

APPROVED  
by the Board of Directors  
of Mobile TeleSystems  
Public Joint Stock Company

September 12, 2024, Minutes 374

**SHAREHOLDER INTERACTION POLICY  
GOVERNING GOVERNMENT RELATIONS,  
INITIATION OF BUSINESS AND BUSINESS OPERATIONS  
OF  
MOBILE TELESYSTEMS PUBLIC JOINT STOCK COMPANY**

## 1. OBJECTIVES OF THE SHAREHOLDER INTERACTION POLICY

1.1. The Shareholder Interaction Policy (the "Policy") is designed to support high standards of corporate governance practices at Mobile TeleSystems Public Joint Stock Company ("MTS" or the "Company") with respect to government relations activities ("Government Relations"), Initiation of Business and Business Operations and also to minimize the risk of non-compliance with the applicable anti-corruption and corporate legislation by the Company, its Shareholders, members of the Governing Bodies and employees.

1.2. The Policy has been developed and approved to enhance transparency and improve MTS business management efficiency.

1.3. The Policy applies to members of the Governing Bodies and employees of the Company who must consider this Policy as a document generated in furtherance of the Code of Business Conduct and Ethics of MTS.

1.4. The Company encourages its Shareholders to adhere to the principles and rules outlined in the Policy and, in particular, to adopt similar corporate governance standards.

## 2. GENERAL PROVISIONS

2.1. The Policy sets out principles and rules that the Company shall comply with if and when any of its Shareholders get involved in Government Relations, Business Operations and Initiation of Business (as defined herein), irrespective of the fact whether the Involvement is initiated by MTS or a Shareholder.

2.2. The Policy shall be disclosed publicly on the Company's website and may also be transmitted directly to Shareholders.

2.3. If necessary, for implementing the Policy, the Company develops and adopts local regulations that are mandatory for execution by members of the Governing Bodies and employees of the Company when interacting with Shareholders or each other in relation to the Involvement of Shareholders in matters covered by the Policy.

## 3. DEFINITIONS

Term	Definition
Shareholder <sup>1</sup>	An individual or a legal entity (other than MTS Subsidiary), which directly or indirectly owns 2% (two per cent) or more of MTS authorized capital.
Shareholder Involvement	Actions of a Shareholder and/or MTS described in Section 4 of the Policy.
State Organization	Any public authority and administrative body of the Russian Federation and foreign states, their constituent entities (including government ministries, public services, agencies, government departments and their structural divisions) and local authority; any political party; all legal entities directly or indirectly controlled by the government (Russian or foreign); legal entities the activities of which are understood as public service by the general public, except for the fulfillment of statutory requirements; international public organizations.
Public Official	Any Russian or foreign person, either appointed or elected, who holds or fills any office in a legislative, executive, administrative or judicial body or an international organization; any person who performs any public function for the state or a state organization;

<sup>1</sup> When used in the Policy, the term "Shareholder" also includes Representatives of the Shareholder except as otherwise (a) expressly stated or (b) implied by the context.

	leading politicians, officials of political parties, including candidates for political posts, ambassadors, influential functionaries in nationalized industries or natural monopolies; managers and employees of a state organization, including physicians, military personnel, municipal employees, etc.; persons who are known to be related to a government official by kin, friendship or business relations and/or act for and/or on behalf of a government official.
Business Operations	Ongoing operating activities of MTS that require or may require in the future a resolution or approval from MTS CEO, Management Board or Board of Directors in cases when such resolution or approval is required pursuant to the Charter of MTS, its local regulations, or by the Russian corporate law.
Governing Body	The CEO, the Management Board, or the Board of Directors of MTS PJSC.
Representatives	Managers, executive officers, employees, as well as other persons, including agents and representatives of a Shareholder, duly authorized to act on behalf of such Shareholder on the issues of the Regulated Activities.
Initiation of Business	(a) A transaction that would expand or change the existing core-telecom business of the Company, or (b) A transaction in a new business, other than MTS core telecom business.
Regulated Activities	Types of activities referred to in Section 4 of the Policy.
Government Relations	(a) Interaction by a Shareholder (or its Representatives) with a State Organization or Public Official on behalf or to the benefit of the Company. (b) Interaction between a Shareholder (or its Representatives) and MTS regarding the interaction mentioned in Clause (a) above.

#### **4. DEFINITION OF SHAREHOLDER INVOLVEMENT**

4.1. The Policy applies to the Shareholder Involvement in Government Relations, Initiation of Business and Business Operations (“Regulated Activities”) of the Company, as set out herein.

4.2. The Shareholder Involvement in Government Relations means any oral or written communication between a Shareholder and a State Organization or Public Official that affects MTS interests, or any oral or written communication about the aforesaid:

4.2.1. from a Shareholder to a Governing Body of the Company, either directly or reported to a Governing Body by a Company employee; or

4.2.2. from a Governing Body of the Company to a Shareholder.

4.3. The Shareholder Involvement in Initiation of Business or Business Operations means any oral or written communication on those topics:

4.3.1. from a Shareholder to a Governing Body of the Company, either directly or reported to a Governing Body by a Company employee; or

4.3.2. from a Governing Body of the Company to a Shareholder.

#### **5. PRINCIPLES OF INTERACTION WITH SHAREHOLDERS**

5.1. The Company establishes the following principles for Involvement of Shareholders in Government Relations, Initiation of Business and Business Operations and urges all Shareholders to comply with them:

5.1.1. Legitimacy and permissibility of actions taken by Shareholders and the Company in compliance with the mandatory and discretionary provisions of applicable legislation.

5.1.2. Mitigation of conflicts of interest that may potentially arise amongst Shareholders or between Shareholders and the Company, including when Shareholders exercise their corporate rights, rights to use information received from the Company, etc.

5.1.3. Awareness of the Company's Governing Bodies while making decisions in their area of competence on the issues of Regulated Activities in view of the Involvement of Shareholders.

5.1.4. Autonomy and independence of the Company's Governing Bodies while making decisions in their area of competence on the issues of Regulated Activities in view of the Involvement of Shareholders.

5.1.5. Observance of the balance of rights and legitimate interests of all Shareholders of the Company by the Company's Governing Bodies while making decisions in their area of competence on the issues of Regulated Activities in view of the Involvement of Shareholders.

5.1.6. Transparency of the Involvement of Shareholders, including on the issues of Regulated Activities.

5.2. The Company encourages each Shareholder to observe the following rules:

5.2.1. Inform the Governing Bodies of the Company in advance in writing about the Shareholder's intentions to interact with any State Organization or Public Official for or on behalf of the Company.

5.2.2. Coordinate with the Company in advance any initiatives of the Shareholder concerning Government Relations, Initiation of Business or Business Operations of MTS.

5.2.3. Be aware of and adhere to the principles and rules set out in the Policy, as well as in the Company's Policy "Compliance with Anti-corruption Legislation," the Code of Business Conduct and Ethics and the Counterparty Code of Business Conduct of MTS PJSC, as well as legal provisions related to governance, internal controls and anti-corruption legislation applicable to the Shareholder.

5.2.4. At the Company's request, provide reasonably necessary information on the measures taken by the Shareholder to comply with the requirements of the anti-corruption legislation, as well as with MTS Policies and Codes.

5.2.5. Cooperate with the Company in providing information and investigating the circumstances of any non-compliance with the principles and rules set out in this Policy.

## **6. COMPANY POLICIES AND CONTROLS**

6.1. MTS has or introduces, as necessary, certain procedures and controls to ensure:

6.1.1. Timely informing the Company's Governing Bodies when issues submitted thereto for decision-making were caused by the Shareholder Involvement.

6.1.2. Inclusion of sufficient information related to the Shareholder Involvement, including on potential risks, in materials prepared for the Company's Governing Bodies for making appropriate decisions.

6.1.3. Rights of members of the Company's Governing Bodies to initiate requests for expert opinions from the Company's functional divisions about issues submitted to the Governing Bodies for decision-making that include the Shareholder Involvement, as well as the right to submit such issues to the Committees under the Company's Board of Directors for consideration.

## **7. ADVICE**

Shareholders, members of the Governing Bodies or employees of the Company can seek advice from the Corporate Governance Department of the Corporate and Legal Matters Function of MTS PJSC on corporate legislation, principles and rules set out in the Policy, other MTS Policies and Codes by e-mail at [shareholder@mts.ru](mailto:shareholder@mts.ru), as well as from the Business Ethics and Compliance Department of the Corporate and Legal Matters Function of MTS PJSC on anti-corruption issues by e-mail at [compliance@mts.ru](mailto:compliance@mts.ru).

## **8. REPORTS ON NON-COMPLIANCE WITH PRINCIPLES AND RULES**

8.1. Shareholders, members of the Governing Bodies and employees of the Company, and other persons who became aware of a failure to comply with the principles and rules set out in the Policy, can report this to the Company's Unified Hotline: [external.hotline.mts@b1.ru](mailto:external.hotline.mts@b1.ru), or directly to the Business Ethics and Compliance Department of the Corporate and Legal Matters Function of MTS PJSC: [compliance@mts.ru](mailto:compliance@mts.ru).

8.2. The Company provides for an independent and comprehensive review of all reports on violations of the Policy pursuant to MTS local regulations.

The Company prohibits any form of retaliation (punitive actions) against any persons who reported a violation in good faith, assisted in investigations and refused to participate in the activities contradicting the principles or requirements hereof and of the Code of Business Conduct and Ethics of Mobile TeleSystems Public Joint Stock Company.

8.3 Any person who has violated the requirements of the Policy and the Code of Business Conduct and Ethics may be subject to enforcement measures up to dismissal and (or) termination of contracts in accordance with the provisions thereof and applicable legislation.

## **9. LIABILITY**

9.1. The Company may conduct internal investigations of alleged or actual non-compliance with the Policy, local regulations adopted in furtherance thereof, and the anti-corruption and corporate legislation by members of the Governing Bodies and employees of the Company, as well as claim compensation for damages caused to the Company as a result of the above actions (or omissions) from the parties at fault, in the manner prescribed by the current legislation.

9.2. For violations of principles and rules set out in the Policy and the Company's local regulations adopted in furtherance thereof, members of the Governing Bodies and employees of the Company may be brought to disciplinary, administrative, civil and/or criminal liability in case their actions (or omissions) satisfy relevant corpus delict.

9.3. Persons who have committed corruption offences shall bear criminal, administrative, civil and disciplinary liability in accordance with currently applicable legislation and/or the Company's local regulations.

Individuals who have committed a corruption offence may be deprived of the right to hold certain posts in the state and municipal bodies by a court decision in accordance with the applicable law of the Russian Federation.

## **10. FINAL PROVISIONS**

10.1. This Policy shall not replace or supersede the requirements established by law, including the anti-corruption and corporate legislation, however, it may establish additional rules and requirements. If applicable laws, by-laws and/or rules issued by the regulatory institutions and stock exchanges establish mandatory requirements that are more stringent and/or differ from those set out in the Policy, such more stringent and/or different requirements shall be honored.

10.2. The Company's local regulations adopted in pursuance of the Policy shall not be contrary to the provisions of the Policy. In case of any contradictions between the Policy and relevant local regulations of the Company, the Policy shall prevail.

10.3. If, as a result of amendments made to law or by-law, and/or requirements issued by the regulatory institutions and stock exchanges applicable to the Company, certain clauses of the Policy come into conflict therewith, such clauses shall apply subject to relevant requirements of the law, by-laws and those issued by the regulatory institutions and stock exchanges applicable to the Company, or become invalid, and the Policy shall remain in effect to the extent consistent therewith.

10.4. Any amendments and additions to the Policy shall be approved by the decision of the Board of Directors of the Company and come into force from the date of their approval, unless otherwise stipulated by the decision. Until the relevant changes are made to the Policy, all Shareholders, members of the Governing Bodies and employees of the Company, as well as other persons specified in the Policy, shall be governed by the law, by-laws and requirements issued by the regulatory institutions and stock exchanges applicable to the Company.

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