

**Draft Resolutions on Issues Submitted for Approval
of the Annual General Meeting of Shareholders of
Mobile TeleSystems Public Joint Stock Company
June 28th, 2018**

On the first issue on the agenda:

Procedure for holding the Annual General Meeting of MTS PJSC Shareholders.

Draft resolution:

- 1.1. Resolved that the following person be elected as Chairman to preside over the Annual General Meeting of MTS PJSC Shareholders: _____.
- 1.2. Resolved that the results of voting and resolutions adopted by the Annual General Meeting of MTS PJSC Shareholders with respect to items on the agenda be announced at the Annual General Meeting of MTS PJSC Shareholders.

Explanation: In accordance with Item 30.4 of MTS PJSC Charter, the Chairman of MTS PJSC General Shareholders Meeting shall be elected by a majority of votes of MTS PJSC shareholders attending the meeting. When voting, you should enter the surname, name and patronymic of the candidate to be elected as Chairman from among persons attending the meeting and vote on this item on the agenda.

On the second issue on the agenda:

Approval of MTS PJSC Annual Report, MTS PJSC Annual Financial Statements, including MTS PJSC Profit & Loss Statement; distribution of profits and losses of MTS PJSC based on FY 2017 results (including payment of dividends).

Draft resolution:

- 2.1. 2017 annual report of MTS PJSC, 2016 annual financial statements of MTS PJSC, 2017 loss and profit account of MTS PJSC be hereby approved.
- 2.2. The procedure for allocation of profits of MTS PJSC (Annex 1), including the annual dividend on ordinary registered shares of MTS PJSC in the amount of RUR 23.4 per ordinary share of MTS PJSC with a par value of RUR 0.1 each be hereby approved. The total amount of annual dividends of MTS PJSC makes up RUR 46,762,117,225.2. Annual dividends shall be paid in cash. The date, on which the persons entitled to receive the dividends are determined, be hereby established – July 9, 2018.

On the third issue on the agenda:

Election of the members of MTS PJSC Board of Directors.

Draft resolution:

Resolved that the following persons be elected members of the Board of Directors of Mobile TeleSystems Public Joint Stock Company:

1. Artyom Ivanovich Zassoursky
2. Ron Sommer
3. Alexey Borisovich Katkov
4. Alexey Valeryevich Kornya
5. Stanley Miller – Independent Director
6. Regina von Flemming – Independent Director
7. Vsevolod Valeryevich Rozanov
8. Thomas Holtrop – Independent Director
9. Wolfgang Schussel – Independent Director

On the fourth issue on the agenda:

Election of the members of MTS PJSC Auditing Commission.

Draft resolution:

Resolved that the following persons be elected members of MTS PJSC Auditing Commission:

1. Irina Borisenkova
2. Maxim Mamonov
3. Anatoly Panarin

On the fifth issue on the agenda:

Approval of MTS PJSC auditor.

Draft resolution:

Resolved that the audit company Deloitte and Touche CIS (Place of business: 5 Lesnaya str., Moscow 125047 Russian Federation; Primary State Registration Number: 1027700425444) be MTS PJSC auditor.

On the sixth issue on the agenda:

Approval of MTS PJSC Charter as revised.

Draft resolution:

Resolved that Charter of MTS PJSC, as revised, be approved (Appendix 2).

On the seventh issue on the agenda:

Approval of the Regulations on MTS PJSC Board of Directors as revised.

Draft resolution:

Resolved that Regulations of MTS PJSC Board of Directors, as revised, be approved (Appendix 3).

On the eighth issue on the agenda:

On approval of the Regulation on remunerations and compensations payable to MTS PJSC Board of Directors members as revised.

Draft resolution:

Resolved that Regulation on remunerations and compensations payable to MTS PJSC Board of Directors members, as revised, be approved (Appendix 4).

On the ninth issue on the agenda:

Reorganization of MTS PJSC by way of merger of subsidiaries into MTS PJSC.

Draft resolution:

9.1. 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:

- 1) Stream Digital Limited Liability Company (State registration number (OGRN) 5157746197791, address: 8 Vorontsovskaya Street, Bldg. 4A, room 1, mezzanine storey, Moscow, 109147, Russian Federation), hereinafter – Stream Digital LLC, with the transfer of all Stream Digital LLC rights and obligations to MTS PJSC and winding-up of Stream Digital LLC;

2) Cellular Communications of Bashkortostan Joint-Stock Company (State registration number (OGRN) 1020202562160, address: 2 Rabkorov street, Ufa, the Republic of Bashkortostan, 450106, Russian Federation), hereinafter – CCB JSC, with the transfer of all CCB JSC rights and obligations to MTS PJSC and winding-up of CCB JSC.

- 9.2. Approve the Agreement on Merger of STREAM DIGITAL LLC, CCB JSC into MTS PJSC (Appendix 5).
- 9.3. 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 Stream Digital LLC, the conversion of the MTS PJSC-owned stake in the amount of 100 (one hundred) percent of the charter capital of Stream Digital LLC will not take place, the 100 (one hundred) percent stake in the charter capital of Stream Digital 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 Stream Digital LLC.
- 9.4. Establish that in connection with the fact that MTS PJSC is the owner of 100 (one hundred) percent of the ordinary registered shares of SSB JSC, conversion of the MTS PJSC-owned ordinary registered shares of SSB JSC will not take place, all of the ordinary registered shares of SSB 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 SSB JSC.
- 9.5. Establish that pursuant to sub-clause 3, clause 4, article 17 of the Federal Law “On Joint-Stock Companies”, the ordinary registered shares of MTS PJSC held by Stream Digital LLC shall be redeemed in accordance with the terms of the Incorporation Agreement at the time an entry is made in the Unified State Register of Legal Entities on the winding-up of Stream Digital LLC.
- 9.6. Establish that upon completion of Stream Digital LLC incorporation into MTS PJSC, the authorized capital of MTS PJSC will be reduced by the nominal value of shares of MTS PJSC owned by Stream Digital LLC and subject to redemption in case of incorporation in accordance with the Agreement on incorporation at the time an entry is made to the Unified State Register of Legal Entities on the winding-up of Stream Digital LLC.
- 9.7. Establish that one of the incorporated entities 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 incorporated entities which is the last to decide affirmatively on reorganization, shall in its own name and on behalf of other incorporated entities 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.

On the tenth issue on the agenda:

On amending the MTS PJSC charter in connection with reorganization.

Draft resolution:

Amend the Charter of MTS PJSC in view of MTS PJSC reorganization by way of merger of STREAM DIGITAL LLC and CCB JSC into MTS PJSC (Appendix 6).

On the eleventh issue on the agenda:

On reduction of MTS PJSC charter capital in connection with reorganization.

Draft resolution:

In connection with reorganization of MTS PJSC in the form of incorporation of Stream Digital LLC, to reduce authorized capital of MTS PJSC by redemption of ordinary registered shares of MTS PJSC owned by Stream Digital LLC, in accordance with sub-clause 3, clause 4, article 17 of the Federal Law "On joint stock companies" and Agreement on incorporation of Stream Digital LLC, SSB JSC into MTS PJSC.

As a result of redemption, the authorized capital of MTS PJSC will be reduced by the total nominal cost of redeemed shares under the following terms:

- quantity of ordinary registered shares with nominal value of 0.1 (zero point one) ruble (or 10 (ten) kopecks) each reduced by 104,165,997 (one hundred four million one hundred sixty five thousand nine hundred ninety seven) ordinary registered shares with total nominal value of 10,416,599 (ten billion four hundred sixteen thousand five hundred ninety nine) rubles 70 kopecks.

As a result of reduction the authorized capital of MTS PJSC will amount to 189,421,557 (one hundred eighty nine million four hundred twenty one thousand five hundred fifty seven) rubles 80 kopecks and will consist of 1,894,421,558 (one billion eight hundred ninety four million four hundred twenty one thousand five hundred fifty eight) outstanding ordinary registered shares with nominal value of 0.1 (zero point one) rubles (or 10 (ten) kopecks) each.

On the twelfth issue on the agenda:

On amending the MTS PJSC charter in connection with reduction of MTS PJSC charter capital.

Draft resolution:

In connection with reduction of authorized capital of MTS PJSC in connection with pay-off under the agreement on incorporation of Stream Digital LLC, SSB JSC into MTS PJSC of ordinary registered shares of MTS PJSC held by Stream Digital LLC, amend MTS PJSC Charter (Appendix 7).