

**Extract № 22/2017
of Minutes №258
Mobile TeleSystems Public Joint Stock Company
Board of Directors Absentee Voting
May 25, 2017**

Location of the Company: 4 Marksistskaya St., 109147 Moscow, Russia
Address for sending ballots: 5, bld.2, Vorontsovskaya St., 109147 Moscow, Russia
Closing date for voting ballot reception: May 25, 2017

Chairman: R. Sommer

Secretary: M.A. Kalinin

BoD members: A.E. Gorbunov, A.A. Dubovskov, Ron Sommer, M.Combes, S. Miller, V.V. Rozanov, Regina von Flemming, T.Holtrop, M.V.Shamolin.

Voting ballots signed by A.E. Gorbunov, A.A. Dubovskov, R. Sommer, M. Combes, S. Miller, V.V. Rozanov, Regina von Flemming, T. Holtrop, M.V. Shamolin MTS PJSC Board of Directors members, were received in due time.

All received voting ballots were declared valid. There was a quorum for approval of resolutions on agenda subjects.

Agenda:

3. On submitting the issue on MTS PJSC reorganization in the form of merger of subsidiaries for decision by the Annual General shareholders meeting.

Subject put to the vote:

3.1. Invite the MTS PJSC Annual General Shareholders Meeting to adopt a resolution on reorganization of MTS PJSC by way of merger of TP LLC, SMARTS-Yoshkar-Ola JSC, COMSTAR KhMAO JSC into MTS PJSC on the following terms:

- 1) Reorganize Mobile TeleSystems Public Joint-Stock Company (State registration number (OGRN) 1027700149124, address: 4 Marksistskaya Street, Moscow, 109147, Russian Federation), hereinafter – MTS PJSC, by way of merger into MTS PJSC of:
 - Telecom Povolzhye Limited Liability Company (State registration number (OGRN) 1147746543779, address: 1/3 Vorontsovskaya Street, Bldg. 2, Moscow, 109147, Russian Federation), hereinafter – TP LLC, with the transfer of all TP LLC rights and obligations to MTS PJSC and winding-up of TP LLC;
 - COMSTAR KhMAO Joint-Stock Company (State registration number (OGRN) 1157746769971, address: 13 Sibirskaya Street, Surgut, Yugra, Khanty-Mansiysk Autonomous District, 628403, Russian Federation), hereinafter – COMSTAR KhMAO JSC, with the transfer of all COMSTAR KhMAO JSC rights and obligations to MTS PJSC and winding-up of COMSTAR KhMAO JSC;
 - SMARTS-Yoshkar-Ola JSC Joint-Stock Company (State registration number (OGRN) 1156315000467, address: 8V Mashinostroiteley Street, Yoshkar-Ola, Republic of Mari El, 424020, Russian Federation), hereinafter – SMARTS-Yoshkar-Ola JSC, with the transfer of all SMARTS-Yoshkar-Ola JSC rights and obligations to MTS PJSC and winding-up of SMARTS-Yoshkar-Ola JSC.
- 2) Establish that in connection with the fact that MTS PJSC is the owner of a stake in the amount of 100 (one hundred) percent of the charter capital of TP LLC, the conversion of the MTS PJSC-owned stake in the amount of 100 (one hundred) percent of the charter capital of TP LLC will not take place, the 100 (one hundred) percent stake in the charter

capital of TP LLC owned by MTS PJSC will be liquidated upon making an entry into the Unified State Register of Legal Entities on the winding-up of TP LLC.

- 3) Establish that in connection with the fact that MTS PJSC is the owner of 100 (one hundred) percent of the ordinary registered shares of COMSTAR KhMAO JSC, conversion of the MTS JSC-owned ordinary registered shares of COMSTAR KhMAO JSC will not take place, all of the ordinary registered shares of COMSTAR KhMAO JSC owned by MTS PJSC will be liquidated upon making an entry in the Unified State Register of Legal Entities on the winding-up of COMSTAR KhMAO JSC.
- 4) Establish that in connection with the fact that, at the time an entry is made in the Unified State Register on the winding-up of SMARTS-Yoshkar-Ola JSC, MTS PJSC will be the owner of 100 (one hundred) percent of the ordinary registered shares of SMARTS-Yoshkar-Ola JSC, conversion of the MTS JSC-owned ordinary registered shares of SMARTS-Yoshkar-Ola JSC will not take place, all of the ordinary registered shares of SMARTS-Yoshkar-Ola JSC owned by MTS PJSC will be liquidated upon making an entry in the Unified State Register of Legal Entities on the winding-up of SMARTS-Yoshkar-Ola JSC.
- 5) Approve the Agreement on Merger of TP LLC, SMARTS-Yoshkar-Ola JSC and COMSTAR KhMAO JSC into MTS PJSC (Annex 1).
- 6) Establish that one of the entities participating in reorganization which is the last to decide affirmatively on reorganization shall notify the agency responsible for the state registration of legal entities of the commencement of reorganization procedures. Once an entry has been made in the Unified State Register of Legal Entities on the commencement of reorganization procedures, one of the entities participating in reorganization which is the last to decide affirmatively on reorganization, shall in its own name and on behalf of other entities participating in reorganization twice at an interval of once a month place a reorganization announcement in the mass media outlets publishing information on the state registration of legal entities.

3.2. Affirm the rationale for the terms and procedure of reorganizing MTS PJSC by way of merger of TP LLC, SMARTS-Yoshkar-Ola JSC and COMSTAR KhMAO JSC into MTS PJSC. (Annex 2).

Voting:

IN FAVOUR – A.E. Gorbunov, A.A. Dubovskov, R. Sommer, M. Combes, S. Miller, V.V. Rozanov, Regina von Flemming, T. Holtrop, M.V. Shamolin.

AGAINST – none

ABSTAINED – none

RESOLUTION IS APPROVED

Chairman
Secretary

Extract of Minutes №258 is right
Secretary of BoD

May 26, 2017



R. Sommer
M.A. Kalinin

M.A. Kalinin