

**Table for comparison  
of amendments made to the Charter of MTS PJSC with the current revision (Revision No. 16)**

| Clause No. | Charter Revision No. 16 | Charter Revision No. 17  | Commentary   |
|------------|-------------------------|--|--|
| 2.4.       | New clause              | <b>2.4. The Company has the right to carry out activities related to the storage of archival documents</b>   | MTS PJSC stores archival documents of subsidiaries on the basis of contracts for the provision of paid services. According to the "Rules for the organization of storage, acquisition, accounting ..." approved by Rosarchiv Order No. 77 dated July 31, 2023, it is determined that organizations have the right to conclude a contract for the provision of paid services with an organization whose statutory documents provide for the storage of archival documents. Violation of these Rules may result in administrative liability of the subsidiary (Article 13.20 of the Administrative Code) |
| 4.4.       | New clause              | <b>4.4. Interested-party transactions shall be effected by the Company as prescribed by the Federal Law "On Joint Stock Companies". It is not required to obtain the consent of the General Meeting of Shareholders or the Board of Directors for such transactions, except in cases when the Company has received a request from the President of the Company, a member of the Management Board of the Company, a member of the Board of Directors of the</b> | The Law "On Joint-Stock Companies" establishes a 15-day period for notifying members of management bodies of planned interested-party transactions, but allows the company to provide a different period in its articles of association (clause 1.1 of Article 81 of the Federal Law on Joint-Stock Companies). The deadline established by law for notifying members of management bodies   |

|          |   |   |  |
|----------|---|---|--|
|          |   | <b>Company to obtain such consent. The Company notifies the members of the Company's management bodies of the planned transaction in which there is an interest no later than 5 (five) calendar days before the date of the transaction.</b>  | of a planned interested party transaction is proposed to reduce from 15 to 5 days before the date of the transaction. The amendment will increase the operational flexibility of the company |
| 8.5.     | 8.5. The Company's annual accounting (financial) statements, supported by the Auditor's and the Auditing Commission's report, shall be submitted by the President to the Board of Directors and the Annual General Meeting of Shareholders.   | 8.5. The Company's annual accounting (financial) statements, supported by the Auditor <b>organization's</b> and the Auditing Commission's report, shall be submitted by the President to the Board of Directors and the Annual General Meeting of Shareholders.   | Bringing into compliance with the Law "On Joint-Stock Companies"   |
| 23.5.(1) | 23.5. The shareholder(s) holding in the aggregate at least 2% (two percent) of voting shares of the Company shall also have the right to:<br>(1) submit issues to the agenda of an Annual General Meeting of Shareholders, as well as to propose the candidates (including self-nomination) for the Board of Directors, Auditing Commission and Counting Commission, and nominate the Auditor of the Company; | 23.5. The shareholder(s) holding in the aggregate at least 2% (two percent) of voting shares of the Company shall also have the right to:<br>(1) submit issues to the agenda of an Annual General Meeting of Shareholders, as well as to propose the candidates (including self-nomination) for the Board of Directors, Auditing Commission and Counting Commission, and nominate the Auditor <b>organization</b> of the Company; | Bringing into compliance with the Law "On Joint-Stock Companies"   |
| 26.5.    | 26.5. The Annual General Meeting of Shareholders shall consider the issues related to the election of the Board of Directors, Auditing Commission, approval of the Auditor, the issues referred to in sub-clause 27.1 hereof, and other issues within   | 26.5 The Annual General Meeting of Shareholders shall consider the issues related to the election of the Board of Directors, Auditing Commission, <del>approval</del> <b>appointment</b> of the Auditor <b>organization</b> organization, the issues referred to in sub-clause 27.1. hereof,  | Bringing into compliance with the Law "On Joint-Stock Companies"   |

|           |  |   |  |
|-----------|--|---|--|
|           | the terms of reference of the General Meeting of Shareholders.   | and other issues within the terms of reference of the General Meeting of Shareholders.  |  |
| 26.6.     | 26.6. The General Meetings of Shareholders held in addition to the annual meeting shall be deemed extraordinary. An Extraordinary General Meeting of Shareholders may decide on the issues concerning an early termination of the powers of the members of the Board of Directors and concerning the election of the Board of Directors, concerning an early termination of the powers of the Auditing Commission members and concerning the election of the Auditing Commission, approval of the Auditor, and other issues, stipulated by the laws of the Russian Federation. | 26.6. The General Meetings of Shareholders held in addition to the annual meeting shall be deemed extraordinary. An Extraordinary General Meeting of Shareholders may decide on the issues concerning an early termination of the powers of the members of the Board of Directors and concerning the election of the Board of Directors, concerning an early termination of the powers of the Auditing Commission members and concerning the election of the Auditing Commission, <del>approval</del> <b>appointment</b> of the Auditor <b>organization</b> , and other issues, stipulated by the laws of the Russian Federation. | Bringing into compliance with the Law "On Joint-Stock Companies" |
| 27.1.(17) | 27.1. The following matters shall fall within the terms of reference of the General Meeting of Shareholders:<br><...><br>(17) appointment of the Auditor;  | 27.1. The following matters shall fall within the terms of reference of the General Meeting of Shareholders:<br><...><br>(17) appointment of the Auditor <b>organization</b> ;  | Bringing into compliance with the Law "On Joint-Stock Companies" |
| 28.2.     | 28.2. An extraordinary General Meeting of Shareholders shall be held following a decision of the Board of Directors on its own initiative, at the request of the Auditing Commission, Auditor and the shareholders (shareholder), holding in the aggregate at least 10% (ten percent) of the Company's voting shares as at the date of the request or  | 28.2. An extraordinary General Meeting of Shareholders shall be held following a decision of the Board of Directors on its own initiative, at the request of the Auditing Commission, Auditor <b>organization</b> and the shareholders (shareholder), holding in the aggregate at least 10% (ten percent) of the Company's voting shares as at the date of the request or on other grounds provided for   | Bringing into compliance with the Law "On Joint-Stock Companies" |

|        |  |  |   |
|--------|--|--|---|
|        | <p>on other grounds provided for by the laws of the Russian Federation. An extraordinary General Meeting of Shareholders shall be convened by the Board of Directors or otherwise in cases provided for by the laws of the Russian Federation. In case the Board of Directors fails to make a decision on convocation of an extraordinary General Meeting of Shareholders within the period provided for in clause 28.9. hereof, or decides to refuse the convocation thereof, the Company's body or persons requesting a meeting shall be entitled to file a claim for compelling the Company to hold an extraordinary General Meeting of Shareholders.</p> | <p>by the laws of the Russian Federation. An extraordinary General Meeting of Shareholders shall be convened by the Board of Directors or otherwise in cases provided for by the laws of the Russian Federation. In case the Board of Directors fails to make a decision on convocation of an extraordinary General Meeting of Shareholders within the period provided for in clause 28.9. hereof, or decides to refuse the convocation thereof, the Company's body or persons requesting a meeting shall be entitled to file a claim for compelling the Company to hold an extraordinary General Meeting of Shareholders.</p> |   |
| 28.6.  | <p>28.6. The request of the Auditor initiating the convocation of an extraordinary General Meeting shall be signed by it and submitted to the Board of Directors.</p>  | <p>28.6. The request of the Auditor <b>organization</b> initiating the convocation of an extraordinary General Meeting shall be signed by it and submitted to the Board of Directors.</p>  | <p>Bringing into compliance with the Law "On Joint-Stock Companies"</p> |
| 28.12. | <p>28.12. The agenda of an annual General Meeting of Shareholders shall include the issues relating to the election of members of the Board of Directors, Auditing Commission, approval of the Auditor, and to the approval of the Company's annual reports, annual or accounting statements, profits and losses distribution.</p>   | <p>28.12. The agenda of an annual General Meeting of Shareholders shall include the issues relating to the election of members of the Board of Directors, Auditing Commission, <del>approval</del> <b>appointment</b> of the Auditor <b>organization</b>, and to the approval of the Company's annual reports, annual or accounting statements, profits and losses distribution.</p>   | <p>Bringing into compliance with the Law "On Joint-Stock Companies"</p> |
| 29.3.  | <p>29.3. The General Meeting of Shareholders, the agenda of which includes such</p>  | <p>29.3. The General Meeting of Shareholders, the agenda of which includes such issues as</p>  | <p>Bringing into compliance with the Law "On Joint-Stock Companies"</p> |

|           |  |   |   |
|-----------|--|---|---|
|           | issues as election of the Board of Directors, Auditing Commission, approval of the Auditor and the issues referred to in sub-clause 27.1(19) hereof may not be held in form of absentee voting.  | election of the Board of Directors, Auditing Commission, <del>approval</del> <b>appointment</b> of the Auditor <b>organization</b> and the issues referred to in sub-clause 27.1(19) hereof may not be held in form of absentee voting <b>(unless otherwise provided by the current legislation of the Russian Federation)</b> .  |   |
| 32.2.(12) | 32.2. The following matters shall fall within the terms of reference of the Board of Directors:<br><...><br>(12) recommendations to the General Meeting of Shareholders regarding the amount of the remuneration to be paid and/or the procedure of compensating for the members of the Auditing Commission, as well as determining the remuneration for the Auditor;<br><...>   | 32.2. The following matters shall fall within the terms of reference of the Board of Directors:<br><...><br>(12) recommendations to the General Meeting of Shareholders regarding the amount of the remuneration to be paid and/or the procedure of compensating for the members of the Auditing Commission, as well as determining the remuneration for the Auditor <b>organization</b> ;<br><...>   | Bringing into compliance with the Law "On Joint-Stock Companies"  |
| 32.2.(22) | 32.2. The following matters shall fall within the terms of reference of the Board of Directors:<br><...><br>(22) making decision on the Company's participation, changing the interest and dissociation of the Company on business entities (except for the cases where such decision falls within the competence of the General Meeting of Shareholders in compliance with sub-clause 27.1(30) of the Charter or of the Company Management Board pursuant to sub-clause 35.1(23) of the Charter), | 32.2. The following matters shall fall within the terms of reference of the Board of Directors:<br><...><br>(22) making decision on the Company's participation, changing the interest and dissociation of the Company on business entities (except for the cases where such decision falls within the competence of the General Meeting of Shareholders in compliance with sub-clause 27.1(30) of the Charter or of the Company Management Board pursuant to sub-clause 35.1(23) <b>and sub-clause 35.1(25)</b> of the Charter), | In order to increase operational efficiency, intra-group transactions with shares (interests) have been transferred to the competence of the Management Board (the proposal was recommended by the Audit Committee of the Board of Directors of MTS PJSC on June 20, 2022). |

|           |  |   |  |
|-----------|--|---|--|
|           | <p>including those on establishing the Company's subsidiaries. Determination of criteria for the entity classification as startup. Approval of budget for transactions made on accordance with sub-clauses 35.1(23), 35.1(24) of the Charter;</p> <p>&lt;...&gt;</p>   | <p>including those on establishing the Company's subsidiaries. Determination of criteria for the entity classification as startup. Approval of budget for transactions made on accordance with sub-clauses 35.1(23), 35.1(24) of the Charter;</p> <p>&lt;...&gt;</p>  |  |
| 32.2.(32) | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(32) approval of the transactions involving a property costing more than USD 100,000,000 (one hundred million) in ruble equivalent at the exchange rate of the Central Bank of the Russian Federation as at the date of the decision, but not exceeding 25% (twenty five percent) of the Company's assets book cost defined according to its accounting (financial) statement as at the last reporting date;</p> <p>&lt;...&gt;</p> | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(32) approval of the transactions involving a property costing more than USD 10,000,000,000 (<b>ten billion</b> <del>one hundred million</del>) <b>rubbles</b> <del>in ruble equivalent at the exchange rate of the Central Bank of the Russian Federation</del> as at the date of the decision, but not exceeding 25% (twenty five percent) of the Company's assets book cost defined according to its accounting (financial) statement as at the last reporting date;</p> <p>&lt;...&gt;</p> | <p>It is proposed to set a limit in Russian rubles</p>                       |
| 32.2.(33) | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(33) formulating the Company's position with respect to the corporate conflicts among the Company's shareholders, Company's bodies and employees of the Company;</p> <p>&lt;...&gt;</p>   | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(33) formulating the Company's position with respect to the corporate conflicts among the Company's shareholders, <b>among shareholders and bodies of the Company and among shareholders and the Company;</b> <del>Company's bodies and employees of the Company;</del></p>  | <p>Clarification of the competence of the Board of Directors of MTS PJSC</p> |

|           |  |  |  |
|-----------|--|--|--|
|           |  | <...>  |  |
| 32.2(34)  | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(34) approval of candidates to be nominated to boards of directors (supervisory boards) of the Company's foreign subsidiaries put on the list to be approved by the Board of Directors;</p> <p>&lt;...&gt;</p>  | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(34) approval of candidates to be nominated to boards of directors (supervisory boards) of the Company's <del>foreign</del> subsidiaries put on the list to be approved by the Board of Directors;</p> <p>&lt;...&gt;</p>   |  |
| 32.2.(38) | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(38) approval of transactions involving purchase, alienation and encumbrance of shares and stakes in the authorized capitals of other entities, inter alia approval of substantial terms of such transactions, including, but not limited to terms on quantity of purchased, alienated or encumbered shares, or the size of purchased, alienated or encumbered stake, or the transaction value except for transactions falling within the competence of the Company Management Board in accordance with sub-clause 35.1(23) of the Charter (startups);</p> <p>&lt;...&gt;</p> | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(38) approval of transactions involving purchase, alienation and encumbrance of shares and stakes in the authorized capitals of other entities, inter alia approval of substantial terms of such transactions, including, but not limited to terms on quantity of purchased, alienated or encumbered shares, or the size of purchased, alienated or encumbered stake, or the transaction value except for transactions falling within the competence of the Company Management Board in accordance with sub-clause 35.1(23) <b>and sub-clause 35.1(26)</b> of the Charter-<del>(startups)</del>;</p> <p>&lt;...&gt;</p> | <p>In order to increase operational efficiency, intra-group transactions with shares (interests) have been transferred to the competence of the Management Board (the proposal was recommended by the Audit Committee of the Board of Directors of MTS PJSC on June 20, 2022).</p> |

|                  |  |   |  |
|------------------|--|---|--|
| <p>32.2.(39)</p> | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(39) determination of the Company (Company representatives) stance on participation (non-participation) of the Company (Company representatives) in voting on draft resolutions “for”, “against” or “abstained” during (a) General Meeting of Shareholders (participants), (b) meetings of the Boards of Directors, (c) meetings of collective executive management bodies as well as (d) when decisions are made by sole executive management bodies of subsidiary business entities of the Company as well as by business entities, directly or indirectly, owned by the Company and (or) such subsidiary business entities of the Company, on following issues:<br/> on concluding the shareholder agreements (participation agreements), simple partnership agreements, trust management agreements (if the business entities mentioned in this sub-clause 32.2(39) act as trustors),<br/> on participation of the Company’s subsidiaries in investment funds and business entities and/or on participation of the entities, directly or indirectly, owned by the Company and (or) such a subsidiary, in investment funds and business entities (on membership as a</p> | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(39) determination of the Company (Company representatives) stance on participation (non-participation) of the Company (Company representatives) in voting on draft resolutions “for”, “against” or “abstained” during (a) General Meeting of Shareholders (participants), (b) meetings of the Boards of Directors, (c) meetings of collective executive management bodies as well as (d) when decisions are made by sole executive management bodies of subsidiary business entities of the Company as well as by business entities, directly or indirectly, owned by the Company and (or) such subsidiary business entities of the Company, on following issues:<br/> on concluding the shareholder agreements (participation agreements), simple partnership agreements, trust management agreements (if the business entities mentioned in this sub-clause 32.2(39) act as trustors),<br/> on participation of the Company’s subsidiaries in investment funds and business entities and/or on participation of the entities, directly or indirectly, owned by the Company and (or) such a subsidiary, in investment funds and business entities (on membership as a participant (shareholder) in an existing entity or establishment of a new entity),</p> | <p>In order to improve operational efficiency, it is proposed to transfer the intra-group transactions with shares/participation interests, to the competence of the Management Board.</p> <p>It is also proposed to exclude from the competence of the Board of Directors the determination of a position for:</p> <ul style="list-style-type: none"> <li>- subsidiaries, which are public joint-stock companies, securities of which are eligible for on-exchange trading;</li> <li>- corporations, which are directly and/or indirectly controlled by such public joint-stock company;</li> <li>- corporations, in the authorized capital of which such public joint-stock company directly and/or indirectly participate, if, the Company indirectly participate in authorized capital of those corporations exceptionally through such public joint-stock company;</li> </ul> |
|------------------|--|---|--|



|  |  |   |  |
|--|--|---|--|
|  | <p>participant (shareholder) in an existing entity or establishment of a new entity), on change in interest of participation or on dissociation thereof, including on transactions made involving purchase, alienation and encumbrance of shares and stakes in the authorized capitals of entities, inter alia approval of substantial terms of such transactions, including, but not limited to, terms on quantity of purchased, alienated or encumbered shares, or the size of purchased, alienated or encumbered stake, or the transaction value. HOWEVER, requirements of this sub-clause 32.2(39) shall not apply to:</p> <p>(a) decision-making by the management bodies on the reorganization of 100% (one hundred per cent) subsidiaries of the Company as well as the companies where a respective subsidiary of the Company owns, directly or indirectly, 100% (one hundred per cent) of the authorized capital, in form of transformation, or acquisition, or merger with each other;</p> <p>(b) cases when making relevant decision falls within competence of the Company Management Board in accordance with sub-clause 35.1(24) of the Charter (startups);</p> <p>&lt;...&gt;</p> | <p>on change in interest of participation or on dissociation thereof, including on transactions made involving purchase, alienation and encumbrance of shares and stakes in the authorized capitals of entities, inter alia approval of substantial terms of such transactions, including, but not limited to, terms on quantity of purchased, alienated or encumbered shares, or the size of purchased, alienated or encumbered stake, or the transaction value. HOWEVER, requirements of this sub-clause 32.2(39) shall not apply to:</p> <p>(a) cases when making relevant decision falls within competence of the Company Management Board in accordance with sub-clause 35.1(24) <b>and sub-clause 35.1(28)</b> of the Charter-<del>(startups)</del>;</p> <p>(b) <b>with respect to the subsidiaries referred to in this subparagraph 32.2(39), which are public joint-stock companies, securities of which are eligible for on-exchange trading, as well as corporations: a) which are directly and/or indirectly controlled by such public joint-stock company, and in case of absence of control b) in the authorized capital of which such public joint-stock company directly and/or indirectly participate, if, the Company indirectly participate in authorized capital of those corporations exceptionally through such public joint-stock company;</b></p> <p>&lt;...&gt;</p> |  |
|--|--|---|--|

|           |  |  |  |
|-----------|--|--|--|
| 32.2.(42) | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(42) decision-making on the issues falling within the terms of reference of the Board of Directors pursuant to the rules and recommendations of security exchanges, security trading organizers, public organizations and state authorities of foreign countries that regulate the security circulation and listing (including bonds, depositary receipts, other equity securities convertible into shares) and derivative securities (including debenture notes and other derivative instruments) of the Russian issuers on the territory of such foreign countries, applicable to the Company's activity and placement of securities by the Company, including the issues of limiting the placing price, placing period, essential conditions, placement and circulation parameters for such securities (including derivative securities), setting liability limitations applied by the Company in connection with such issue and/or in connection with the existing contractual obligations of the Company;</p> <p>&lt;...&gt;</p> | <p>32.2. The following matters shall fall within the terms of reference of the Board of Directors:</p> <p>&lt;...&gt;</p> <p>(42) decision-making on the issues falling within the terms of reference of the Board of Directors pursuant to the rules and recommendations of security exchanges, security trading organizers, <b>public organizations and state authorities regulating the circulation and listing of securities (including bonds, depositary receipts, other equity securities convertible into shares) and derivative securities (including promissory notes and other derivative instruments) of issuers</b>, applicable to the Company's activities, <del>public organizations and state authorities of foreign countries that regulate the security circulation and listing (including bonds, depositary receipts, other equity securities convertible into shares) and derivative securities (including debenture notes and other derivative instruments) of the Russian issuers on the territory of such foreign countries, applicable to the Company's activity and placement of securities by the Company, including the issues of limiting the placing price, placing period, essential conditions, placement and circulation parameters for such securities (including derivative securities), setting liability limitations applied by the Company in connection with such issue and/or in connection with the existing contractual obligations of the Company;</del></p> <p>&lt;...&gt;</p> |  |
|-----------|--|--|--|

|        |   |  |  |
|--------|---|--|--|
| 33.2.  | 33.2. The meetings of the Board of Directors shall be convened as necessary, but at least twice a quarter, and shall be convened by the Chairman of the Board of Directors on his own initiative, at the request of the member of the Board of Directors, the Auditing Commission, the Head of the Internal Audit department of the Company or the Auditor, as well as at the request of any of the Company's Executive Bodies.   | 33.2. The meetings of the Board of Directors shall be convened as necessary, but at least twice a quarter, and shall be convened by the Chairman of the Board of Directors on his own initiative, at the request of the member of the Board of Directors, the Auditing Commission, the Head of the Internal Audit department of the Company or the Auditor <b>organization</b> , as well as at the request of any of the Company's Executive Bodies.   | Bringing into compliance with the Law "On Joint-Stock Companies" |
| 33.3.  | 33.3. Not later than 30 (thirty) days before the annual General Meeting of Shareholders, the meeting of the Board of Directors shall be held in order to approve preliminary the Company's annual report, annual accounting (financial) statement, the Auditor's report, report of the Auditing Commission following the results of examination of the annual accounting (financial) statement, that shall be submitted for approval of the annual General Meeting of Shareholders. At the meeting of the Board of Directors, the Chairman of the Board of Directors shall submit to the Board of Directors complete current financial information, as well as complete report on the current state of the Company and on basic results of the Company's business activity and plans. | 33.3. Not later than 30 (thirty) days before the annual General Meeting of Shareholders, the meeting of the Board of Directors shall be held in order to approve preliminary the Company's annual report <b>and to preliminary consider</b> annual accounting (financial) statement, the Auditor's report, report of the Auditing Commission following the results of examination of the annual accounting (financial) statement, <del>that shall be submitted for approval of the annual General Meeting of Shareholders.</del> At the meeting of the Board of Directors, the Chairman of the Board of Directors shall submit to the Board of Directors complete current financial information, as well as complete report on the current state of the Company and on basic results of the Company's business activity and plans. | Bringing into compliance with the Law "On Joint-Stock Companies" |
| 33.10. | 33.10. In the cases, stipulated by the Federal Law "On Joint Stock Companies",  | 33.10. In the cases, stipulated by the Federal Law "On Joint Stock Companies", when voting   | It is proposed to clarify the procedure for recognizing a        |

|  |  |   |  |
|--|--|---|--|
|  | <p>when voting on the relevant issues, the votes of the retired members of the Board of Directors shall be disregarded. The following members of the Board of Directors shall be referred to the retired:</p> <ol style="list-style-type: none"> <li>(1) a member of the Board of Directors who has submitted to the Company (to the name of the Chairman of the Board of Directors) a notice of voluntary resignation – after such notice has been received by the Chairman of the Board of Directors;</li> <li>(2) a member of the Board of Directors disqualified by a court ruling;</li> <li>(3) a deceased Board member. If the resignation notice has been received by the Company less than 10 (ten) calendar days prior to the regular meeting of the Board of Directors, the notifying member of the Board of Directors shall be deemed retired after the next scheduled meeting of the Board of Directors prior to which the notice had been submitted. The signature of the member of the Board of Directors on the resignation notice shall be notarized. The resignation notice of the Chairman of the Board of Directors may be addressed to the Deputy Chairman of the Board of Directors.</li> </ol> | <p>on the relevant issues, the votes of the retired members of the Board of Directors shall be disregarded. The following members of the Board of Directors shall be referred to the retired:</p> <ol style="list-style-type: none"> <li>(1) a member of the Board of Directors who has submitted to the Company <del>(to the name of the Chairman of the Board of Directors)</del> a notice of voluntary <b>addressed to the Chairman of the Board of Directors and to the President of the Company through the Corporate Secretary of the Company</b> resignation <del>— after such notice has been received by the Chairman of the Board of Directors;</del></li> <li>(2) a member of the Board of Directors disqualified by a court ruling;</li> <li><b>(3) a member of the Board of Directors who is limited in legal capacity or declared incapacitated by a court decision;</b></li> <li>(4) a deceased Board member.<br/><del>If the resignation notice has been received by the Company less than 10 (ten) calendar days prior to the regular meeting of the Board of Directors, the notifying member of the Board of Directors shall be deemed retired after the next scheduled meeting of the Board of Directors prior to which the notice had been submitted. The signature of the member of the Board of Directors on the resignation notice shall be notarized. The resignation notice of the Chairman of the Board of Directors may be addressed to the Deputy Chairman of the Board of Directors.</del><br/><b>A member of the Board of Directors who has submitted an application for</b></li> </ol> | <p>member of the Board of Directors as retired, to exclude notarization of the signature of a member of the Board of Directors on the application for voluntary resignation.</p> |
|--|--|---|--|

|           |   |   |  |
|-----------|---|---|--|
|           |   | <b>voluntary resignation of a member of the Board of Directors shall be deemed to have resigned from the date of receipt of such application by the Company or from a later date specified in such application.</b>   |  |
| 35.1.(11) | <p>35.1. The Management Board shall, within its terms of reference, set forth hereby, by decisions of the General Meetings of Shareholders and of the Board of Directors, and by internal documents of the Company endorsed by the General Meetings of Shareholders, be responsible for the following issues:</p> <p>&lt;...&gt;</p> <p>(11) submitting the reports to the Board of Directors, the Auditing Commission and the Auditor;</p> <p>&lt;...&gt;</p>  | <p>35.1. The Management Board shall, within its terms of reference, set forth hereby, by decisions of the General Meetings of Shareholders and of the Board of Directors, and by internal documents of the Company endorsed by the General Meetings of Shareholders, be responsible for the following issues:</p> <p>&lt;...&gt;</p> <p>(11) submitting the reports to the Board of Directors, the Auditing Commission and the Auditor <b>organization</b>;</p> <p>&lt;...&gt;</p>  | Bringing into compliance with the Law "On Joint-Stock Companies"   |
| 35.1.(19) | <p>35.1. The Management Board shall, within its terms of reference, set forth hereby, by decisions of the General Meetings of Shareholders and of the Board of Directors, and by internal documents of the Company endorsed by the General Meetings of Shareholders, be responsible for the following issues:</p> <p>&lt;...&gt;</p> <p>(19) development and submission to the Board of Directors of proposals on the issues set forth in sub-clause 32.2(39) hereof and in cases when decision-making by the Board of Directors on reorganization set forth in sub-clause 32.2(39) hereof is not required,</p> | <p>35.1. The Management Board shall, within its terms of reference, set forth hereby, by decisions of the General Meetings of Shareholders and of the Board of Directors, and by internal documents of the Company endorsed by the General Meetings of Shareholders, be responsible for the following issues:</p> <p>&lt;...&gt;</p> <p>(19) development and submission to the Board of Directors of proposals on the issues set forth in sub-clause 32.2(39) hereof and, <b>in cases when decision-making by the Board of Directors on such decisions is not required for the issues specified in subparagraph 32.2(39) of this Charter</b>;</p> | In order to increase operational flexibility, intra-group transactions with shares and participation interests have been transferred to the competence of the Management Board. It is also proposed to exclude from the competence of the Board of Directors the definition of a position in relation to subsidiaries that are public joint-stock companies, in view of their public status. |

|           |   |  |  |
|-----------|---|--|--|
|           | preliminary approval of such reorganizations;<br><...>  | <...>  |  |
| 35.1.(23) | <p>35.1. The Management Board shall, within its terms of reference, set forth hereby, by decisions of the General Meetings of Shareholders and of the Board of Directors, and by internal documents of the Company endorsed by the General Meetings of Shareholders, be responsible for the following issues:</p> <p>&lt;...&gt;</p> <p>(23) making decisions on the participation, change in interest and dissociation of the Company in business entities (startups), if the size of purchased, alienated share in the relevant entity (startup) with consideration of the share in the organization (startup) which is already in the possession of the Company is less than 50 % of the authorized capital of the entity (startup), and the amount of transaction related to the purchase, alienation or possibility to purchase or alienate shares/stakes in the authorized capital of the relevant entity (startup) by the Company is not more than 5,000,000 (five million) USD in RUB equivalent at the exchange rate of the CB of the Russian Federation as of the decision making date, and transaction(s) is(are) concluded within the budget approved by the Company's Board of Directors for</p> | <p>35.1. The Management Board shall, within its terms of reference, set forth hereby, by decisions of the General Meetings of Shareholders and of the Board of Directors, and by internal documents of the Company endorsed by the General Meetings of Shareholders, be responsible for the following issues:</p> <p>&lt;...&gt;</p> <p>(23) making decisions on the participation, change in interest and dissociation of the Company in business entities (startups), if the size of purchased, alienated share in the relevant entity (startup) with consideration of the share in the organization (startup) which is already in the possession of the Company is less than 50 % of the authorized capital of the entity (startup), and the amount of transaction related to the purchase, alienation or possibility to purchase or alienate shares/stakes in the authorized capital of the relevant entity (startup) by the Company is not more than 500,000 <del>(five million)</del> USD in <b>(five hundred thousand)</b> RUB equivalent at the exchange rate of the <del>CB of the Russian Federation</del> as of the decision making date, and transaction(s) is(are) concluded within the budget approved by the Company's Board of Directors for transactions made in accordance with this sub-clause 35.1 (23).</p> | It is proposed to establish the limit in Russian rubles. |

|  |  |  |  |
|--|--|--|--|
|  | <p>transactions made in accordance with this sub-clause 35.1 (23). Criteria for the entity classification as of “startup” category shall be defined by resolution of the Company’s Board of Directors;</p> <p>(24) determination of the Company (Company representatives) stance on participation (nonparticipation) of the Company (Company representatives) in voting on draft resolutions “for”, “against” or “abstained” during (a) General Meeting of Shareholders (participants), (b) meetings of Boards of Directors, (c) meetings of collective executive management bodies as well as (d) when decisions are made by sole executive management bodies of subsidiary business entities of the Company as well as by business entities, directly or indirectly, owned by the Company and (or) such subsidiary business entities of the Company, with regard to participation, change in interest and dissociation of the Company subsidiaries in entities (startups) and (or) participation, change in interest and dissociation of entities, directly or indirectly, owned by the Company and (or) such a subsidiary, in entities (startups), if the size of purchased, alienated share in relevant entity (startup) is less than 50% of the authorized capital of the entity (startup), and the amount of transaction related to purchase, alienation or possibility to purchase or alienate shares/stakes in</p> | <p>Criteria for the entity classification as of “startup” category shall be defined by resolution of the Company’s Board of Directors;</p> <p>(24) determination of the Company (Company representatives) stance on participation (nonparticipation) of the Company (Company representatives) in voting on draft resolutions “for”, “against” or “abstained” during (a) General Meeting of Shareholders (participants), (b) meetings of Boards of Directors, (c) meetings of collective executive management bodies as well as (d) when decisions are made by sole executive management bodies of subsidiary business entities of the Company as well as by business entities, directly or indirectly, owned by the Company and (or) such subsidiary business entities of the Company, with regard to participation, change in interest and dissociation of the Company subsidiaries in entities (startups) and (or) participation, change in interest and dissociation of entities, directly or indirectly, owned by the Company and (or) such a subsidiary, in entities (startups), if the size of purchased, alienated share in relevant entity (startup) is less than 50% of the authorized capital of the entity (startup), and the amount of transaction related to purchase, alienation or possibility to purchase or alienate shares/stakes in authorized capital of the relevant entity (startup) is not more than 500,000 <del>(five million) USD in</del> <b>(five hundred thousand) RUB equivalent at the exchange rate of the</b></p> |  |
|--|--|--|--|

|                            |  |   |   |
|----------------------------|--|---|---|
|                            | <p>authorized capital of the relevant entity (startup) is not more than 5,000,000 (five million) USD in RUB equivalent at the exchange rate of the CB of the Russian Federation as of the decision-making date, and transaction(s) is(are) concluded within the budget approved by the Company's Board of Directors for transactions made in accordance with this sub-clause 35.1 (24). Criteria for the entity classification as of "startup" category shall be defined by resolution of the Company's Board of Directors;</p> <p>&lt;...&gt;</p> | <p><del>CB of the Russian Federation</del> as of the decision-making date, and transaction(s) is(are) concluded within the budget approved by the Company's Board of Directors for transactions made in accordance with this sub-clause 35.1 (24). Criteria for the entity classification as of "startup" category shall be defined by resolution of the Company's Board of Directors;</p> <p>&lt;...&gt;</p>   |   |
| <p>35.1. (new clauses)</p> | <p>New clauses</p>   | <p>35.1. The Management Board shall, within its terms of reference, set forth hereby, by decisions of the General Meetings of Shareholders and of the Board of Directors, and by internal documents of the Company endorsed by the General Meetings of Shareholders, be responsible for the following issues:</p> <p>&lt;...&gt;</p> <p><b>(25) making a decision on participation, change of the share of participation or termination of the Company's participation in the authorized capitals of commercial organizations, if a transaction related to participation, change of the share of participation or termination of participation is made between the Company and a subsidiary of the Company, the share of direct and/or indirect participation of the Company in the authorized capital of</b></p> | <p>In order to improve operational efficiency, it is proposed to transfer intra-group with shares (interests) transactions to the competence of the Management Board.</p> |



which is 100% (one hundred percent) and the total amount of such a transaction or several interrelated transactions is no more than 10,000,000,000 (ten billion) rubles at the date of the decision;

(26) making a decision on the incorporation/liquidation of a subsidiary of the Company, with a share of 100% (one hundred percent) of direct and/or indirect participation of the Company in the authorized capital of the subsidiary being incorporated/liquidated and at the same time, the total amount of assets of the subsidiary being incorporated/liquidated is no more than 10,000,000,000 (ten billion) rubles at the date of the decision;

(27) approval of the Company's transactions for the acquisition, alienation and encumbrance of shares and shares in the authorized capitals of the Company's subsidiaries, the share of direct and/or indirect participation of the Company in the authorized capital of which is 100% (one hundred percent), including approval of the essential terms of such transactions, including, but not limited to, the conditions on the number of acquired, alienated or encumbered shares or the amount of the acquired, alienated or encumbered share, the transaction price, if the transaction is made between the Company and a subsidiary of the Company, the share of direct and/or indirect participation of the

Company in the authorized capital of which is 100% (one hundred percent). In this case, the total amount of the transaction or several related transactions specified in this subparagraph 35.1 (27) is not more than 10,000,000,000 (ten billion) rubles as of the date of the decision;

(28) determination of the Company's position (Company's representatives) on the issues of acceptance (non-acceptance) of the participation of the Company (representatives of the Company) in voting, voting on draft decisions "for", "against" or "abstained" during (a) general meetings of shareholders (participants), (b) meetings of the boards of directors, (c) meetings of collegial executive management bodies, as well as (d) when making decisions by the sole executive management bodies of the Company's subsidiaries, the share of direct and/or indirect participation of the Company in the authorized capital of which is 100% (one hundred percent), on the following issues:

on the conclusion of simple partnership agreements between such subsidiaries of the Company,

on the incorporation/reorganization / liquidation by such subsidiaries of the Company of subsidiaries with a share of direct and/or indirect participation of the subsidiary of the Company in the authorized capital of the subsidiary being incorporated / reorganized /

**liquidated 100% (one hundred percent) and at the same time, the total amount of assets of the subsidiary being incorporated, reorganized, liquidated is no more than 10,000,000,000 (ten billion) rubles as of the date of the decision, on participation, change of the share of participation or termination of participation of such subsidiaries of the Company in the authorized capitals of commercial organizations, including transactions on the acquisition, alienation and encumbrance of shares and shares in the authorized capitals, including approval of the essential terms of such transactions, including, but not limited to, conditions on the number of acquired, alienated or encumbered shares or the amount of the acquired, alienated or encumbered share, the transaction price if transactions related to such participation, a change in the share of participation, encumbrance and termination of participation are performed between subsidiaries of the Company, the share of direct and/or indirect participation of the Company in the authorized capital of which is 100% (one hundred percent) in this case, the total amount of a transaction or several related transactions specified in this subparagraph 35.1 (28) is not more than 10,000,000,000 (ten billion) rubles as of the date of the decision;**

<...>

|          |  |   |  |
|----------|--|---|--|
| 35.7.    | 35.7. The Management Board shall carry out its activities by holding meetings and taking decisions. The Management Board meetings shall be conducted according to a plan. The Management Board meetings shall be convened by the Management Board Chairman or at request of any member of the Management Board, the Board of Directors, the Auditing Commission or the Auditor. A decision of the Management Board on the issues falling within its terms of reference may be passed by absentee voting (questionnaire).   | 35.7. The Management Board shall carry out its activities by holding meetings and taking decisions. The Management Board meetings shall be conducted according to a plan. The Management Board meetings shall be convened by the Management Board Chairman or at request of any member of the Management Board, the Board of Directors, the Auditing Commission or the Auditor <b>organization</b> . A decision of the Management Board on the issues falling within its terms of reference may be passed by absentee voting (questionnaire).   | Bringing into compliance with the Law "On Joint-Stock Companies" |
| 36.5.(2) | 36.2. Within his/her terms of reference, the President shall perform the following functions:<br>(2) to enter, on behalf of the Company, into transactions both in the Russian Federation and abroad, except for the cases provided for by the laws of the Russian Federation and hereby. However, the transactions involving property costing more than USD 100,000,000 (one hundred million) in ruble equivalent, as well as the transactions involving alienation/possible alienation of land plots or buildings (including facilities under construction), residential and non-residential premises (involving the facilities with the total area exceeding 1,000 (one thousand) square meters), shall be made in accordance with the requirements hereof; | 36.2. Within his/her terms of reference, the President shall perform the following functions:<br>(2) to enter, on behalf of the Company, into transactions both in the Russian Federation and abroad, except for the cases provided for by the laws of the Russian Federation and hereby. However, the transactions involving property costing more than USD 10,000,000,000 ( <del>ten billion</del> <del>one hundred million</del> ) <b>rubles</b> in ruble equivalent, as well as the transactions involving alienation/possible alienation of land plots or buildings (including facilities under construction), residential and non-residential premises (involving the facilities with the total area exceeding 1,000 (one thousand) square meters), shall be made in accordance with the requirements hereof; | It is proposed to set a limit in Russian rubles                  |

|       |   |   |  |
|-------|---|---|--|
| 37.   | 37. THE COMPANY'S AUDITOR   | 37. THE COMPANY'S AUDITOR<br><b>ORGANIZATION</b>  | Bringing into compliance with the Law "On Joint-Stock Companies" |
| 37.1. | 37.1. To audit and approve the annual financial statements of the Company the General Meeting of Shareholders shall approve, on an annual basis, the Auditor. | 37.1. To audit and approve the annual financial statements of the Company the General Meeting of Shareholders shall <del>appoint</del> approve, on an annual basis, the Auditor <b>organization</b> . | Bringing into compliance with the Law "On Joint-Stock Companies" |
| 37.2. | 37.2. The agreement with the Auditor shall define the procedure for organizing and conducting the audit of the Company's financial and economic activity.     | 37.2. The agreement with the Auditor <b>organization</b> shall define the procedure for organizing and conducting the audit of the Company's financial and economic activity.                         | Bringing into compliance with the Law "On Joint-Stock Companies" |