

Approved by  
the Resolution of the Extraordinary General  
Meeting of MTS PJSC Shareholders  
September 30, 2021  
(Minutes No. \_\_ dated \_\_\_\_\_, 2021)

## **Deed of Transfer**

### **Of Mobile TeleSystems Public Joint Stock Company reorganized in the form of spinning off from it Limited Liability Company “Tower Infrastructure Company”**

Moscow

1. This deed of transfer (hereinafter referred to as the Deed of Transfer) has been drawn up in accordance with Articles 58 and 59 of the Civil Code of the Russian Federation, Articles 15, 19 of the Federal Law No. 208-FZ “On Joint Stock Companies” dated December 26, 1995, Articles 51 and 55 of the Federal Law No. 14-FZ “On Limited Liability Companies” dated February 08, 1998, in connection with the reorganization of Mobile TeleSystems Public Joint Stock Company (PSRN 1027700149124) (hereinafter referred to as MTS PJSC) in the form of spinning off from it Limited Liability Company “Tower Infrastructure Company” (hereinafter referred to as LLC “TIC”).

2. In accordance with clause 1 of Article 59 of the Civil Code of the Russian Federation (hereinafter referred to as the CC of the RF), MTS PJSC shall transfer a part of the property, rights and obligations in relation to its creditors and debtors hereunder, including obligations contested by the parties, where applicable. The Deed of Transfer also establishes the procedure for determining succession during reorganization (including the period between the date on which the Deed of Transfer was drawn up and the reorganization completion date), including in connection with a change in the type, composition, value of property, emergence, change, termination of the rights and obligations of MTS PJSC.

3. Property, rights and obligations are transferred in accordance herewith so that LLC “TIC” could implement the following business activities:

3.1. Establishment, upgrade, reconstruction, repair and maintenance of antenna supports located on land plots, as well as of associated facilities and related infrastructure facilities meant for placement and operation of communication facilities and networks, and also management of these processes;

3.2. Rendering of services for the placement of communication facilities and networks, including associated and related facilities, on antenna supports and related infrastructure located on land plots.

4. Part of the MTS PJSC property, rights and obligations in accordance herewith will be transferred to LLC "TIC" once the entry on LLC "TIC" registration is made in the Unified State Register of Legal Entities (hereinafter referred to as the Date of Completion of the Reorganization).

5. This Deed of Transfer has been drawn up based on the data in the financial statements of MTS PJSC (Annex 1 to the Deed of Transfer) as of June 30, 2021, and the inventory of assets and liabilities of MTS PJSC transferred to LLC "TIC" (Order "On Unscheduled Inventory of MTS Property due to Establishing the MTS Tower Company" No. 01/00103P dd. March 19, 2021).

6. Property, rights and obligations shall be transferred to MTS PJSC and accepted by LLC "TIC", according to the assessment reflected in the accounting statements of MTS PJSC (book value) and formed in accordance with the MTS PJSC Accounting Policy.

7. The authorized capital of LLC "TIC" will be formed at the expense of the own funds of MTS PJSC, namely at the expense of funds of MTS PJSC. The LLC "TIC" authorized capital will amount to 25,000,000 (twenty five million) rubles.

8. The total book value of property, rights and obligations transferred to LLC "TIC" in accordance herewith (subject to the provisions of cl. 1 Art. 59 of the CC of the RF, it shall be determined by the Deed of Transfer (including all its annexes)) as of June 30, 2021, amounts to 37,914,340 KRUR.

9. The structural composition of assets and liabilities transferred to LLC "TIC" in accordance herewith is set out in the Spin-Off Balance Sheet of MTS PJSC as of June 30, 2021 (Annex 2 to the Deed of Transfer) and is as follows:

- 1) Non-exclusive rights to use the assets: 572,365 KRUR (List 1, Annex 3)
- 2) Fixed assets: 20,167,462 KRUR (List 2, Annex 3)
- 3) Assets as right of use: 17,074,589 KRUR (List 3, Annex 3)
- 4) Value-added tax on acquired valuables: 62,295 KRUR (List 4, Annex 3)
- 5) Accounts receivable and other non-current assets: 37,629 KRUR (List 5, Annex 3)
- 6) Retained earnings: 14,117,582 KRUR (List 11, Annex 3)

- 7) Borrowings: 0 KRUR (List 6, Annex 3)
- 8) Deferred tax liabilities: 226,788 KRUR (List 10, Annex 3)
- 9) Estimated liabilities: 4,555,991 KRUR (List 7, Annex 3)
- 10) Accounts Payable: 429,698 KRUR (List 8, Annex 3)
- 11) Lease liabilities: 18,559,281 KRUR (List 9, Annex 3)
- 12) Register of agreements associated with incomes to be obtained. (List 12, Annex 3)
- 13) Register of agreements associated with spending of funds. (List 13, Annex 3).

10. The volume and composition of property, rights and obligations of MTS PJSC, which, in accordance herewith (without taking into account any changes in the type, composition and value of property that may occur after the date on which this Deed of Transfer was drawn up), will be transferred to LLC “TIC”, are set out in Annex 3 to this Deed of Transfer being its integral part.

11. The procedure for determining succession in the event of reorganization (including the period between the date on which the Deed of Transfer was drawn up and the Date of Completion of the Reorganization), including in connection with a change in the type, composition, value of property, emergence, change, termination of the rights and obligations of MTS PJSC, is set out in the Rules for Distributing Property, Rights and Obligations during MTS PJSC Reorganization in the Form of LLC “TIC” Spin-off, which are an integral part of this Deed of Transfer (Annex 4 hereto).

12. Property, rights and obligations are transferred to the successor in accordance herewith (including all annexes hereto) on the Date of Completion of the Reorganization.

13. If, within the period from the date of approval hereof and until the Date of Completion of the Reorganization, any amendments to the legislation of the Russian Federation or another state, or to the rules of stock exchanges, come into force or any requirements of regulatory bodies that will be binding on legal entities participating in the reorganization are submitted, and any the provisions hereof will contradict them, the distribution of property, rights and obligations between MTS PJSC and LLC “TIC” in the relevant part shall be carried out in accordance with the applicable regulations and requirements upon their entry into force, subject to other provisions hereof.

#### **Annexes:**

**Annex 1.** Balance sheet of MTS PJSC as of June 30, 2021, Profit and Loss Statement of MTS PJSC for 6 months of 2021.

**Annex 2.** Spin-off balance sheet of MTS PJSC as of June 30, 2021

**Annex 3.** Lists of property, rights and obligations transferred to LLC “TIC” during MTS PJSC

reorganization.

**Annex 4.** Rules for Distributing Property, Rights and Obligations during MTS PJSC Reorganization in the Form of LLC “TIC” Spin-off.

---

**President, MTS PJSC**

**V. K. Nikolaev**

---

**Chief Accountant, MTS PJSC**

**A. V. Dvoretzkikh**