

Comparison Table of changes to be introduced into the Regulations on the Board of Directors of Mobile TeleSystems Public Joint Stock Company (hereinafter “Regulations”) with current edition of the Regulations (2021)

Item No.	Current edition of the Regulations	New edition of the Regulations	Commentary
2.5.6. (note 5)	<p>⁵ Substantial contractor shall be understood to be an entity being a party to a contract (contracts) with the Company, the amount of obligations under which currently constitutes, or the amount of obligations performed thereunder constituted during the last year, two (2) or more percent of the book value of the consolidated assets of the Company or this entity as of the reporting date preceding the date of assessment of the importance of the contractor, or two (2) or more percent of the consolidated revenue (income) of the Company or this entity for the completed calendar year preceding the point of assessment of the importance of the contractor. If a contractor has no consolidated financial statements, its accounting statements may be used for comparison.</p>	<p>⁵ A major counterparty of the Company shall be understood as a person that is the party to agreement(s) with the Company, whereby the amount of obligations is 2 or more percent of the book value of the Company's or such person's consolidated assets as of the reporting date preceding the assessment of the counterparty materiality, or 2 or more percent of the Company's or such person's consolidated revenues (income) for the complete calendar year preceding the assessment of the counterparty materiality. If the counterparty's consolidated financial statements are not available, the accounting statements of such counterparty may be used for comparison purposes.</p>	<p>The content of the note (definition of “major counterparty”) has been brought in line with the MOEX Listing Rules.</p>

<p>2.5.14. (new item)</p>	<p>[item is absent]</p>	<p>2.5.14. The Board of Directors (and/or the Remuneration and Nomination Committee of the Board of Directors) shall consider the issue of independence of the current members of the Board of Directors at least once a year (after the election of the current members of the Board of Directors).</p>	<p>For the purposes of improving corporate governance procedures and practices, as well as in pursuance of the recommendations of the Corporate Governance Code¹, the necessity of considering the issue of independence of members of the Board of Directors after their election has been formalized.</p>
<p>2.6.9. (13) (new item)</p>	<p>2.6.9. The Company shall be provided by the candidates nominated for the Board of Directors with the following information and documents (in the forms essentially set by Annexes No. 3, 3.1 and 3.2 hereto) to the Company:</p> <p style="text-align: center;"><...></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. 3.1 hereto while on</p>	<p>2.6.9. The Company shall be provided by the candidates nominated for the Board of Directors with the following information and documents (in the forms essentially set by Annexes No. 3, 3.1, and 3.2 and 6 hereto) to the Company:</p> <p style="text-align: center;"><...></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</p>	<p>The content of the clause has been brought in line with the established practice of nominating candidates to the Board of Directors of MTS PJSC.</p>

¹ Recommended by the Bank of Russia (Letter of the Bank of Russia No. 06-52/2463 dated April 10, 2014 "On the Corporate Governance Code").

	<p>his duty as the Board of Directors member;</p> <p>(12) the Non-Disclosure Agreement signed by the candidate in the form provided for in Annex No. 3.2 hereto.</p>	<p>Annex No. 3.1 hereto while on his duty as the Board of Directors member;</p> <p>(12) the Non-Disclosure Agreement signed by the candidate in the form provided for in Annex No. 3.2 hereto-;</p> <p>(13) Director Independence Declaration according to form of Annex No. 6 hereto signed by the candidate meeting the criteria of the “independent director”.</p>	
<p>4.2.9.</p>	<p>4.2.9. The Board of Directors shall not adopt resolutions on the following items by absentee voting:</p> <p>(1) identification of priority areas of the Company’s operations;</p> <p>(2) approval of the Company’s budget;</p> <p style="text-align: center;"><...></p> <p>(14) consideration of the results of evaluation of the efficiency of work of the Board of Directors, Executive Bodies of the Company and key executives;</p>	<p>4.2.9. The Board of Directors shall not strive to refrain from adopting resolutions on the following items shall by absentee voting:</p> <p>(1) identification of priority areas of the Company’s operations;</p> <p>(2) approval of the Company’s budget;</p> <p style="text-align: center;"><...></p> <p>(14) consideration of the results of evaluation of the efficiency of work of the Board of Directors,</p>	<p>The content of the clause has been finalized for the purposes of improving corporate governance procedures and practices taking into account the recommendations of the Corporate Governance Code².</p>

² Recommended by the Bank of Russia (Letter of the Bank of Russia No. 06-52/2463 dated April 10, 2014 “On the Corporate Governance Code”).

	<p>(15) remuneration of members of Executive Bodies of the Company and other key executives;</p> <p>(16) consideration of a risk management policy;</p> <p>(17) approval of a Company's dividend policy.</p>	<p>Executive Bodies of the Company and key executives;</p> <p>(15) remuneration of members of Executive Bodies of the Company and other key executives;</p> <p>(16) consideration of a risk management policy;</p> <p>(17) approval of a Company's dividend policy.</p> <p>(18) preliminary approval of the Annual Report of the Company;</p> <p>(19) approval of material transactions of the Company.</p>	
Changes in the content of the Annexes to the Regulations			
Annex No. 3.2 A Standard Form of the Non-Disclosure Agreement signed with a candidate for membership of the Board of Directors of MTS PJSC (hereinafter "NDA")			
Item No.	Current edition of the NDA	New edition of the NDA	Commentary
2.1. (v)	<p>(v) use the Confidential Information solely for the purposes of estimating whether it can be nominated to be elected as a member of the MTS Board of Directors and shall not use the same for any other purposes;</p>	<p>(v) use the Confidential Information solely for the purposes of estimating whether it can be nominated to be elected as a member of the MTS Board of Directors or to perform the duties of a member of the MTS Board of</p>	<p>The term of the Non-disclosure Agreement signed with a candidate for membership of the Board of Directors has been extended, including for the period of performance of the duties of a member of MTS PJSC Board of Directors.</p>

		Directors , and shall not use the same for any other purposes;	
3.1. (c)	(c) The Receiving Party shall within ten (10) working days from the date of making by it (or by related parties) of the transaction involving MTS financial instruments and (or) entering into an agreement being a derivative financial instrument with the value depending on the MTS financial instruments, provide MTS with the information on such transactions in one of the following ways:	(c) The Receiving Party shall notify MTS about its intention to make a transaction with financial instruments of MTS at least one (1) business day before the date of the transaction, and within ten (10) working days from the date of making by it (or by related parties) of the transaction involving MTS financial instruments and (or) entering into an agreement being a derivative financial instrument with the value depending on the MTS financial instruments, provide MTS with the information on such transactions in one of the following ways:	The procedure for notifying of the intent to make a transaction involving financial instruments and derivative financial instruments of MTS PJSC (in accordance with the procedures established in MTS PJSC) has been finalized.
3.2. (c) (new item)	3.2. By signing this Agreement, the Receiving Party represents (acknowledges) that: (a) it is made aware of the list of data constituting the MTS Insider Information pursuant to the legislation of the Russian Federation. (b) it is made aware of the Regulation on the principles and procedures to prevent transactions involving MTS	3.2. By signing this Agreement, the Receiving Party represents (acknowledges) that: (a) it is made aware of the list of data constituting the MTS Insider Information pursuant to the legislation of the Russian Federation-, (b) it is made aware of the Regulation on the principles and procedures to prevent transactions involving MTS	The list of documents with which a candidate member of MTS PJSC Board of Directors must familiarize himself/herself was supplemented by the terms for transactions with financial Instruments of MTS PJSC Group.

	Insider Information approved by resolution of the MTS Board of Directors dated February 25, 2015 (Minutes No. 233).	Insider Information approved by resolution of the MTS Board of Directors dated February 25, 2015 (Minutes No. 233)-, (c) it is made aware of the Terms for transactions with financial instruments of MTS Group of Companies approved by resolution of the MTS Board of Directors on March 17, 2022 (Minutes No. 329).	
Annex No. 6 Mobile TeleSystems Public Joint Stock Company Director Independence Declaration (hereinafter “Declaration”)			
Item No.	Current edition of the Declaration	New edition of the Declaration	Commentary
Key Definitions and General Instructions	Major counterparty: any person being a party to a contract(s) with the Company under which the amount of obligations as of current date or the amount of obligations fulfilled within the last year amounts to (i) 2 (two) or more percent of the book value of the consolidated assets of the Company or such person as at the last reporting date prior to his qualification as Major counterparty, or (ii) 2 (two) or more percent of the consolidated proceeds (receipts) of the Company or such	Major counterparty: any person that is the party to agreement(s) with the Company, whereby the amount of obligations is 2 or more percent of the book value of the Company's or such person's consolidated assets as of the reporting date preceding the assessment of the counterparty materiality, or 2 or more percent of the Company's or such person's consolidated revenues (income) for the complete calendar year preceding the assessment of the counterparty	Definition of “major counterparty” has been brought in line with the MOEX Listing Rules.

	<p>person for the ended calendar year prior to his qualification as Major counterparty.</p>	<p>materiality. If the counterparty's consolidated financial statements are not available, the accounting statements of such counterparty may be used for comparison purposes.</p>	
<p>Item. 2. Division II.</p>	<p>2. From the date of signing this declaration and until the end of the term of office of a member of the Board of Directors of the Company, I voluntarily accept the following obligations:</p> <ul style="list-style-type: none"> • not commit conscious actions aimed at losing my status of independent director; <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <ul style="list-style-type: none"> • make informed decisions based on the long-term interests of the Company and all its shareholders, regardless of the position of other members of the Board of Directors, of individual shareholders / groups of shareholders, third parties, assess the risks and consequences of decisions made, show openness in communicating with all groups 	<p>2. From the date of signing this declaration and until the end of the term of office of a member of the Board of Directors of the Company, I voluntarily accept the following obligations:</p> <ul style="list-style-type: none"> • not commit conscious actions aimed at losing my status of independent director; <p><input type="checkbox"/> Yes <input type="checkbox"/> No</p> <ul style="list-style-type: none"> • make informed decisions based on the long-term interests of the Company and all its shareholders, regardless of the position of other members of the Board of Directors, of individual shareholders / groups of shareholders, third parties, assess the risks and consequences of decisions made, show openness in communicating with all groups of shareholders and desire to such communication; 	<p>The wording of the representation made by an independent director of the Board of Directors has been refined. The Declaration has been updated in accordance with the standard form of Declaration of Independent Director recommended by MOEX.</p>

	of shareholders and desire to such communication;		
Item. 7. Division II	7. I have become acquainted with the provisions of the Corporate Governance Code (Letter of the Bank of Russia dated 10.04.2014 No. 06-52 / 2463 "On the Corporate Governance Code") and the independence criteria provided for in the Listing Rules.	7. I have become acquainted with the provisions of the Corporate Governance Code (Letter of the Bank of Russia dated 10.04.2014 No. 06-52 / 2463 "On the Corporate Governance Code") and the independence criteria provided for in the Listing Rules of the stock exchanges where the Companies' securities are traded.	Technical corrections have been made; the list of documents with which a candidate member of MTS PJSC Board of Directors has to familiarize himself/herself has been updated.