

Draft resolutions
on issues submitted for approval of the Extraordinary General Meeting of Shareholders
Mobile TeleSystems Public Joint Stock Company
September 30, 2021

On the first issue on the agenda:

On distribution of MTS PJSC profit (payment of dividends) according to the results for the 1st half of 2021.

Draft resolution:

To approve of distribution of profit (payment of dividends) on MTS PJSC ordinary registered shares upon the 1st half year 2021 results in the amount of RUB 10.55 per one MTS PJSC ordinary registered share with a par value of RUB 0.1 each. The total amount of MTS PJSC dividends on the results of the 1st half year 2021 shall be RUB 21,082,925,616.25. The dividends shall be paid in cash. To approve the date on which the persons entitled to receive dividends are defined – on October 12, 2021.

On the second issue on the agenda:

On the participation of MTS PJSC in non-profit organizations.

Draft resolution:

Adopt a resolution on participation of MTS PJSC in the non-commercial organization 5G Future Forum.

On the third issue on the agenda:

On reorganization of MTS PJSC.

3.1. On reorganization of MTS PJSC in the form of spin-off of TIC LLC from it.

Draft resolution:

3.1.1. To reorganize Mobile TeleSystems Public Joint Stock Company (PSRN 1027700149124) (hereinafter referred to as the Company, MTS PJSC) in the form of spinning off the Tower Infrastructure Company Limited Liability Company (hereinafter referred to as TIC LLC) under the following terms and conditions:

- 1) To approve the full name of the spun-off (established) company in Russian: Общество с ограниченной ответственностью «Башенная инфраструктурная компания», abbreviated name in Russian – ООО «БИК»;
- 2) Full name in English: Limited Liability Company “Tower infrastructure company”, abbreviated name in English: TIC LLC;
- 3) Location of TIC LLC: Russian Federation, Moscow;
- 4) Address of TIC LLC indicated in the Unified State Register of Legal Entities: Room 3, 3rd fl., bldg. 60, Detsky gorodok “ZIL”, Lytkarino, Moscow region, 140080, Russian Federation;
- 5) Size of the TIC LLC authorized capital – 25,000,000 (twenty five million) rubles;
- 6) Person performing the functions of the sole executive body of TIC LLC – CEO Alexander Vladimirovich Teremetskiy (passport of a citizen of the Russian Federation XXX issued XXX, subdivision code XXX, Taxpayer Identification Number XXX);
- 7) The Board of Directors of TIC LLC is not formed and its functions in accordance with the charter of TIC LLC are carried out by the General meeting of TIC LLC participants.

3.1.2. To approve the Charter of TIC LLC (Annex 1).

3.1.3. To approve the spin-off procedure and conditions, including the coefficient (procedure) for the distribution of shares:

- The authorized capital of TIC LLC will be formed at the expense of the own funds of the Company, from which the spin-off is carried out, being the funds of MTS PJSC;
- To determine that MTS PJSC (PSRN 1027700149124), the par value of whose 100 percent share in the authorized capital of TIC LLC will be 25,000,000 (twenty five million) rubles, becomes the sole participant of TIC LLC as a result of the reorganization of MTS PJSC in the form of spinning TIC LLC off.

3.1.4. To determine that MTS PJSC performs the following measures in accordance with the established procedure:

- Notifies in writing the authorized state body performing state registration of legal entities of the beginning of the reorganization procedure, indicating the form of reorganization, within 3 (three) business days after the resolution on reorganization is adopted;
- After an entry on the commencement of the reorganization procedure has been made to the Unified State Register of Legal Entities, MTS PJSC shall publish a notice of reorganization

- twice, at monthly intervals, in mass media outlets publishing information on the state registration of the legal entities, on behalf of all the companies involved in the reorganization.
- 3.1.5. To approve the deed of transfer of MTS PJSC reorganized by spin-off of TIC LLC from it (Annex 2).

3.2. On reorganization of MTS PJSC in the form of spin-off of MWS-1 LLC from it.

Draft resolution:

- 3.2.1. To restructure Mobile TeleSystems Public Joint Stock Company (OGRN 1027700149124) (hereafter the Company or MTS PJSC) by spinning off MTS Web Services-1 Limited Liability Company (hereafter MWS-1 LLC) simultaneously with the restructuring of MWS-1 LLC via a merger into Joint Stock Company MTS Web Services (OGRN 1217700367026) (hereafter MWS JSC) on the following terms and conditions:
- 1) Approve the full name of the spun off (created) company: MTS Web Services-1 Limited Liability Company, short name MWS-1 LLC;
 - 2) The location is Moscow, Russian Federation;
 - 3) MWS-1 LLC's charter capital is 5,000,000 (five million) rubles;
 - 4) The person performing the functions of the sole executive body of MWS-1 LLC is General Director Egorov Igor Alfridovich (passport of a citizen of the Russian Federation XXX issued XXX, subdivision code XXX, Tax Identification Number XXX).
- 3.2.2. Approve MWS-1 LLC's charter (Annex 3).
- 3.2.3. Approve the spinoff procedure and conditions, including the ratio (procedure) for distributing shares:
- MWS-1 LLC's share capital will be created from the funds of the Company from which it is being spun off (retained profit from previous years);
 - Determine that as a result of the restructuring of MTS PJSC by spinning MWS-1 off from it, MTS PJSC (OGRN 1027700149124) becomes the sole shareholder in MWS-1 LLC, and the nominal value of its 100% stake in MWS-1's charter capital is 5,000,000 (five million) rubles.
- 3.2.4. Determine that MTS PJSC will do the following in accordance with the established procedure:
- Within 3 (three) business days of adopting the resolution to restructure, notify in writing the authorised state body responsible for state registration of legal entities of the commencement of the restructuring procedure, indicating the form of restructuring;
 - Having made an entry in the Unified State Register of Legal Entities about the commencement of the procedure for restructuring MTS PJSC, publish twice (once per month), in the mass media where data on the state registration of legal entities is published, notification of the restructuring on behalf of all of the companies being restructured.
- 3.2.5. Approve the Transfer Deed of MTS PJSC, which is being restructured by spinning off MWS-1 LLC, which is happening simultaneously with the merger of MWS-1 LLC into MWS JSC (Annex 4).
- 3.2.6. This resolution on restructuring takes effect only if participants at the General Meeting of Shareholders of MTS PJSC resolve to simultaneously merge MWS-1 LLC, which was created via the spinoff, into MWS JSC.

3.3. On reorganization of MWS-1 LLC established by reorganization as a spin-off from MTS JSC in the form of a merger with MWS JSC."

Draft resolution:

- 3.3.1. To restructure MTS Web Services-1 Limited Liability Company (hereafter MWS-1 LLC), which was created via a spinoff from Mobile TeleSystems Public Joint Stock Company (OGRN 1027700149124) (hereafter MTS PJSC), in the form of a merger into MTS Web Services Joint Stock Company (OGRN 1217700367026) (hereafter MWS JSC).
- 3.3.2. Approve the Agreement to merge MWS-1 LLC into MWS JSC (Annex 5).
- 3.3.3. Authorise MTS PJSC President Vyacheslav Konstantinovich Nikolaev to sign the Agreement to merge MWS-1 LLC into MWS JSC on behalf of MWS-1 LLC.
- 3.3.4. Approve the Transfer Deed of MTS PJSC, which is being restructured by spinning off MWS-1 LLC, which is happening simultaneously with the merger of MWS-1 LLC into MWS JSC (Annex 4). Determine that the rights and obligations of MTS PJSC specified in the Transfer Deed are transferred to MWS JSC by way of legal succession.
- 3.3.5. Determine that MTS PJSC will do the following in accordance with the established procedure:
- Within 3 (three) business days of adopting the resolution to restructure, notify in writing the authorised state body responsible for state registration of legal entities of the commencement of the restructuring procedure, indicating the form of restructuring;

- Having made an entry in the Unified State Register of Legal Entities about the commencement of the procedure for restructuring MTS PJSC, publish twice (once per month), in the mass media where data on the state registration of legal entities is published, notification of the restructuring on behalf of all of the companies being restructured.

On the forth issue on the agenda:

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

Draft resolution:

Resolved that Regulation on the Board of Directors of MTS PJSC, as revised, be approved (Annex 6).