

**Table for Comparison
of amendments made to the Regulations on the Board of Directors of MTS PJSC with the current version (2020)**

No. of clause	Current version	New version	Comment
<p>Proposed amendments to the Regulations on the Board of Directors of MTS PJSC (further named as the Regulations) are directed to implement in MTS PJSC the procedures of anticorruption compliance as to new candidates to the Board of Directors members. Anticorruption assessment of candidates to the Board of Directors' membership meets the best global practices and recommendations. Obligatory anticorruption assessment of employees at the time of their engagement is performed in MTS PJSC, and since 2019 also assessment as to new candidates to the Board of Directors has been performed. It is necessary to fix such mechanisms at the normative level by means of entering the relevant additions to the Regulations on the Board of Directors. Comments to amendments are given here below.</p>			
<p>Changes in the wording of the Regulations</p>			
<p>2.3.6</p>	<p>2.3.6. A member of the Board of Directors, as well as persons related to him/her , shall not receive gifts or other forms of remuneration from persons interested in a decision of the Board of Directors providing such persons with direct or indirect benefits. A member of the Board of Directors shall observe the provisions of the Company's approved Code of Business Conduct and Ethics.</p>	<p>2.3.6. A member of the Board of Directors, as well as persons related to him/her , shall not receive gifts or other forms of remuneration from persons interested in a decision of the Board of Directors providing such persons with direct or indirect benefits. A member of the Board of Directors shall observe the provisions of the Company's approved policies and procedures applicable to the Board of Directors' activities, including the Code of Business Conduct and Ethics and Policy on Compliance with Anticorruption Legislation.</p>	<p>Specifying and Detailing Additions It is proposed to indicate directly in the Regulations the Policy of Compliance with Anticorruption Legislation, including documents, which are obligatory to observe by the Board of Directors' member.</p>
<p>2.6.3</p>	<p>2.6.3. The Remuneration and Nomination Committee under the Board of Directors shall consider the following upon assessment of candidates nominated to the Board of Directors: (1) candidate possession of high professional qualities, ability to make a decision and integrity; (2) candidate understanding of regulatory medium and politic conditions, where the Company conducts its business; (3) various experience of problems resolution, connecting with business</p>	<p>2.6.3. The Remuneration and Nomination Committee under the Board of Directors shall consider the following upon assessment of candidates nominated to the Board of Directors: (1) candidate possession of high professional qualities, ability to make a decision and integrity; (2) candidate understanding of regulatory medium and politic conditions, where the Company conducts its business; (3) various experience of problems resolution, connecting with business conduction, financial and other problems, which a large Russian enterprise can be faced with;</p>	<p>It is proposed to determine if upon assessment of candidates nominated to the Board of Directors the Remuneration and Nomination Committee also considers, besides other noted in this clause a candidate's circumstances and characteristics, the results of assessment of the candidate in the sphere of compliance and business ethics. It is proposed that such assessment shall be conducted as to each new candidate nominated to the Board of Directors directly after its nomination by a shareholder or before official nomination, during phase of shareholders and the</p>

	<p>conduction, financial and other problems, which a large Russian enterprise can be faced with;</p> <p>(4) candidate possession of sufficient time for his work in the Company’s Board of Directors, including committees of the Company’s Board of Directors;</p> <p>(5) candidate compliance with the criteria of independence.</p>	<p>(4) candidate possession of sufficient time for his work in the Company’s Board of Directors, including committees of the Company’s Board of Directors;</p> <p>(5) candidate compliance with the criteria of independence;</p> <p>(6) results of obligatory assessment of candidate’s profile in the sphere of compliance and business ethics.</p>	<p>Company consulting (for details please refer to a comment to clause 2.6.8).</p> <p>The Remuneration and Nomination Committee under the Board of Directors shall take into account the results of assessment under candidate’s consideration.</p>
<p>2.6.8</p>	<p>2.6.8. Candidate promotion into the Board of Directors shall be performed in the manner set forth in the Company’s Charter and Company’s Regulations on the General Meeting of Shareholders.</p>	<p>2.6.8. Candidate promotion into the Board of Directors shall be performed in the manner set forth in the Company’s Charter and Company’s 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>It is proposed to foreseen a possibility for shareholders to send information about candidates prior their promotion. It will enable to assess candidates for compliance with anticorruption requirements in advance. If at the course of assessment “problem zones” are found that is information which may testify to non-compliance of a candidate with prescribed in the Company anticorruption requirements, the Company and shareholders will be able to discuss assessment results, estimate them, and afterwards a shareholder (or shareholders) shall (will) make a decision on expediency to promote this candidate.</p> <p>Proposed approach is in agreement with the recommendation of clause 94 of the Corporate Governance Code, approved by Bank of Russia on April 10, 2014 under No. 06-52/2463:</p> <p>“94. Company shall ensure transparency of procedure for the election of the Board of Directors members allowing to consider variety of opinions of shareholders and provide compliance of the Board of Directors membership with legislation requirements, challenges before the Company, the Company’s corporate values. <u>Good corporate governance practices is a preliminary discussion among</u></p>

			<u>shareholders candidates, which are proposed to promote in the Board of Directors. Such discussion shall be organized by the Committee on Nomination of the Board of Directors.”</u>
2.6.9	<p>2.6.9. The Company shall be provided by the shareholders with the following information and materials about a candidate nominated for the Board of Directors membership (in the forms essentially set by Annex No. 3 and Annex No. 3.1 hereto):</p> <ol style="list-style-type: none"> (1) surname, given name, patronymic, passport data, and contact information; (2) age of the candidate; (3) details of the candidate’s education and academic qualifications; (4) details of positions held by the candidate in the last 5 (five) years, and of positions held in the management bodies of legal entities in the last 5 (five) years; (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; (6) information about the person who nominated the candidate; (7) information about the candidate’s shareholdings in the Company (including the number of shares); (8) the nature of the candidate’s relationship with the Company (whether the candidate is currently a member of any management or supervisory body of the Company, i.e. a member of the Board of Directors, or the Management Board, or Auditing Commission, or the President, or any committee of the Company’s Board of 	<p>2.6.9. The Company shall be provided by the candidates nominated for the Board of Directors with the following information and materials about themselves (in the forms essentially set by Annex No. 3 and Annex No. 3.1 hereto):</p> <ol style="list-style-type: none"> (1) surname, given name, patronymic, passport data, and contact information; (2) age of the candidate; (3) details of the candidate’s education and academic qualifications; (4) details of positions held by the candidate in the last 5 (five) years, and of positions held in the management bodies of legal entities in the last 5 (five) years; (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; (6) information about the person who nominated the candidate; (7) information about the candidate’s shareholdings in the Company (including the number of shares); (8) the nature of the candidate’s relationship with the Company (whether the candidate is currently a member of any management or supervisory body of the Company, i.e. a member of the Board of Directors, or the Management Board, or Auditing Commission, or the President, or any committee of the Company’s Board of Directors; whether the candidate holds any other positions in the Company or receives remuneration for his/her participation in the Company’s management and 	<p>For the purpose of implementation in the Company the mechanisms of anticorruption compliance as to candidates to the Board of Directors member, it is proposed to include in the list of information provided by a candidate to the Board of Directors while his promotion as well as candidate’s written confirmation that he did not commit in the past any activities prohibited by anticorruption legislation and his consent to observe the legislation in the future while his duty as a member of the Board of Directors. Form of such confirmation and consent is contained in Annex 3.1, which it is proposed to supplement the Regulations (see below).</p>

	<p>Directors; whether the candidate holds any other positions in the Company or receives remuneration for his/her participation in the Company's management and supervisory bodies or in committees of the Board of Directors, etc.);</p> <p>(9) the candidate's written consent to be elected to the Board of Directors of the Company, in committees of the Board of Directors of the Company, engaged in their activities and consent to process personal data of the candidate signed by the candidate.</p>	<p>supervisory bodies or in committees of the Board of Directors, etc.);</p> <p>(9) the candidate's written consent to be elected to the Board of Directors of the Company, engaged in activities of committees of the Board of Directors of the Company and consent to process personal data of the candidate signed by the candidate;</p> <p>(10) written confirmation by a candidate that he did not commit any activities prohibited by Russian or another applicable anticorruption laws;</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. 3.2 hereto while on his duty as the Board of Directors member.</p>	
Changes in annexes to this Regulations			
Annex No. 3, paragraph 1	<p>I, _____, hereby consent to be nominated for the Board of Directors of Mobile TeleSystems Public Joint Stock Company and, if elected as 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.</p>	<p>I, _____, hereby consent to be nominated for the Board of Directors of Mobile TeleSystems Public Joint Stock Company and, if elected as 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.</p>	<p>Editing (technical) correction. It is proposed to include a consent to be elected and engaged in activities of committees of the Board of Directors, which is contained, as presently in effect, in separate Annex 3.1, in wording of Annex 3. Exclude Annex 3.1.</p>
Annex 3.1	<p style="text-align: center;">CONSENT</p> <p>I, _____, hereby consent to be elected and engaged in activities of committees of the Board of</p>	<p>Exclude annex</p>	<p>Refer to the comment to Annex 3</p>

	<p>Directors of Mobile TeleSystems Public Joint Stock Company.</p> <p>_____</p> <p>(signature)</p> <p>_____ 20__</p>		
<p>New Annex 3.1</p>		<p style="text-align: center;">CONSENT</p> <p>I, _____, hereby confirm that I did not commit any activities prohibited by Russian or another applicable anticorruption laws. Also I hereby confirm, while my duty as a member of the Board of Directors of Mobile TeleSystems Public Joint Stock Company, to undertake to observe principles and requirements set forth below.</p> <p>a) While my duty as a member of the Board of Directors of MTS PJSC and operating for the account and/or benefit of MTS Group I shall not:</p> <ul style="list-style-type: none"> • 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; • demand, consent to the receipt, or actually receive, any payments in the form of cash or any 	<p>Refer to the comment to clause 2.6.9 of the Regulations.</p> <p>Proposed new form contains:</p> <ul style="list-style-type: none"> • candidate’s confirmation that he did not commit any activities defined as a violation of applicable anticorruption legislation; • consent to meet the requirements of anticorruption legislation in the future while his duty as a member of the Board of Directors of MTS, namely to perform actions listed in a form of consent; • confirmation of candidate’s acquaintance with applicable policies of MTS and commitment to meet their requirements; • willingness to undergo training in the field of anticorruption policy; • consent to conduct assessment for compliance with anticorruption requirements.

		<p>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;</p> <ul style="list-style-type: none"> • 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; <p>b) I am thoroughly familiar with the content of:</p> <ul style="list-style-type: none"> • MTS PJSC Policy for Compliance with Anticorruption Legislation (posted at: https://moskva.mts.ru/about/komplaens-i-delovaya-etika); • MTS PJSC Code of Business Conduct and Ethics (posted at: ps://moskva.mts.ru/about/komplaens-i-delovaya-etika). <p>c) 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 MTS PJSC;</p> <p>d) I hereby agree, by MTS PJSC request, to confirm in writing form their compliance with the requirements of MTS PJSC in the area of business ethics and compliance of applicable legislation;</p>	
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	<p>e) I agree to add to the contract wording special anticorruption provisions (anticorruption clause) at the request of MTS PJSC;</p> <p>f) I agree to take training on issues relating to the anticorruption legislation and business ethics applicable to MTS Group at the initiative of MTS PJSC;</p> <p>g) I agree to provide necessary explanations and further MTS PJSC in identification circumstances of separate transactions and operations, including in the course of preparing answers on requests of regulatory bodies, at the request of MTS PJSC;</p> <p>h) 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> <p>_____</p> <p>(signature)</p> <p>_____ 20____</p>	
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