**STATEMENT**

**on the meeting of independence criteria by a Supervisory Board member**

**of the Joint Stock Company “Roads of Ukraine”**

**(hereinafter - the Company)**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

*(surname, name, patronymic)*

(born on \_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_ 19\_\_, passport series \_\_\_\_ No. \_\_\_\_\_\_\_\_\_\_\_\_, issued \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_),

hereby inform that I meet the independence criteria put forward to a member of the Supervisory Board as established by legislation of Ukraine, namely:

1. In accordance with Article 53¹ of the Law of Ukraine “On Joint Stock Companies”:
* I am not and in the past five years have not been a member of executive body of the Company and/or its affiliated legal entities;
* I am not receiving and in the past three years have not received from the Company and/or its affiliated legal entities additional material remuneration exceeding 5% of annual income of such an entity for each of these years;
* I do not hold (directly or indirectly) 5% and more of corporate rights of a company or I am not either a manager or a member of executive body of such a company which or an individual entrepreneur who in the past year has had substantial business relationship with the Company and/or its affiliated legal entities;
* I am not an independent auditor of the Company and/or its affiliated legal entities and have not been one in the past three years;
* I am not and in the past three years have not been an employee of an audit firm which has provided audit services to the Company and/or its affiliated legal entities in the past three years;
* I am not an employee of the Company and/or its affiliated legal entities and have not been one in the past three years;
* I am not a shareholder – owner of controlling interest and/or I am not a representative of a shareholder – owner of controlling interest of the Company in any civil relationship;
* I have not been for more than 12 years on aggregate a member of the Supervisory Board of the Company;
* I am not a close person to the persons specified in points 1-8 of this part;
* I meet additional criteria set by the Company’s Articles of Associations or other internal documents of the Company.

2. In accordance with Article 113 of the Law of Ukraine “On State Property Management”:

* I am not and in the past five years have not been an officer of the Company or its subsidiary, branch, representative office and/or other separate division;
* I am not and in the past three years have not been an employee of the Company or its subsidiary, branch, representative office and/or other separate division;
* I am not an affiliated person (within the meaning of the Law of Ukraine “On Joint Stock Companies”) of the Company and/or its shareholders (participants), or of its subsidiary, branch, representative office and/or other separate divisions and/or officers;
* I am not receiving and have not received any income from the Company or its subsidiary, branch, representative office and/or other separate division, except for the income in the form of remuneration for the fulfillment of the functions of a Supervisory Board member;
* I do not hold any corporate rights in the Company (independently or together with affiliated persons) and do not represent the interests of such holder;
* I am not a government official or a representative of the government;
* I am not an auditor of the Company and have not been one over a certain period in the past three years preceding my appointment (election) to the Supervisory Board;
* I do not participate in the auditing of the Company or its subsidiary, branch, representative office and/or other separate division as an auditor employed by an audit firm; neither have I participated in such auditing over a certain period in the past three years preceding my appointment (election) to the Supervisory Board;
* I have not had in the past year any business or civil relations with the Company or its subsidiary, branch, representative office and/or other separate division either directly or as a shareholder (participant), manager or member of an executive body of the economic entity that has had such relations;
* I have not worked in the position of an independent member of the Supervisory Board of the Company in the past three terms;
* I am not a close person to the persons specified in the present paragraph (the term “close person” has the meaning provided to it by the Law of Ukraine “On Prevention of Corruption”).

\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_ 20\_\_\_\_. \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 (signature)