (note 9).

Other financing transactions
In March 2018, the group entered into a loan agreement with Dr. Pavel Maslovskiy. As at 31 December 2020, the loan principal outstanding amounted to an equivalent of US$0.1 million, with corresponding value of US$nil after provision for expected credit losses (2019: US$0.2 million, with corresponding value of US$0.2 million after provision for expected credit losses). Interest charged during the year ended 31 December 2020 comprised an equivalent of US$0.01 million (2019: US$0.01 million). At 10 August 2020, Dr. Pavel Maslovskiy ceased to be a related party.

In April 2019, the group entered into a loan agreement with Dr. Alya Samokhvalova. As at 31 December 2020 the loan principal outstanding amounted to an equivalent of US$0.3 million, with corresponding value of US$nil after provision for expected credit losses (2019: US$0.4 million, with corresponding value of US$0.4 million after provision for expected credit losses). Interest charged during the year ended 31 December 2020 comprised an equivalent of US$0.03 million (2019: US$0.02 million). At 12 October 2020, Dr. Alya Samokhvalova ceased to be a related party.

INVESTING TRANSACTIONS
In May 2019, the group entered into the option contract to acquire the remaining non-controlling 25% interest in the subsidiary LLC TEMI from Agestinia Trading Limited, a non-controlling holder of 25% interest in LLC TEMI, for an aggregate consideration of US$60 million (adjusted to US$53.5 million if certain conditions are met). This represents a related party transaction as it is over the equity of a subsidiary company. The option premium payable is US$13 million, which was paid during the year ended 31 December 2019. The exercise period of the option is 730 days from 22 May 2019.

The group employed an independent third party expert to undertake the valuations of the underlying 25% interest in LLC TEMI and the call option. As at 31 December 2020, the fair value of the derivative financial asset was US$nil million (31 December 2019: US$11.0 million) reflecting a loss on re-measurement to fair value of US$(11.0) million (31 December 2019: US$(2.0) million loss) (note 18).

There are no other related party relationships with Agestinia Trading Limited present.

KEY MANAGEMENT COMPENSATION
Key management personnel, comprising a group of 11 individuals during the period (2019: 14), including executive and non-executive directors of the company and members of senior management, are those having authority and responsibility for planning, directing and controlling the activities of the group.

	2020 US$'000	2019 US$'000
Wages and salaries	4,228	5,794
Pension costs	47	62
Share-based compensation	33	157
	4,308	6,013

About Petropavlovsk

Petropavlovsk PLC (LSE: POG. MOEX: POGR) is a major integrated Russian gold producer with JORC Resources of 19.50Moz Au which include Reserves of 7.16Moz Au. Following its IPO on the Alternative Investment Market (AIM) in 2002, Petropavlovsk was promoted to the London Stock Exchange in 2009, where today it is a Premium Listed company and a constituent of the FTSE 250, FTSE 350 and FTSE All Share indices. The Company's shares also trade on the Moscow Exchange and are a constituent of the RTS Index and MOEX Russia Index.

Petropavlovsk's key operating mines (Pioneer, Malomir and Albyn) and its Pressure Oxidation (POX) Hub at Pokrovskiy, are located in the Amur Region in the Russian Far East. Petropavlovsk has produced a total of c.8.3Moz of gold since operations began in 1994 and has a strong track record of mine development, expansion and asset optimisation.

Petropavlovsk is one of the region's largest employers and one of the largest contributors to the sustainable development of the local economy.

For more information

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