

**Comparison Table of changes to be introduced into the Regulations on the Board of Directors of Mobile TeleSystems Public Joint Stock Company (hereinafter “Regulations”) with current edition of the Regulations (2023)**

Item No.	Current edition of the Regulations	New edition of the Regulations	Commentary
1.4	1.4. The Board of Directors is the Company’s collective management body. It shall provide overall management of the Company’s operations, with the exception of decisions on matters within the competence of the General Meeting of Shareholders, and shall be governed by the laws of the Russian Federation, the Charter of the Company, resolutions of its General Meetings of Shareholders, the Regulations, and other internal regulations of the Company. In its activities, the Board of Directors follows the recommendations of the Corporate Governance Code and applicable requirements and rules of the foreign legislation, stock exchanges and regulatory authorities of the securities market.	1.4. The Board of Directors is the Company’s collective management body. It shall provide overall management of the Company’s operations, with the exception of decisions on matters within the competence of the General Meeting of Shareholders, and shall be governed by the laws of the Russian Federation, the Charter of the Company, resolutions of its General Meetings of Shareholders, the Regulations, and other internal regulations of the Company. In its activities, the Board of Directors follows the recommendations of the Corporate Governance Code and applicable requirements and rules of the <del>foreign</del> legislation, stock exchanges and regulatory authorities of the securities market.	Due to the deregistration of MTS PJSC from U.S. Securities and Exchange Commission (SEC) and exemption from U.S. regulatory requirements, it is proposed to adjust the wording of the clause.
2.2.1.(7)	2.2.1. The Board of Directors shall be entitled to: <...> (7) offer proposals to the General Meeting of Shareholders regarding the approval of the Auditor of the Company; <...>	2.2.1. The Board of Directors shall be entitled to: <...> (7) offer proposals to the General Meeting of Shareholders regarding the <del>approval</del> <b>appointment</b> of the Auditor <b>organization</b> of the Company; <...>	Bringing into compliance with the Law "On Joint-Stock Companies".

2.3.2.(12)	<p>2.3.2. A member of the Board of Directors shall:</p> <p>&lt;...&gt;</p> <p>(12) not disclose confidential information about the Company's activity which the member becomes aware of, act to protect such information from illegal and unauthorized disclosure and refrain from use of such information for his/her own benefit or for the benefit of third parties;</p> <p>&lt;...&gt;</p>	<p>2.3.2. A member of the Board of Directors shall:</p> <p>&lt;...&gt;</p> <p>(12) not disclose confidential information about the Company's activity which the member becomes aware of, act to protect such information from illegal and unauthorized disclosure and refrain from use of such information for his/her own benefit or for the benefit of third parties; <b>at the request of the Company, conclude a confidentiality agreement with the Company in the form preliminarily agreed by the Board of Directors and approved by the Company;</b></p> <p>&lt;...&gt;</p>	<p>It is proposed to exclude the form of the confidentiality agreement from the Regulations; to be guided by the form of the confidentiality agreement preliminarily agreed by the Board of Directors and approved by the Company.</p>
2.3.2.(14)	<p>2.3.2. A member of the Board of Directors shall:</p> <p>&lt;...&gt;</p> <p>provide the Company with information about himself/herself and relations with the Company's affiliates, as well as other information, details, and documents needed by the Company to comply with the requirements of the laws of the Russian Federation, applicable requirements and rules of the foreign legislation, stock exchanges and regulatory authorities of the securities market and achieve the Company's goals in accordance with Annex No. 1.1 hereto. If changes occur in the</p>	<p>2.3.2. A member of the Board of Directors shall:</p> <p>&lt;...&gt;</p> <p>provide the Company with information about himself/herself and relations with the Company's affiliates, as well as other information, details, and documents needed by the Company to comply with the requirements of the laws of the Russian Federation, applicable requirements and rules of <del>the foreign</del> legislation, stock exchanges and regulatory authorities of the securities market and achieve the Company's goals <del>in accordance with Annex No. 1.1 hereto</del> <b>according to the form of the questionnaire preliminarily agreed by the Board of Directors and approved</b></p>	<p>It is proposed to exclude the form of the questionnaire from the Regulations; to be guided by the form of the questionnaire preliminarily agreed by the Board of Directors and approved by the Company.</p>

	provided information, the member shall immediately notify the Company thereof; <...>	<b>by the Company.</b> If changes occur in the provided information, the member shall immediately notify the Company thereof; <...>	
2.3.3.	2.3.3. A member of the Board of Directors shall disclose information in accordance with subparagraphs 2.3.2(14) – 2.3.2(17) of these Regulations immediately after the occurrence of circumstances to be disclosed, by way of a written statement disclosing the respective information sent to the Chairman of the Board of Directors through the Corporate Secretary of the Company.	2.3.3. A member of the Board of Directors shall disclose information in accordance with subparagraphs 2.3.2(14) – 2.3.2(17) of these Regulations immediately after the occurrence of circumstances to be disclosed, by way of a written statement disclosing the respective information sent to the Chairman of the Board of Directors through the Corporate Secretary of the Company. <b>Disclosure of information may be carried out by notifying the Company through the Company's information system, which allows to identify a member of the Board of Directors.</b>	It is proposed to regulate the disclosure of this information using the Company's information system.
Footnote 3	<sup>3</sup> The notion of the related persons of a member of the Board of Directors for the purposes of this clause and settling a conflict of interest of the Board of Directors member is contained in Annex No. 1 “The Procedure for Settling a Conflict of Interests of the Board of Directors members”. For the purpose of determining the criteria of independence of the Board of Director member in accordance with these Regulations, the related persons of the Board of Director member mean the spouse, parents, children, adoptive parents, adopted children, siblings (including half-sisters and half-brothers), grandparents, and any other individual residing together	<sup>3</sup> The notion of the related persons of a member of the Board of Directors for the purposes of this clause and settling a conflict of interest of the Board of Directors member is contained in Annex No. 1 “The Procedure for Settling a Conflict of Interests of the Board of Directors members”. <del>For the purpose of determining the criteria of independence of the Board of Director member in accordance with these Regulations, the related persons of the Board of Director member mean the spouse, parents, children, adoptive parents, adopted children, siblings (including half-sisters and half-brothers), grandparents, and any other individual residing together</del>	It is proposed not to establish a definition of related persons, but to be guided by the applicable rules for determining related persons (the Listing Rules of the Moscow Stock Exchange).

	with the member of the Board of Directors and having a common household with him/her.	<del>with the member of the Board of Directors and having a common household with him/her.</del>	
2.5.4.	2.5.4. Retired members of the Board of Directors shall mean the members who are defined in Company's Charter as the "retired", including, but not limited to, the deceased, or missing, or declared incapable, as well as a member of the Board of Directors notified the Company of refusal of his/her powers. Such refusal shall be delivered in writing before the meeting of the Board of Directors.	It is proposed to exclude this clause from the Regulations.	It is proposed to exclude the provisions on the retirement of a member of the Board of Directors from the Regulations, since the status of "retired" members of the Board of Directors is regulated in the MTS Charter.
2.5.5.	2.5.5. The Board of Directors shall include independent directors. The Company strives to ensure that independent directors make up the majority of the Board of Directors (more than 1/2 of the elected members of the Board of Directors). For this purpose, if Company shareholders do not nominate a majority of independent candidates to the Board of Directors to be elected at the General Meeting of Shareholders, then the Board of Directors itself must nominate as many additional independent candidates for consideration by the shareholders at the General Meeting of Shareholders as are required such that all shareholders will always have the opportunity to vote to form the MTS Board of Directors with a majority of independent directors.	2.5.4. The Board of Directors shall include independent directors. The Company strives to ensure that independent directors make up the majority of the Board of Directors (more than 1/2 of the elected members of the Board of Directors). For this purpose, if Company shareholders do not nominate a majority of independent candidates to the Board of Directors to be elected at the General Meeting of Shareholders, then the Board of Directors <del>strive itself must to</del> nominate <b>by itself</b> as many additional independent candidates for consideration by the shareholders at the General Meeting of Shareholders as are required such that all shareholders will always have the opportunity to vote to form the MTS Board of Directors with a majority of independent directors.	It is proposed to change the wording to increase flexibility in the formation of the BoD.

<p>2.5.6.</p>	<p>2.5.6. A member of the Board of Directors shall be deemed independent if the Board of Directors establishes in relation to this director that he has an independent status due to the absence of any material relationship with the Company, its major shareholder<sup>4</sup>, major counterparty<sup>5</sup>, or competitor, or the government. To take this decision the Board of Directors members shall provide the Board of Directors with the information in accordance with the form as determined in Annex No. 6 to these Regulations with respect to each Board of Directors member.</p> <p>Provided that, a member of the Board of Directors shall be considered independent only if:</p> <p>(1) he/she and/or his/her related persons are not and have not been for the last 3 (three) years members of Executive Bodies or employees of the Company, an organization controlled by the Company and/or a Company's management organization;</p> <p>(2) he/she and/or his/her related persons are not members of the board of directors of the legal entity controlling the Company, or of the controlled company or the management company of such legal entity;</p> <p>(3) he/she and/or his/her related persons did not receive remunerations and/or other financial benefits from the Company and/or its controlled companies within any of the last three (3) years in the amount exceeding</p>	<p>2.5.5. <b>An independent director is a member of the Board of Directors with sufficient professionalism, experience and independence to form his/her own position, is able to make objective and conscientious judgments, independent of the influence of the Company's executive bodies, individual groups of shareholders or other interested parties</b> shall be deemed independent if the Board of Directors establishes in relation to this director that he has an independent status due to the absence of any material relationship with the Company, its major shareholder<sup>4</sup>, major counterparty<sup>5</sup>, or competitor, or the government. To take this decision the Board of Directors members shall provide the Board of Directors with the information in accordance with the form as determined in Annex No. 6 to these Regulations with respect to each Board of Directors member.</p> <p><del>Provided that, a member of the Board of Directors shall be considered independent only if:</del></p> <p><i>(It is proposed to exclude subclauses (1) – (17))</i></p> <p><b>As a general rule, an independent director cannot be considered a person who is related to the Company, a significant shareholder of the Company, a significant counterparty of the Company, a competitor of the Company, the state or a municipal entity.</b></p>	<p>Due to the deregistration of MTS PJSC from U.S. Securities and Exchange Commission (SEC) and exemption from U.S. regulatory requirements, it is proposed to bring the wording of the clause in line with the independence criteria set out in the MOEX Listing Rules.</p>
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	<p>the half of the annual base (fixed) remuneration of a member of the Board of Directors. Herewith, payments and/or compensations received by the said persons as remuneration for his/her duties as member of the Board of Directors of the Company and/or its controlled company, including those related to the insurance of their liability as members of the board of directors, as well as yield and other payments received by the said persons on securities of the Company and/or its controlled company;</p> <p>(4) he/she has not received directly or indirectly any payment or compensatory fee from the Company or its subsidiaries for consulting or other such services, except for a remuneration expressed as a firm amount, in accordance with a pension plan (including deferred payments) for services provided to the Company in the past (only if such payments do not depend whatsoever on the performance by the member of the Board of Directors of his/her current duties);</p> <p>(5) he/she and/or his/her related persons are not the holders of shares or beneficiaries of shares of the Company<sup>6</sup>, which amount to more than 1% (one percent) of the charter capital or the total number of voting shares of the Company or the market value of such block of shares amounts to more than 20 (twenty) times the amount of the annual fixed remuneration of the member of the Board of Directors;</p>	<p><b>The criteria of independence, including the criteria of affiliation with the Company, a significant shareholder of the Company, a significant counterparty of the Company, a competitor of the Company, the state or a municipal entity, are determined in accordance with the provisions of the Listing Rules of the Moscow Exchange (hereinafter referred to as the criteria of independence).</b></p>	
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	<p>(6) he/she and/or his/her related persons are not employees and/or members of Executive Bodies of a legal entity whose remuneration is determined (considered) by the remuneration committee of the board of directors of this legal entity, in the event that any of the employees and/or members of the Company's Executive Bodies is member of the remuneration committee of the board of directors of this legal entity;</p> <p>(7) he/she and/or his/her related persons do not provide consulting services to a Company, a person controlling the Company or legal entities controlled by the Company and are not members of management or executive bodies of organizations providing to the Company or the above legal entities such services or employees of such organizations directly participating in the provision of such services;</p> <p>(8) he/she and/or his/her related persons did not provide any services in the area of appraisal activity, tax consulting, auditing or accounting record-keeping services to the Company or its controlled companies within the last three (3) years, and also were not members of management bodies of companies that provided such services to the said legal entities, or those of the rating agency of the Company, or employees of such companies or the rating agency who were directly involved in the provision of corresponding services to the Company, within the last three (3) years;</p>		
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	<p>(9) he/she is not an affiliated person of the Company or a subsidiary of the Company on any grounds other than his/her affiliation in the capacity of member of the Board of Directors. Herewith, the concept of affiliation shall be construed in accordance with the Russian and U.S. regulation;</p> <p>(10) he/she has not been holding the position of member of the Board of Directors of the Company for more than seven (7) years; While calculating a corresponding term, the period of membership of a director in the board of directors of a legal entity subsequently reorganized shall be taken into account, if such director was then elected to the Board of Directors of the successor entity (of the Company). Herewith, for the purposes of assessment of independence of a candidate (elected member of the Board of Directors), a candidate (elected member of the Board of Directors) who has been holding the position of member of the Board of Directors for seven (7) to 12 (twelve) years, in aggregate, may be deemed as non-related person of the Company, if so decided by the Board of Directors;</p> <p>(11) he/she and/or his/her related persons are not employees and/or members of executive bodies of a major shareholder of the Company (legal entity from the group of organizations the major shareholder of the Company is a member of);</p> <p>(12) he/she and/or his/her related persons did not receive remuneration and/or other</p>		
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	<p>financial benefits from a substantial shareholder of the Company (a legal entity from the group of companies whose member is the substantial shareholder of the Company), within any of the last three (3) years, in the amount exceeding the half of the base (fixed) remuneration of a member of the Board of Directors. Herewith, no payments and/or compensations shall be taken into account that have been received by the said persons as remuneration and/or reimbursement of expenses for duties of a member of the board of directors (a committee of the board of directors) of the Company's substantial shareholder (a legal entity from the group of companies whose member is the substantial shareholder of the Company), including those related to the insurance of their liability as members of the board of directors, as well as yield and other payments received by the said persons on securities of the substantial shareholder of the Company (a legal entity from the group of companies whose member is the substantial shareholder of the Company);</p> <p>(13) he/she and/or his/her related persons are not members of the board of directors of two legal entities controlled by a major shareholder of the Company or a person controlling a major shareholder of the Company;</p> <p>(14) he/she and/or his/her related persons are not employees and/or members of management bodies of a major</p>		
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	<p>counterparty or competitor of the Company as well as legal entities controlling or controlled by a major contractor or competitor of the Company;</p> <p>(15) he/she and/or his/her related persons are not the holders of shares (interests) or beneficiaries on shares (interests) of a major counterparty or competitor of the Company, which amount to more than 5% (five percent) of the charter capital or the total number of voting shares (interests);</p> <p>(16) he/she is not, and was not within one (1) year preceding his/her election to the Board of Directors, a government or municipal official, person holding office in government bodies, employee of the Bank of Russia;</p> <p>(17) he/she is not bound to vote on one or several matters within the competence of the Board of Directors in accordance with a directive of the Russian Federation, a constituent entity of the Russian Federation or a municipal entity.</p>		
2.5.7.	2.5.7. Under exceptional circumstances a member of the Board of Directors may be recognized according to the decision the Board of Directors as independent even if he/she does not meet any of the independence criteria determined in paragraph 2.5.5 above, if the connection the same are indicating does not affect the ability of such member of the Board of	2.5.6. Under exceptional circumstances a member of the Board of Directors may be recognized according to the decision the Board of Directors as independent, <b>despite the presence of any formal criteria of affiliation with the Company, a significant shareholder of the Company, a counterparty of the Company, a competitor of the Company, the state or a municipal entity, if such affiliation does not affect the ability of the relevant</b>	It is proposed to exclude the criteria of independence from the Regulations; refer to the applicable criteria of independence, which are established by the Listing Rules of the Moscow Stock Exchange.

	Directors to make independent, objective, and honest judgments.	<b>person to make independent, objective and conscientious judgments.</b> <del>even if he/she does not meet any of the independence criteria determined in paragraph 2.5.5 above, if the connection the same are indicating does not affect the ability of such member of the Board of Directors to make independent, objective, and honest judgments.</del>	
2.5.7. (new clause)	New clause	<b>2.5.7. In order to analyze the compliance of independent members of the Board of Directors with the criteria of independence, such members of the Board of Directors shall timely provide the Board of Directors with information in the form specified in Annex No. 6 to these Regulations, as well as other information in accordance with these Regulations.</b>	The duty of a member of the Board of Directors has been placed in a separate independent clause.
2.5.9.	2.5.9. Independent members of the Board of Directors shall immediately disclose information on changes or circumstances occurring after their election to the Board of Directors, as a result of which they cease to be independent in accordance with these Regulations, under the applicable legislation and/or the requirements of self-regulatory organizations.	2.5.9. Independent members of the Board of Directors shall immediately disclose information on changes or circumstances occurring after their election to the Board of Directors, as a result of which they cease to <b>meet the independence criteria.</b> <del>be independent in accordance with these Regulations, under the applicable legislation and/or the requirements of self-regulatory organizations.</del>	Clarification of provisions.
2.5.10.	2.5.10. If after election of an independent member to the Board of Directors such person ceases to be independent by reason of any changes or new circumstances, such	2.5.10. If after election of an independent member to the Board of Directors such person ceases to <del>be independent</del> <b>meet the independence criteria</b> by reason of any	It is proposed to regulate sending such notification via MTS information system.

	<p>director shall immediately notify the Company's Board of Directors by a written statement addressed to the Board of Directors Chairman and President of the Company via the Corporate Secretary and shall provide a detailed report on such changes and new circumstances. Either upon receipt of such notice or if the Board of Directors becomes otherwise aware of such changes or new circumstances, the Company's Board of Directors must assure the disclosure of this information and, if necessary, may convene an extraordinary General Meeting of Shareholders to elect a new Board of Directors.</p>	<p>changes or new circumstances, such director shall immediately notify the Company's Board of Directors by a written statement addressed to the Board of Directors Chairman and President of the Company via the Corporate Secretary or <b>notifications via the Company's information system, which allows to identify a member of the Board of Directors</b> and shall provide a detailed report on such changes and new circumstances. Either upon receipt of such notice or if the Board of Directors becomes otherwise aware of such changes or new circumstances, the Company's Board of Directors must assure the disclosure of this information and, if necessary, may convene an extraordinary General Meeting of Shareholders to elect a new <b>composition of the Board of Directors</b>.</p>	
2.5.11.	<p>2.5.11. Independent members of the Board of Directors quarterly, by the request of the Corporate Secretary, shall report changes or absence of changes in the data that they provided in the director independence declaration upon their election, according to Annex 6 to these Regulations.</p>	<p>2.5.11. Independent members of the Board of Directors quarterly, by the request of the Corporate Secretary, shall report changes or absence of changes in the data that they provided in the <b>D</b>director <b>I</b>ndependence <b>D</b>declaration <del>upon their election</del>, according to Annex 6 to these Regulations.</p>	<p>It is proposed to clarify the provisions on the providing of information for the analysis of the independence of the members of the Board of Directors.</p>
2.6.7.	<p>2.6.7. Shares of the Company held by newly elected members of the Company's Board of Directors shall not participate in voting on electing the Company's Auditing Commission.</p>	<p>2.6.7. Shares of the Company held by <del>newly elected</del> newly elected members of the Company's Board of Directors shall not participate in voting on electing the Company's Auditing Commission.</p>	<p>Provisions clarification.</p>

2.6.8.	<p>2.6.8. Candidates for the Board of Directors shall be nominated in conformity with the procedure set forth in the applicable legislation, the Company's Charter and Regulations on the General Meeting of Shareholders.</p> <p>For the purpose of preliminary discussion of candidates to the Board of Directors, including for organization the candidate's profile assessment in the sphere of compliance and business ethics, shareholders, which intend to promote candidates into the Board of Directors membership, can send to the Company information on candidates before their promotion in advance. In such a case, shareholders will provide, in addition to information about candidates, a candidate's consent on processing of his personal data, which is made in a form provided in Annex No. 3 hereto.</p>	<p>2.6.8. Candidates for the Board of Directors shall be nominated in conformity with the procedure set forth in the applicable legislation, the Company's Charter and Regulations on the General Meeting of Shareholders.</p> <p>For the purpose of preliminary discussion of candidates to the Board of Directors, including for organization the candidate's profile assessment in the sphere of compliance and business ethics, shareholders, which intend to promote candidates into the Board of Directors membership, can send to the Company information on candidates before their promotion in advance. In such a case, shareholders will provide, in addition to information about candidates, a candidate's consent on processing of his personal data, which is made in a form provided in Annex No. 3 hereto.</p>	Clarification of the document content.
2.6.9.	<p>2.6.9. The Company shall be provided by the candidates nominated for the Board of Directors with the following information and documents (in the forms essentially set by Annexes No. 3, 3.1, 3.2 and 6 hereto):</p> <p>&lt;...&gt;</p> <p>(5) details of nominations of the candidate for a board of directors (and/or committees of a board of directors) or election/appointment to positions in other legal entities and organizations;</p> <p>&lt;...&gt;</p>	<p>2.6.9. The Company shall be provided by the candidates nominated for the Board of Directors with the following information and documents (in the forms essentially set by Annexes No. 3, <del>3.1, 3.2</del> and 6 hereto):</p> <p>&lt;...&gt;</p> <p>(5) details of nominations of the candidate for a board of directors <del>(and/or committees of a board of directors)</del> or <b>for</b> election/appointment to positions in other legal entities and organizations;</p> <p>&lt;...&gt;</p>	<p>It is proposed to clarify the scope of information to be provided in respect of candidates to the Board of Directors.</p> <p>It is proposed to clarify the list of the documents provided by candidates to the Board of Directors – Consent in the form of Annex 3.1. combine with the Consent according to Annex 3 (for the purpose of optimizing document flow); to</p>

	<p>(7) information about the candidate's shareholdings in the Company (including the number of shares);</p> <p>&lt;...&gt;(9) the candidate's written consents to be elected to the Board of Directors of the Company, the Committees of the Board of Directors of the Company and consent to process personal data of the candidate signed by the candidate;</p> <p>&lt;...&gt;</p> <p>(11) candidate's consent to comply with the regulations and requirements of anticorruption compliance as well as provide necessary information and perform activities envisaged by Annex No. 3.1 hereto while on his duty as the Board of Directors member;</p> <p>(12) the Non-Disclosure Agreement signed by the candidate in the form provided for in Annex No. 3.2 hereto (not applicable to the candidates being members of the Company's Board of Directors);</p> <p>(13) the Director Independence Declaration according to form of Annex No. 6 hereto signed by the candidate meeting the criteria of the "independent director".</p>	<p>(7) information about the candidate's shareholdings in the Company (<del>including the number of shares</del>);</p> <p>&lt;...&gt; (9) the candidate's written consents to be elected to the Board of Directors of the Company; <b>and</b> the Committees of the Board of Directors of the Company, <b>consent to comply with the provisions and requirements of the anti-corruption compliance, as well as to provide the necessary information and perform the actions provided for in Annex No. 3 to this Regulation, in the performance of his duties as a member of the Board of Directors</b> and consent to process personal data of the candidate signed by the candidate;</p> <p>&lt;...&gt;</p> <p><del>(11) candidate's consent to comply with the regulations and requirements of anticorruption compliance as well as provide necessary information and perform activities envisaged by Annex No. 3.1 hereto while on his duty as the Board of Directors member;</del></p> <p><del>(12) the Non-Disclosure Agreement signed by the candidate in the form provided for in Annex No. 3.2 hereto (not applicable to the candidates being members of the Company's Board of Directors);</del></p> <p><b>(11)</b> the Director Independence Declaration according to form of Annex No. 6 hereto signed by the candidate meeting the criteria</p>	<p>exclude the Non-Disclosure Agreement signed by the candidate to the Board of Directors (Annex No. 3.2).</p>
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		of <b>independence</b> the <del>“independent director”</del> .	
2.6.10. (new clause)	New clause	<b>2.6.10. The information specified in clause 2.6.9. may be provided, and documents may be signed using the Company's information system, which allows to identify a candidate to the Board of Directors and ensures the signing of documents with an electronic signature.</b>	It is proposed to regulate the possibility of providing information and signing documents using the Company's information system.
2.6.14.	2.6.14. A member of the Company's Board of Directors may at any time voluntarily relinquish his/her powers (abnegate his/her powers) upon sending a notice of voluntary retirement to the Company (addressed to the Chairman of the Board of Directors). The Board of Directors shall retain its powers irrespective of any vacancies that may arise with respect to restrictions set forth in paragraph 2.5.3 hereof.	2.6.15. A member of the Company's Board of Directors may at any time voluntarily relinquish his/her powers (abnegate his/her powers) upon sending a notice of voluntary retirement to the Company <b>in accordance with the procedure stipulated by the Company's Charter</b> <del>(addressed to the Chairman of the Board of Directors)</del> . The Board of Directors shall retain its powers irrespective of any vacancies that may arise with respect to restrictions set forth in paragraph 2.5.3 hereof.	It is proposed that the wording of the clause be clarified and that reference be made to the provisions of the Charter regarding the procedure for submitting the said notice.
3.1.1.	3.1.1. The Chairman of the Board of Directors shall be elected by its members from among their number. The Chairman shall be elected by open voting by a majority vote of the total number of members of the Board of Directors. The members of the Board of Directors may also elect Deputies Chairman of the Board of Directors from among the members of the Board of Directors. The Deputies Chairman shall perform the functions of the Chairman of the	3.1.1. The Chairman of the Board of Directors shall be elected by its members from among their number. The Chairman shall be elected by open voting by a majority vote of the total number of members of the Board of Directors. The members of the Board of Directors may also elect Deputies Chairman of the Board of Directors from among the members of the Board of Directors. The Deputies Chairman shall perform the functions of the Chairman of the	Clarification of the procedure for convening a meeting of the Board of Directors in the absence of the Chairman and Deputy Chairman of the Board.

	Board of Directors in his/her absence. Upon election of several Deputy Chairmen of the Board of Directors, the duties and powers of each Deputy Chairman shall be provided for in the respective decision of the Board of Directors. In case of absence of both the Chairman and the Deputies Chairman of the Board of Directors, any member of the Board of Directors may perform the functions of the Chairman of the Board of Directors pursuant to the resolution adopted by the Board of Directors.	Board of Directors in his/her absence. Upon election of several Deputy Chairmen of the Board of Directors, the duties and powers of each Deputy Chairman shall be provided for in the respective decision of the Board of Directors. In case of absence of both the Chairman and the Deputies Chairman of the Board of Directors, any member of the Board of Directors may perform the functions of the Chairman of the Board of Directors pursuant to the resolution adopted by the Board of Directors. <b>To make such a decision, a meeting of the Board of Directors is convened by any of the members of the Board of Directors.</b>	
3.3.5.(3)	3.3.5. The person appointed as the Corporate Secretary of the Company shall meet the following requirements: <...> (3) knowledge of the norms of corporate law and securities market legislation, including rules governing disclosure by issuers in the securities market and operations of professional securities market participants (registrars of the Company, stock exchanges, etc.); <...>	3.3.5. The person appointed as the Corporate Secretary of the Company shall meet the following requirements: <...> (3) knowledge of the norms of corporate law and securities market legislation, including rules governing disclosure by issuers in the securities market and operations of professional securities market participants (registrars—of—the—Company, stock exchanges, etc.); <...>	Bringing into compliance with the Russian legislation.
3.4.3.	3.4.3. The Audit Committee shall be composed solely of independent directors. Committee assignments, including the designation of the Committee Chairman, are made annually by the Board of Directors resolution, based on recommendations	3.4.3. <b>The Audit Committee shall be composed solely of independent directors. Committee assignments, including the designation of the Committee Chairman, are made annually by the Board of Directors resolution,</b>	Bringing the wording to the wording of the Listing Rules of the Moscow Stock Exchange and the Corporate Governance Code of the Bank of Russia.



	<p>from the Remuneration and Nomination Committee. When making recommendations, the Remuneration and Nomination Committee shall evaluate individual expertise of each Board of Directors member and the needs of the Company as well as take into account actual capabilities of each member of the Board of Directors on performing duties of Audit Committee member in relation with his membership in two or more audit committees of other companies.</p>	<p><b>based on recommendations from the Remuneration and Nomination Committee. When making recommendations, the Remuneration and Nomination Committee shall evaluate individual expertise of each Board of Directors member and the needs of the Company as well as take into account actual capabilities of each member of the Board of Directors on performing duties of Audit Committee member in relation with his membership in two or more audit committees of other companies.</b> <del>The Audit Committee shall be composed solely of independent directors. Committee assignments, including the designation of the Committee Chairman, are made annually by the Board of Directors resolution, based on recommendations from the Remuneration and Nomination Committee. When making recommendations, the Remuneration and Nomination Committee shall evaluate individual expertise of each Board of Directors member and the needs of the Company as well as take into account actual capabilities of each member of the Board of Directors on performing duties of Audit Committee member in relation with his membership in two or more audit committees of other companies.</del></p>	
4.1.2.	4.1.2. Meetings of the Board of Directors shall be called by the Chairman of the Board of Directors on his/her own initiative or at the request of a member of the Board of	4.1.2. Meetings of the Board of Directors shall be called by the Chairman of the Board of Directors on his/her own initiative or at the request of a member of the Board of	Bringing into compliance with the Law "On Joint-Stock Companies".

	Directors, the Auditing Commission, or the Company's Auditor, the President of the Company, or other persons designated by the Federal Law "On Joint Stock Companies" and the Company's Charter.	Directors, the Auditing Commission, or the Company's Auditor <b>organization</b> , the President of the Company, or other persons designated by the Federal Law "On Joint Stock Companies" and the Company's Charter.	
4.1.3.	4.1.3. If the Board of Directors Chairman fails to convene a meeting of the Board of Directors in cases where such meeting is required under the laws or the Company's Charter, such meeting may be called either by any Deputy Chairman of the Board of Directors or by any two members of the Board of Directors one of which shall be a member of the Board of Directors elected upon nomination by a shareholder, who holds (directly or indirectly) over 50% (fifty percent) of the Company's voting shares.	4.1.3. If the Board of Directors Chairman fails to convene a meeting of the Board of Directors in cases where such meeting is required under the laws or the Company's Charter, such meeting may be called either by any Deputy Chairman of the Board of Directors or <b>by any member of the Board of Directors</b> <del>by any two members of the Board of Directors one of which shall be a member of the Board of Directors elected upon nomination by a shareholder, who holds (directly or indirectly) over 50% (fifty percent) of the Company's voting shares.</del>	Clarification of procedure for convening the Board of Directors meeting.
4.3.3.	4.3.3. The written opinions of the Board of Directors members not present at the Board of Directors meeting shall be taken into account when determining whether a quorum is present and determining the results of voting on items on the agenda for the meeting in praesentia. A written opinion must bear the signature and full printed name of the Board of Directors member. Written opinions shall be submitted by the Board of Directors members to the Board of Directors Chairman or the Board of Directors Secretary before the beginning of the meeting. A written opinion may be sent by a member of the Board of Directors by	4.3.3. The written opinions of the Board of Directors members not present at the Board of Directors meeting shall be taken into account when determining whether a quorum is present and determining the results of voting on items on the agenda for the meeting in praesentia. A written opinion must bear the signature and full printed name of the Board of Directors member. Written opinions shall be submitted by the Board of Directors members to the Board of Directors Chairman or the Board of Directors Secretary before the beginning of the meeting. A written opinion may be sent by a member of the Board of Directors by	It is proposed to regulate the possibility of filling in and sending a written opinion using the Company's information system.

	<p>means of electronic communication with subsequent provision of the original or an electronic written opinion form may be filled out in the electronic document management system designed for collective management bodies of the Company.</p>	<p>means of electronic communication with subsequent provision of the original or an electronic written opinion form may be filled out in the electronic document management system designed for collective management bodies of the Company. <b>If the electronic written opinion form is filled out in the electronic document management system designed for collective management bodies of the Company, the electronic written opinion form must be signed by an electronic signature of the member of the Board of Directors. In such a case, the electronic written opinion form signed by an electronic signature shall be considered to be equivalent to the written opinion on paper signed by personal handwritten signature.</b></p>	
<p>4.4.3.</p>	<p>4.4.3. The minutes of the Board of Directors meeting shall be signed by the person presiding at the meeting, who shall be responsible for their correct preparation, and by the Board of Directors Secretary.</p>	<p>4.4.3. The minutes of the Board of Directors meeting shall be signed by the person presiding at the meeting, who shall be responsible for their correct preparation, and by the Board of Directors Secretary. <b>The minutes of the meeting of the Board of Directors may be signed by the Chairman of the meeting and the Secretary of the Board of Directors with electronic signatures in the electronic document management system for the work of the Company's collegial management bodies.</b></p>	<p>It is proposed to regulate the signing of the minutes in the information system of the Company.</p>

## Changes in the content of the Annexes to the Regulations

### Annex No. 1 Procedure to Resolve Conflicts of Interest of the Company Board Members

Item No.	Current edition	New edition	Commentary
4.2.	<p>4.2. Disclosing Conflicts of Interest Timely Disclosure of Conflict of Interest situations is one of the manifestations of proper performance of fiduciary duties by members of the Company Board of Directors and can be done in one of the following ways:</p> <ul style="list-style-type: none"> <li>• within 10 (ten) business days from the date of election to the Company Board of Directors, a member of the Company Board of Directors must send to the Corporate Secretary of the Company a completed form in accordance with Annex No. 1.1 to the Regulation on the Company Board of Directors;</li> <li>• immediately, but no later than 1 (one) business day from the date of changes in the information contained in the previously sent form in accordance with Annex No. 1.1 to the Regulations on the Company Board of Directors, the member of the Company Board of Directors must send the Corporate Secretary of the Company an updated form in accordance with Annex 1.1 to the Regulations on the Company Board of Directors;</li> </ul> <p>&lt;...&gt;</p>	<p>4.2. Disclosing Conflicts of Interest Timely Disclosure of Conflict of Interest situations is one of the manifestations of proper performance of fiduciary duties by members of the Company Board of Directors and can be done in one of the following ways:</p> <ul style="list-style-type: none"> <li>• within 10 (ten) business days from the date of election to the Company Board of Directors, a member of the Company Board of Directors must send to the Corporate Secretary of the Company a completed <del>questionnaire form in accordance with Annex No. 1.1 to the Regulation on the Company Board of Directors.</del> <b>The form of questionnaire is to be preliminarily agreed by the Board of Directors and approved by the Company. The said questionnaire form shall be sent by the Corporate Secretary of the Company to the member of the Board of Directors immediately after his/her election to the Board of Directors;</b></li> <li>• immediately, but no later than 1 (one) business day from the date of changes in the information contained in the previously sent <del>questionnaire form in accordance with Annex No. 1.1 to the Regulations on the Company Board of Directors,</del> the</li> </ul>	<p>It is proposed to exclude the form of the questionnaire from the Regulations; be guided the form of the questionnaire preliminarily agreed by the Board of Directors and approved by the Company.</p>

		<p>member of the Company Board of Directors must send the Corporate Secretary of the Company an updated <b>questionnaire</b> form in accordance with Annex 1.1 to the Regulations on the Company Board of Directors;</p> <p>&lt;...&gt;</p> <p><b>Disclosure of information may be carried out by notifying the Company through the Company's information system, which allows to identify a member of the Board of Directors.</b></p>	
<p>4.3.</p>	<p>4.3. Consideration, resolution and implementation of measures to resolve a Conflict of Interest</p> <p>Abstention from participation in voting is the main measure to resolve a Conflict of Interest of a member of the Company Board of Directors. If a Conflict of Interest cannot be resolved in such a way additional measures are taken.</p>	<p>4.3. Consideration, resolution and implementation of measures to resolve a Conflict of Interest</p> <p><b>An entitled employee of the Company's Business Ethics and Compliance Department participates in the consideration of a Conflict of Interest and its settlement (providing recommendations for settlement).</b></p> <p><b>A member of the Board of Directors who has disclosed a Conflict of Interest is subject to mandatory notification of the progress of consideration and settlement of the Conflict of Interest, as well as of the Company's recommendations received.</b></p> <p>Abstention from participation in voting is the main measure to resolve a Conflict of Interest of a member of the Company Board of Directors. If a Conflict of Interest cannot be resolved in such a way additional measures are taken.</p>	<p>The procedure for resolving the conflict of interests of the members of the Board of Directors has been clarified.</p>

		<b>Cases of non-settlement of a Conflict of Interest (non-fulfillment of the Company's recommendations) are brought to the attention of the Chairman of the Board of Directors of the Company.</b>	
4.3.1.	<p>4.3.1. Settlement of a Conflict of Interest by abstention from participation in voting</p> <p>&lt;...&gt;</p> <p>If a Conflict of Interest is settled and resolved by abstaining from participation in voting on issues in respect of which a member of the Company Board of Directors has a Conflict of Interest, information about this must be reflected in the minutes of the meeting of the Company Board of Directors without filling out the form in accordance with Annex 1.1 to the Regulations on the Company Board of Directors.</p>	<p>4.3.1. Settlement of a Conflict of Interest by abstention from participation in voting</p> <p>&lt;...&gt;</p> <p>If a Conflict of Interest is settled and resolved by abstaining from participation in voting on issues in respect of which a member of the Company Board of Directors has a Conflict of Interest, information about this must be reflected in the minutes of the meeting of the Company Board of Directors without filling out the <del>questionnaire form in accordance with Annex 1.1 to the Regulations on the Company Board of Directors.</del></p>	<p>It is proposed to exclude the form of the questionnaire from the Regulations; be guided the form of the questionnaire preliminarily agreed by the Board of Directors and approved by the Company.</p>
4.3.3.	<p>4.3.3. Actions of the Company in situations when a member of the Board of Directors having a Conflict of Interest has refused to abstain from participation in voting If irrespective of the identified Conflict of Interest of a member of the Board of Directors and recommendations received from the Company (including the Business Ethics and Compliance Department) to abstain from voting, the member of the Board of Directors has refused to abstain from voting on the agenda item of the meeting of the Board of Directors of the Company with respect to which he/she has</p>	<p>It is proposed to exclude the clause 4.3.3.</p>	<p>It is proposed to remove the provisions that establish practices that are redundant in the opinion of the Company.</p>

	<p>a Conflict of Interest, the following measures are taken:</p> <ul style="list-style-type: none"><li>• If a member of the Board of Directors ignores a recommendation to abstain from voting and votes in a conflict-of-interest situation, and his/her vote is not decisive on the relevant issue, the Board of Directors can, but is not obliged to, inform shareholders about this fact and clearly state that the member of the Board of Directors acted in violation of MTS' Regulations on the Board of Directors at the next election of the members of the Board of Directors including by listing it in the information about candidates that is presented to persons entitled to participate in General Meeting of Shareholders, if the member of the Board of Directors is nominated for re-election.</li><li>• If a member of the Board of Directors ignores a recommendation to abstain from voting and votes in a conflict-of-interest situation, and when his/her vote was decisive on the relevant issue, the Board of Directors must inform shareholders about this fact and clearly state that the member of the Board of Directors acted in violation of MTS' Regulations on the Board of Directors at the next election of the members of the Board of Directors by listing it in the information about candidates that is presented to persons entitled to participate in General Meeting of Shareholders, if the member of the Board of Directors is nominated for re-election.</li><li>• If a member of the Board of Directors</li></ul>		
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	repeatedly ignores recommendations to abstain from voting and votes in conflict-of-interest situation, the Board of Directors is obligated to consider convening a General Meeting of Shareholders to hold a new election for members of the Board of Directors.		
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**Annex No. 1.1. THE COMPANY'S BOARD OF DIRECTORS MEMBER QUESTIONNAIRE**

<b>Item No.</b>	<b>Current edition</b>	<b>New edition</b>	<b>Commentary</b>
	Annex No. 1.1. THE COMPANY'S BOARD OF DIRECTORS MEMBER QUESTIONNAIRE	The questionnaire is proposed to exclude from the Regulations.	It is proposed to exclude the form of the questionnaire from the Regulations; be guided the form of the questionnaire preliminarily agreed by the Board of Directors and approved by the Company.

**Annex No. 3 CONSENT**

<b>Item No.</b>	<b>Current edition</b>	<b>New edition</b>	<b>Commentary</b>
	I, _____, hereby consent to be nominated for the Board of Directors of Mobile TeleSystems Public Joint Stock Company, and, if elected a member of the Board of Directors by the General Meeting of Shareholders, undertake to perform the functions of a member of the Board of Directors of Mobile TeleSystems Public Joint Stock Company. Also I hereby consent to be elected and engaged in activities of committees of the Board of Directors of Mobile TeleSystems Public Joint Stock Company.	I, _____, hereby consent to be nominated for the Board of Directors of Mobile TeleSystems Public Joint Stock Company, <i>also referred to as the Company</i> , and, if elected a member of the Board of Directors by the General Meeting of Shareholders, undertake to perform the functions of a member of the Board of Directors of Mobile TeleSystems Public Joint Stock Company. Also I hereby consent to be elected and engaged in activities of committees of the Board of	Technical clarification.



		Directors of Mobile TeleSystems Public Joint Stock Company.	
New provisions		<p><b>Details of nominations for a board of directors or for election/appointment to a position in other legal entities:</b></p> <p>Entity:</p> <p>Position:</p>	It is proposed to supplement Annex No. 3 with the information specified in clause 2.6.9 of the Regulations.
New provisions		<p><b>I hereby confirm that I did not commit any acts prohibited by Russian or another applicable anticorruption laws in force. Also I hereby confirm, while my duty as a member of the Board of Directors of Mobile TeleSystems Public Joint Stock Company (hereinafter the “Company”), to undertake to observe principles and requirements set forth below. While my duty as a member of the Board of Directors of the Company and operating for the account and/or benefit of MTS Group, I shall not:</b></p> <ul style="list-style-type: none"> <li><b>offer, promise, reconcile or provide payments or any other assets, including (but not limited to) business gifts, reimbursement of expenses, discounts, entertainment, etc., as well as any financial or other benefit to any state officials or representatives of commercial organizations in order to influence his or her actions (to ensure inaction), to induce to perform official duties in an inappropriate manner and/or to obtain an inappropriate commercial advantage;</b></li> </ul>	It is proposed to clarify the composition of the documents provided by candidates to the Board of Directors – Consent in the form of Annex 3.1. combine with the Consent according to Annex 3 (for the purpose of optimizing document flow).

		<ul style="list-style-type: none"><li>• demand, consent to the receipt, or actually receive, any payments in the form of cash or any other valuables, as well as any financial or other gain or advantage, where the receipt of such payments, gain or advantage in and of itself represents the improper performance of the receiver’s official duties or their responsibilities otherwise envisioned by applicable law or is a remuneration for improper performance of such duties;</li><li>• mediate in bribery or commercial bribery, i.e. directly transfer bribes as instructed by a bribe-taker or bribe-recipient, or otherwise help the bribe-taker and/or bribe recipient in achieving or executing agreement between them on receiving and giving the bribe or commercial bribery;</li></ul> <p>I am thoroughly familiar with the content of</p> <ul style="list-style-type: none"><li>• MTS PJSC Policy for Compliance with Anticorruption Legislation (posted at: <a href="https://ir.mts.ru/about-mts/compliance-and-business-ethics/anticorruption-policies/default.aspx">https://ir.mts.ru/about-mts/compliance-and-business-ethics/anticorruption-policies/default.aspx</a>);</li><li>• MTS PJSC Policy “Conflict of Interest Management” (posted at: <a href="https://ir.mts.ru/about-mts/compliance-and-business-ethics/anticorruption-policies/default.aspx">https://ir.mts.ru/about-mts/compliance-and-business-ethics/anticorruption-policies/default.aspx</a>);</li></ul>	
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		<ul style="list-style-type: none"><li>• <b>MTS PJSC Code of Business Conduct and Ethics</b> (posted at: <a href="https://ir.mts.ru/about-mts/compliance-and-business-ethics/anticorruption-policies/default.aspx">https://ir.mts.ru/about-mts/compliance-and-business-ethics/anticorruption-policies/default.aspx</a>).</li></ul> <p><b>I undertake to comply with the principles and requirements of abovementioned documents, which are applicable to me as a member of the Board of Directors of the Company;</b></p> <p><b>I hereby agree, by the Company's request, to confirm in writing form their compliance with the requirements of the Company in the area of business ethics and compliance of applicable legislation;</b></p> <p><b>I agree to add to the contract wording with the Company special anticorruption provisions (anticorruption clause) at the request of the Company;</b></p> <p><b>I agree to take training on issues relating to the anticorruption legislation and business ethics applicable to MTS Group at the initiative of the Company;</b></p> <p><b>I agree to provide necessary explanations and further the Company in identification circumstances of separate transactions and operations, including in the course of preparing answers on requests of regulatory bodies, at the request of the Company;</b></p>	
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		<p>I do not carry out my activities in the interest of any persons holding office in governmental (municipal) service and having a conflict of interest in performing their official (job) duties.</p> <p>I agree to conduct assessment by the Company for the purpose of my conformity with the requirements of compliance and business ethics and usage the results of such assessment with a view to a procedure of my promotion in the Company's Board of Directors membership.</p>	
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**Annex No. 3.1. Consent**

Item No.	Current edition of the Consent	New edition of the Consent	Commentary
	Annex No. 3.1. Consent	It is proposed to exclude the Consent from the Regulations.	It is proposed to clarify the composition of the documents provided by candidates to the Board of Directors – Consent in the form of Annex 3.1. combine with the Consent according to Annex 3 (for the purpose of optimizing document flow).

**Annex No. 3.2 A Standard Form of the Non-Disclosure Agreement signed with a candidate for membership of the Board of Directors of MTS PJSC (hereinafter "NDA")**

Item No.	Current edition of the NDA	New edition of the NDA	Commentary
	Annex No. 3.2 A Standard Form of the Non-Disclosure Agreement signed with a candidate for membership of the Board of Directors of MTS PJSC (hereinafter "NDA")	It is proposed to exclude the form of the NDA from the Regulations.	It is proposed to exclude the form of the NDA from the Regulations.

## Annex No. 4 RULES OF PROCEDURE PREPARATION FOR AND HOLDING OF THE BOARD OF DIRECTORS MEETINGS

Item No.	Current edition	New edition	Commentary
4.11.	4.11. The Board of Directors Chairman shall be entitled to include issues on a meeting agenda on his/her own initiative, as well as on request of the Board of Directors members, the Company's Auditing Commission, the Company's Auditor, the Company President, or on request of other persons in cases provided for in legislation or in the Company's Charter.	4.11. The Board of Directors Chairman shall be entitled to include issues on a meeting agenda on his/her own initiative, as well as on request of the Board of Directors members, the Company's Auditing Commission, the Company's Auditor <b>organization</b> , the Company President, or on request of other persons in cases provided for in legislation or in the Company's Charter.	Bringing into compliance with the Law "On Joint-Stock Companies"
4.18.	4.18. If necessary the Secretary of the Board of Directors shall arrange for translation into English of the provided information materials on the items on the agenda for the Board of Directors meeting.	4.18. If necessary <del>the Secretary of the Board of Directors</del> <b>a speaker on the agenda item of the meeting of the Board of Directors</b> shall arrange for translation into English of the provided information materials on the items on the agenda for the Board of Directors meeting.	It is proposed to adjust the procedure for organizing translation.
5.1.	5.1. Participants of the Board of Directors meetings. Apart from the Board of Directors members, the Board of Directors meeting may be attended by the Company President. Depending on the items included into the Board of Directors meeting agenda, the meeting may be attended by the following individuals: <ul style="list-style-type: none"> <li>• Management Board members - Vice Presidents and other Company's employees;</li> </ul>	5.1. Participants of the Board of Directors meetings. Apart from the Board of Directors members, the Board of Directors meeting may be attended by the Company President. Depending on the items included into the Board of Directors meeting agenda, the meeting may be attended by the following individuals: <ul style="list-style-type: none"> <li>• Management Board members - Vice Presidents and other Company's employees;</li> </ul>	Bringing into compliance with the Law "On Joint-Stock Companies"

	<ul style="list-style-type: none"> <li>• Members of the Company's Auditing Commission;</li> <li>• Company Auditors;</li> <li>• hired experts;</li> <li>• other invited persons as agreed with the Company Board of Directors Chairman.</li> </ul>	<ul style="list-style-type: none"> <li>• Members of the Company's Auditing Commission;</li> <li>• Company's Auditors <b>organization representatives</b>;</li> <li>• hired experts;</li> <li>• other invited persons as agreed with the Company Board of Directors Chairman.</li> </ul>	
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**Annex No. 6 MTS PJSC DIRECTOR INDEPENDENCE DECLARATION**

<b>Item No.</b>	<b>Current edition</b>	<b>New edition</b>	<b>Commentary</b>
Introduction	I have filled out the attached declaration to the best of my knowledge as of the date stated below and understand that Mobile TeleSystems Public Joint Stock Company (hereinafter the "Company") and its Board of Directors will rely upon this information in connection with evaluating my status as an independent nominated director and member of the Board of Directors and its compliance with listing rules of Public Joint Stock Company MOEX and U.S. Securities and Exchange Commission (hereinafter "SEC") rules and any disclosure required thereunder.	I have filled out the attached declaration to the best of my knowledge as of the date stated below and understand that Mobile TeleSystems Public Joint Stock Company (hereinafter the "Company") and its Board of Directors will rely upon this information in connection with evaluating my status as an independent nominated director and member of the Board of Directors and its compliance with listing rules of Public Joint Stock Company MOEX and U.S. Securities and Exchange Commission (hereinafter "SEC") rules and any disclosure required thereunder.	Due to the deregistration of MTS PJSC from U.S. Securities and Exchange Commission (SEC) and exemption from U.S. regulatory requirements, it is proposed to remove the provisions that are no longer are applicable to MTS PJSC, and to be guided by the Listing Rules of the Moscow Exchange.
Key definitions and General instructions	Affiliate: The term "Affiliate" of the Company, or a person "affiliated" with the Company, includes any of the following persons: <ul style="list-style-type: none"> <li>• any Director or Officer of the Company;</li> </ul>	<del>Affiliate: The term "Affiliate" of the Company, or a person "affiliated" with the Company, includes any of the following persons: <ul style="list-style-type: none"> <li>• any Director or Officer of the Company;</li> </ul> </del>	It is proposed to clarify the key definitions.

	<ul style="list-style-type: none"> <li>• any person who directly or indirectly controls, or is controlled by, or is under common control with, the Company;</li> <li>• any person performing general management or advisory services for the Company; and</li> <li>• any “Associate” of the foregoing persons.</li> </ul> <p>Associate: A person is an “Associate” of another person, or is “associated” with another person, if: (i) the person is any Related person (as defined below) of the other person, (ii) the person is an Officer or partner, or directly or indirectly the beneficial owner of 10% (ten percent) or more of any class of equity securities, shares in share capital of, any corporation or organization (other than the Company or its subsidiaries) or beneficiary as to them; or (iii) the person has a substantial beneficial interest, or serves as a trustee, executor or in a similar fiduciary capacity with respect to, the other person and the other person is a trust or estate.</p> <p>&lt;...&gt;</p> <p>Officer (executive officer): a president, vice president, secretary, treasurer or principal financial officer, controller or principal accounting officer and any person routinely performing corresponding functions with respect to any organization whether incorporated or unincorporated.</p> <p>Person: an individual, corporation, partnership, limited liability company, association, joint stock company, trust, unincorporated organization or a government or political subdivision thereof.</p>	<ul style="list-style-type: none"> <li><del>• any person who directly or indirectly controls, or is controlled by, or is under common control with, the Company;</del></li> <li><del>• any person performing general management or advisory services for the Company; and</del></li> <li><del>• any “Associate” of the foregoing persons.</del></li> </ul> <p><del>Associate: A person is an “Associate” of another person, or is “associated” with another person, if: (i) the person is any Related person (as defined below) of the other person, (ii) the person is an Officer or partner, or directly or indirectly the beneficial owner of 10% (ten percent) or more of any class of equity securities, shares in share capital of, any corporation or organization (other than the Company or its subsidiaries) or beneficiary as to them; or (iii) the person has a substantial beneficial interest, or serves as a trustee, executor or in a similar fiduciary capacity with respect to, the other person and the other person is a trust or estate.</del></p> <p><del>Control: “control” (including the terms “controlling”, “controlled by” and “under common control with”) means possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities (shares), by contract or otherwise.</del></p> <p><del>Director: any director of a legal entity, trustee of a trust, general partner of a partnership, or any person who performs for</del></p>	
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		<p><del>an organization functions that are similar to those performed by the foregoing persons.</del></p> <p><b>Controlling person:</b> person who have the right, directly or indirectly (through other legal entities) to dispose by virtue of participation in a controlled organization and (or) on the basis of property trust contracts, and (or) in a simple partnership, and (or) by means of instructions, and (or) shareholder agreement, and (or) other agreement, which subject-matter is to exercise the rights certified by shares (stakes) of the controlled organization, by more than 50 percent of votes in the supreme executive body of the controlled organization; or the right to appoint (elect) the sole executive body and (or) more than 50 percent of the composition of a collegial executive body of the controlled organization.</p> <p><b>Controlled person (controlled entity):</b> legal entity, which is directly or indirectly controlled by a controlled person.</p> <p>&lt;...&gt;</p> <p><del>Officer (executive officer): a president, vice president, secretary, treasurer or principal financial officer, controller or principal accounting officer and any person routinely performing corresponding functions with respect to any organization whether incorporated or unincorporated.</del></p> <p><del>Person: an individual, corporation, partnership, limited liability company,</del></p>	
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		<del>association, joint stock company, trust, unincorporated organization or a government or political subdivision thereof.</del>	
4.	<p>4. Have you received, directly or indirectly, any payment or remuneration from the Company or its subsidiaries for consultancy or similar services, except for the remuneration, expressed in a fixed amount in accordance with the retirement benefit plan (including deferred payments), for services rendered to the Company in the past (only if such payments do not depend, in any way, on the performance by a member of the Board of Directors of his/her ongoing duties)?</p> <p>Yes No</p>	It is proposed to exclude the clause from the Declaration.	Due to the deregistration of MTS PJSC from U.S. Securities and Exchange Commission (SEC) and exemption from U.S. regulatory requirements, it is proposed to remove the independence criteria and other provisions that are no longer are applicable to MTS PJSC.
5.	<p>5. Are you or any of your Related persons direct or indirect owners or beneficiaries of any shares issued by the Company in excess of 1% of the share capital or the total number of the voting shares of the Company or the market value of which exceeds 20 times the annual fixed fee due to a member of the Board of Directors of the Company?</p> <p>Yes No</p>	<p>4. Are you or any of your Related persons <del>direct or indirect</del> owners or beneficiaries of any shares issued by the Company in excess of 1% of the share capital or the total number of the voting shares of the Company or the market value of which exceeds 20 times the annual fixed fee due to a member of the Board of Directors of the Company?</p> <p>Yes No</p>	Due to the deregistration of MTS PJSC from U.S. Securities and Exchange Commission (SEC) and exemption from U.S. regulatory requirements, it is proposed to bring the wording of the clause in line with the independence criteria set out in the Listing Rules of the Moscow Exchange.
19.	<p>19. Please list the names of all companies (including charitable organizations, educational institutions and other non-profit organizations) for which you at the moment (or during the last 5 years) serve (served) as a member of the board of directors or as an executive officer, as well as the</p>	<p>18. <del>Please list the names of all companies (including charitable organizations, educational institutions and other non-profit organizations)</del> <b>Please provide information on legal entities (including non-profit organizations) for which you at the moment (or during the last 5 years)</b></p>	Due to the deregistration of MTS PJSC from U.S. Securities and Exchange Commission (SEC) and exemption from U.S. regulatory requirements, it is proposed to bring the wording of the clause in line with the independence criteria set out in

	<p>committees (and other consultative bodies) on which you serve (served):</p> <p>(Table)</p> <p>For any other company for which you serve as a director, are you aware of any services or products that could be regarded as competitive with those of the Company?</p> <p>Yes No</p>	<p><del>serve (served) as a member of the board of directors or as an executive officer, as well as the committees (and other consultative bodies) on which you serve (served) for</del> <b>which you are (were) currently (or during the last 3 years) an employee, hold (held) the position of a member of the Board of Directors or the sole executive body (member of the collegial executive body):</b></p> <p><b>(Table)</b></p> <p><del>For any other company for which you serve as a director, are you aware of any services or products that could be regarded as competitive with those of the Company?</del></p> <p><del>Yes No</del></p>	<p>the Listing Rules of the Moscow Exchange.</p>
20.-24.	<p>20. Do you directly or indirectly beneficially hold more than 10% (ten percent) or more of any class of the Company's equity securities?</p> <p>Yes No</p> <p>Note: Under SEC rules, ownership of 10% (ten percent) or less of the outstanding voting shares is presumed not to create affiliate status. If ownership exceeds 10% (ten percent), the Company may determine whether or not such ownership creates affiliate status depending on the facts and circumstances, under SEC rules.</p> <p>21. Are you an Affiliate of the Company or any subsidiary of the Company, other than in your capacity as a member of the board of directors or any committee of the Board</p>	<p>It is proposed to exclude these clauses from the Declaration</p>	<p>Due to the deregistration of MTS PJSC from U.S. Securities and Exchange Commission (SEC) and exemption from U.S. regulatory requirements, it is proposed to remove the independence criteria and other provisions that are no longer are applicable to MTS PJSC.</p>

	<p>of Directors of the Company and/or its direct or indirect subsidiaries?</p> <p>Yes No</p> <p>22A. Are you a party to any existing or proposed contract, or other written or oral arrangement that provides for payments to you from the Company or any of its subsidiaries of any consulting, advisory or other compensatory fee, other than compensation for your service as a member of the Company's Board of Directors or of any Committee of the Board of Directors (or boards or board committees of the Company's subsidiaries)?</p> <p>Yes No</p> <p>22B. Is any spouse, minor child or stepchild of yours, or any child or stepchild of yours sharing a home with you, a party to any existing or proposed contract or other written or oral arrangement that provides for payments to that individual of any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries?</p> <p>Yes No</p> <p>22C. Is any entity (i) in which you are a partner, member, managing director, executive officer, or principal or in which you occupy a similar position, and (ii) that provides accounting, consulting, legal, investment banking, financial advisory or any similar services, a party to any existing or proposed contract or other written or oral arrangement that provides for payments to</p>		
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	<p>that entity of any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries?</p> <p>Yes No</p> <p>23. Are you able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement?</p> <p>Yes No</p> <p>24. Audit Committee Financial Expert Status</p> <p>(Criteria for determining the Audit Committee Financial Expert Status)</p>		
19. (new clause)		<p>19. Do you have experience and knowledge in the field of preparing, analyzing, assessing and auditing accounting (financial) statements?</p> <p>Yes No</p>	<p>It is proposed to supplement the Declaration with a new clause in accordance with the recommendations contained in the Code of Corporate Governance of the Bank of Russia.</p>
27.	<p>27. Please provide information on the number of equity securities of any class (shares) in the authorized (joint-stock) capital of MTS PJSC, Sistema PJSFC and other legal entities of MTS PJSC and Sistema PJSFC Group directly or indirectly in your possession or for which you are beneficiary:</p> <p>(Table)</p>	<p>22. <b>Please indicate the number of MTS PJSC shares you own or for which you are a beneficiary:</b></p>	<p>Due to the deregistration of MTS PJSC from U.S. Securities and Exchange Commission (SEC) and exemption from U.S. regulatory requirements, it is proposed to bring the wording of the clause in line with the independence criteria set out in the Listing Rules of the Moscow Exchange.</p>