

**Information materials and comments on issues submitted for approval
of the Extraordinary General Shareholders Meeting
of Mobile TeleSystems Public Joint Stock Company
January 31, 2025**

Initiator of examination of Agenda items of MTS PJSC Extraordinary General Shareholders Meeting	Viewpoint of the Board of Directors on the Agenda items of MTS PJSC Extraordinary General Shareholders Meeting
MTS PJSC Board of Directors	Vote "FOR"

On the first issue on the agenda:

On approval of the Charter of MTS PJSC as revised.

The current edition of the MTS PJSC Charter (hereinafter referred to as the Charter) is approved by the resolution of the MTS PJSC Annual General Meeting of Shareholders on June 26, 2024 (Minutes 56).

In the revised version of MTS PJSC Charter, the following amendments, among others, are presented:

- 1) The competence of the Board of Directors is supplemented by the following issues:
 - approval of the remuneration of members of the boards of directors of MTS subsidiaries included in the list of subsidiaries approved by the Board of Directors (currently, the MTS Board of Directors only approves nominees to the boards of directors of subsidiaries in accordance with the list of such subsidiaries approved by the Board of Directors);
 - approval of candidates to be nominated as CEO's of MTS subsidiaries included in the list of subsidiaries approved by the Board of Directors and the amount of their remuneration (new competence);
 - approval of the general principles of work assessment and the system of remuneration and motivation of the CEO's of MTS subsidiaries included in the list of subsidiaries approved by the Board of Directors (new competence).
- 2) The name of the position of the sole executive body (CEO) of MTS PJSC "President" is changed to "General Director". In accordance with the Russian law "On Joint-Stock Companies", the management of the company's day-to-day operations is carried out by the company's sole executive body (Director, General director) or company's collegial executive body (Management Board, Directorate). The name of the position of the sole executive body is changed within the framework of the law.

Draft of the new MTS PJSC Charter and the comparison table of amendments made to the MTS PJSC Charter are attached.

The Board of Directors of MTS PJSC recommended approving the MTS PJSC Charter, as amended.

Procedure for adoption of the resolution:

The resolution is made by the qualified majority of three fourths of votes by shareholders attending the meeting.

Draft resolution:

Resolved that Charter of MTS PJSC, as revised, be approved.

On the second issue on the agenda:

On approval of the Regulations on the General Shareholders meeting of MTS PJSC as revised.

The current edition of the Regulations on the General Meeting of Shareholders of MTS PJSC was approved by the resolution of the MTS PJSC Extraordinary General Meeting of Shareholders on February 14, 2020 (Minutes 48).

The following changes are made to the new version of the Regulations on the General Meeting of Shareholders: due to the change in the name of the position of the sole executive body of MTS PJSC, "General Director" is indicated instead of "President" in the text of the Regulations.

Draft of the new Regulations on the General Meeting of Shareholders of MTS PJSC is attached.

The Board of Directors of MTS PJSC recommended approving the Regulations on the General Meeting of Shareholders, as amended.

Procedure for adoption of the resolution:

The resolution shall be adopted by a simple majority (more than a half) of votes by shareholders attending the meeting.

Draft resolution:

Resolved that Regulations on the General Shareholders meeting of MTS PJSC, as revised, be approved.

On the third issue on the agenda:

On approval of the Regulations on the Board of Directors of MTS PJSC as revised.

The current edition of the Regulations on the Board of Directors of MTS PJSC was approved by the resolution of the MTS PJSC Annual General Meeting of Shareholders on June 26, 2024 (Minutes 56).

The following changes are made to the new version of the Regulations on the Board of Directors: due to the change in the name of the position of the sole executive body of MTS PJSC, "General Director" is indicated instead of "President" in the text of the Regulations.

Draft of the new Regulations on the Board of Directors of MTS PJSC is attached.

The Board of Directors of MTS PJSC recommended approving the Regulations on the Board of Directors of MTS PJSC, as amended.

Procedure for adoption of the resolution:

The resolution shall be adopted by a simple majority (more than a half) of votes by shareholders attending the meeting.

Draft resolution:

Resolved that Regulations on the Board of Directors of MTS PJSC, as revised, be approved.

On the forth issue on the agenda:

On approval of the Regulations on the Management Board of MTS PJSC as revised.

The current edition of the Regulations on the Management Board of MTS PJSC was approved by the resolution of the MTS PJSC Extraordinary General Meeting of Shareholders on February 15, 2021 (Minutes 51).

The following changes are made to the new version of the Regulations on the Management Board: due to the change in the name of the position of the sole executive body of MTS PJSC, "General Director" is indicated instead of "President" in the text of the Regulations.

Draft of the new Regulations on the Management Board of MTS PJSC is attached.

The Board of Directors of MTS PJSC recommended approving the Regulations on the Management Board of MTS PJSC, as amended.

Procedure for adoption of the resolution:

The resolution shall be adopted by a simple majority (more than a half) of votes by shareholders attending the meeting.

Draft resolution:

Resolved that Regulations on the Management Board of MTS PJSC, as revised, be approved.

On the fifth issue on the agenda:

On approval of the Regulations on the General Director of MTS PJSC.

The current edition of the Regulations on the Chief Executive Officer (President) of MTS PJSC was approved by the resolution of the MTS PJSC Extraordinary General Meeting of Shareholders on February 15, 2021 (Minutes 51).

The following changes are made to the Regulations on the Chief Executive Officer: due to the change in the name of the position of the sole executive body of MTS PJSC, "General Director" is indicated instead of "President" in the text of the Regulations.

Draft of the new Regulations on the General Director of MTS PJSC is attached.

The Board of Directors of MTS PJSC recommended approving the Regulations on the General Director of MTS PJSC, as amended.

Procedure for adoption of the resolution:

The resolution shall be adopted by a simple majority (more than a half) of votes by shareholders attending the meeting.

Draft resolution:

To amend the Regulations on the President of MTS PJSC and approve it in a new version (Regulations on the General Director of MTS PJSC).

On the sixth issue on the agenda:

On approval of the Regulations on the Auditing Commission of MTS PJSC as revised.

The current edition of the Regulations on the Auditing Commission of MTS PJSC was approved by the resolution of the MTS PJSC Extraordinary General Meeting of Shareholders on February 15, 2021 (Minutes 51).

The following changes are made to the new version of the Regulations on the Auditing Commission: due to the change in the name of the position of the sole executive body of MTS PJSC, "General Director" is indicated instead of "President" in the text of the Regulations.

Draft of the new Regulations on the Auditing Commission of MTS PJSC is attached.

The Board of Directors of MTS PJSC recommended approving the Regulations on the Auditing Commission of MTS PJSC, as amended

Procedure for adoption of the resolution:

The resolution shall be adopted by a simple majority (more than a half) of votes by shareholders attending the meeting.

Draft resolution:

Resolved that Regulations on the Auditing Commission of MTS PJSC, as revised, be approved.