

27 April 2024

TENDER OFFER OVERVIEW

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Unless otherwise defined herein, capitalized terms used in this presentation shall have the same meanings as those defined in the Tender Offer Memorandum dated 27 April 2024 (the "Tender Offer Memorandum") issued by LLC "Stream Digital" (the "Purchaser"), available at a dedicated webpage:

https://ir.mts.ru/tender_offer

TRANSACTION RATIONALE

Rationale for the Tender Offer

1

Unfavorable geopolitical and equity capital market environment: Russian and global equity markets have experienced a period of substantial turbulence due to geopolitical tensions as well as macroeconomic and political uncertainty. This has led to significant pressure on certain institutional investors to divest their investments in companies operating in Russia

2

International sanctions: Sanctions imposed by certain state authorities, financial market infrastructure providers and intermediaries limit the ability of shareholders to exercise their shareholder rights and receive full economic benefits from their investments in Russian securities

3

Russia's counter measures: Russian Restrictions introduced by Russian authorities in response to Sanctions and as part of measures to stabilise and support the Russian financial and currency markets, which, inter alia, impose various restrictions on transacting with non-Russian counterparties

4

Intention of investors to dispose of Russian securities: a number of international investors have publicly expressed their interest in disposing of all Russia-related securities, including index funds or other funds investing in Russian assets if and when such opportunity arises.

5

Available financial resources: as of 31 December 2023, the Group's consolidated Net Debt / LTM of adjusted OIBDA ratio was 1.9x*

6

Capital allocation alternatives of the proposed transaction will have neither an adverse effect on MTS's ability to pursue immediate investment or business development opportunities nor a material effect on its current dividend policy

* Not including lease obligations

PROPOSED TENDER OFFER OVERVIEW

Key terms of the Tender Offer

Purchaser

- LLC “Stream Digital”, a direct wholly owned subsidiary of PJSC MTS

Securities Accepted for Tender Offer

- Ordinary shares
- State registration No.: 1-01-04715-A / ISIN: RU0007775219

Maximum Tender Offer Size

- In the aggregate, no more than 83,932,026 Shares, or up to 4.2% of all issued and outstanding Shares, will be purchased pursuant to the Tender Offer

Purchase price

- 95.0 Russian rubles per Share
- The Purchase Price has been set in accordance with the approval granted in principle by the Government Commission

Participation of DR Holders

- Offer is addressed to the holders of Shares only, in order to participate in the Tender Offer, holders of ADRs will need to withdraw the Shares underlying their ADRs prior to submitting Tender Instructions

Payment Currency and Exchange Rate

- Payment in Russian rubles to resident Shareholders
- Payment in Russian rubles, US Dollars, Euros, Chinese renminbi or UAE Dirham (at the sole discretion of the relevant tendering Shareholder but subject to certain terms and conditions) at the relevant CBR exchange rate in effect on the Agreement Date to non-resident Shareholders

Pro-Ration

- If more than the Maximum Number of Shares are validly tendered pursuant to the Tender Offer, Shares subject to such validly tendered Tender Instructions will be purchased on a pro rata, or proportional, basis

Certain exemptions with regard to the Tender Offer

Among other matters, there are certain exemptions, approved in principle by the Government Commission with regard to the Tender Offer, from which the participants of the Tender Offer will benefit

01

Non-resident shareholders whose Shares are held in a Type 'S' Depo Account* will **be able to tender their Shares**

02

Non-resident shareholders whose Shares are held in a Type 'S' Depo Account* and whose Shares have been tendered and accepted for purchase in the Tender Offer **will be able to transfer such Shares to the Depo Account of the Purchaser**

03

Non-resident shareholders whose Shares are held in a Type 'S' Depo Account* and whose Shares have been acquired in the Tender Offer **will be able to receive the total Purchase Price in Russian rubles** or, with respect to non-resident Shareholders only, US Dollars, Euros, Chinese renminbi or UAE Dirham in their bank accounts in the Russian Federation or abroad



It is the Purchaser's understanding that Shareholders who **elect to receive the total Purchase Price in their bank accounts in the Russian Federation may potentially be required to obtain certain other approvals from relevant Russian state authorities** in order to exchange the relevant amount into foreign currencies and/or transfer the relevant amount abroad. **It will be the sole responsibility of the relevant Shareholders to apply for such approvals.**

* or who are otherwise subject to restrictions on transfers due to certain dealings having occurred after 1 March 2022

Timetable of expected events

27 April 2024

12.00 P.M., Moscow time on 28 May 2024

By 3 June 2024

4 June 2024

4 June 2024 – 11 June 2024

11 June 2024 – 19 June 2024

On or about 20 June 2024

- Announcement of the Tender Offer and commencement of the Tender Offer period
- Deadline for submission of Tender Instructions by Shareholders (the Expiration Time)
- Announcement of the Tender Offer results and pro-ration (if any)
- Dispatch of the accepted Tendered Instructions with number of Shares to be purchased (Agreement Date)
- Transfer of Shares accepted for purchase to the Purchaser
- Payment of the Purchase Price for Shares accepted for purchase and transferred to the Purchaser
- Announcement of completion of the Tender Offer

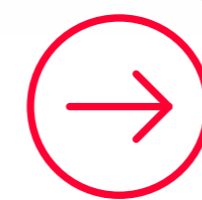
4-Jun-2024:
Agreement Date

Transfer of Shares
Payment for Shares

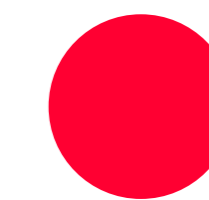
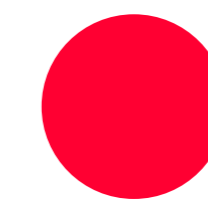
APRIL 2024



MAY 2024



JUNE 2024



27-April-2024:
Announcement

28-May-2024:
Submission Deadline

On or about 20-June-2024:
Announcement of the completion

TENDER OFFER IMPLICATIONS

Expected Implications of the Tender Offer

As a result of the Tender Offer



- MTS's Shareholders will have an opportunity to **reduce or dispose of their shareholdings** in MTS **at the Purchase Price, which has been set in accordance with the approval granted in principle by the Government Commission;**
- MTS's Shareholders whose Shares are held in Type 'S' Depo Account* and whose Shares have been purchased by the Purchaser in the Tender Offer **will be able to receive cash consideration for their Shares;**
- **Shareholders whose rights** to receive dividends or other rights (including the right to dispose of their Shares) **have been restricted** thus negatively affecting the liquidity of Shares **will have an opportunity to obtain a return of capital on their Shares;**
- MTS will **maintain a net debt leverage** of the Group that is **not expected to negatively affect its operations;**
- MTS **does not plan to reevaluate** the Group's **immediate investment opportunities** or its approved **dividend policy;**
- **MTS will remain a public company** with the Shares listed on the Moscow Exchange.

*Or who are otherwise subject to restrictions on transfers due to certain dealings having occurred after 1 March 2022

Expected Implications of the Tender Offer

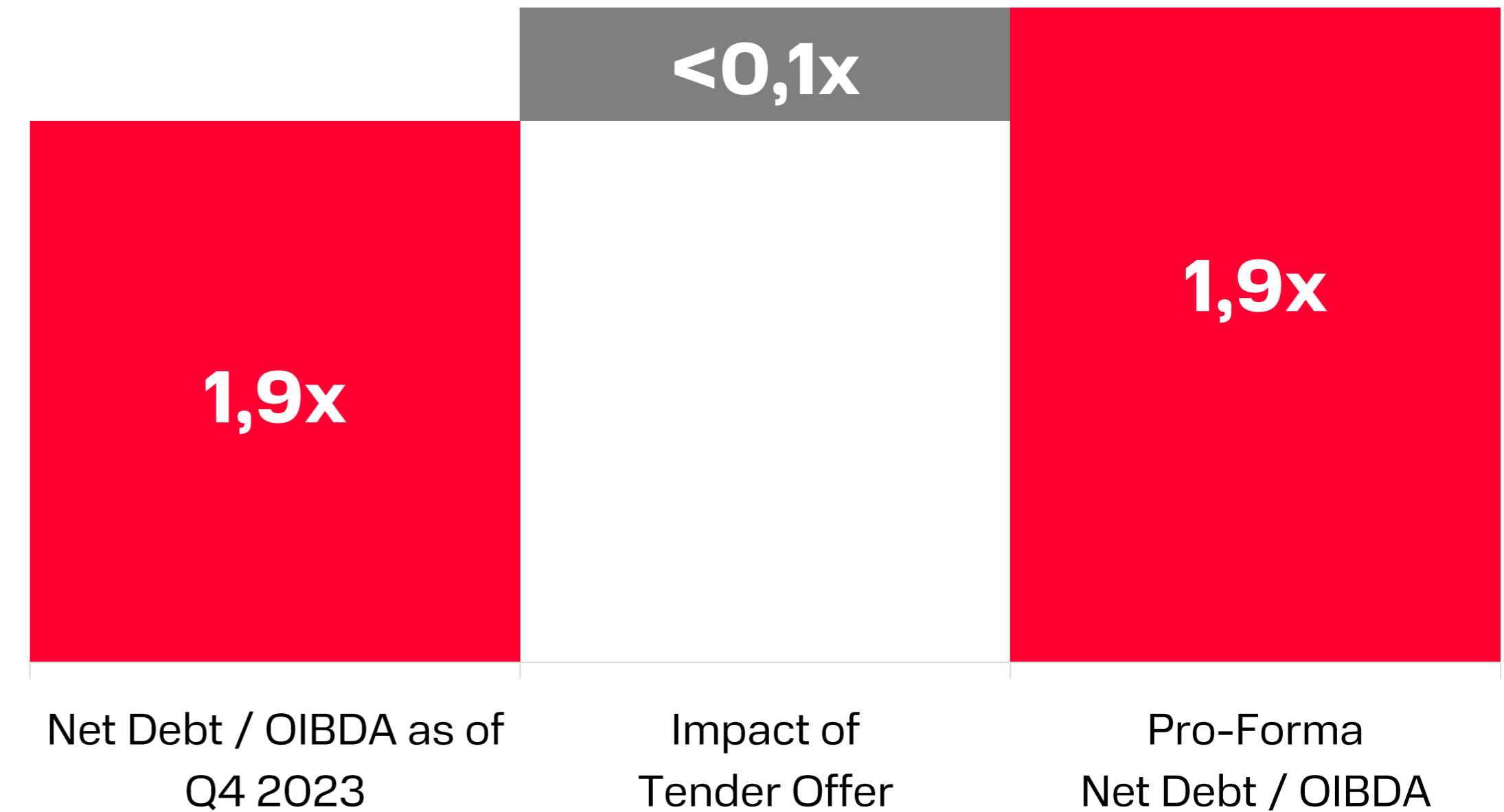
Impact on Net Debt Level*

RUB bn



Impact on Net Debt / OIBDA*

Based on LTM adjusted OIBDA as of 4Q 2023



The Purchaser has entered into an intragroup financing arrangement to finance the acquisition of the Shares in the Tender Offer. To ensure the smooth settlement of the Tender Offer, an amount equivalent to the total Purchase Price with respect to the Maximum Number of Shares has been credited to the Purchaser's bank accounts

*Assuming maximum size of the Tender Offer (4.2% of outstanding ordinary shares), not including lease obligations

HOW TO PARTICIPATE

What Investors Would Need to Do to Participate in the Tender Offer: Submission

01 Step 1. Submission of Tender Instruction

Tender Instructions and other required documents must be submitted to AO Raiffeisenbank, acting as the tender and paying agent **prior to the Expiration Time, 12.00 P.M., Moscow time on 28 May 2024:**

- **in person** in original forms or as notarized copies at the AO Raiffeisenbank office located at: Smolenskaya-Sennaya square 28, Moscow, Russia, or
- **electronically** (in pdf format, as a separate file for each document being sent) at the following email address: tender@mtsgsm.com. Shareholders who submit the Tender Instruction and other documents electronically shall send two originals of the Tender Instruction and originals or notarized copies of other submitted documents by courier or post to LLC “Stream Digital”⁽¹⁾

Documents to be Submitted

FOR SHAREHOLDERS — LEGAL ENTITIES

- Properly **complete and sign Tender Instruction**
- **Constitutional documents** of the shareholder (memorandum, charter, AoA, etc.)
- Documents **certifying the registration** of the shareholder
- Album of **signature specimens of authorized signatories**
- Document **confirming the election or appointment** with the authority to act on behalf of the legal entity⁽²⁾ / **power of attorney**⁽³⁾
- The **passport or other I.D.** of submitter
- An extract from **each depo account** with respect to the number of Shares held by such shareholder as of the date **not more than two (2) Business Days preceding** the date of submission

FOR SHAREHOLDERS — INDIVIDUALS

- Properly **complete and sign Tender Instruction**
- The **passport or other form of identification of the shareholder / representative**⁽⁴⁾
- An extract from **each depo account** with respect to the number of Shares held by such shareholder as of the date **not more than two (2) Business Days preceding** the date of submission
- If applicable, **spousal consent** if required by local law
- Supporting **documents for tax exemptions** as specified in the Tender Offer Memorandum, if applicable



Each non-resident Shareholder must instruct its broker, dealer, bank, custodian, trust company or other nominee who holds the Shares on its behalf to procure that the NSD direct participant includes the following statement in the field “Additional Information” of the transfer instruction relating to the relevant Shares submitted by the NSD direct participant:

“The transfer pursuant to the approval of the Government Commission”

- This is an overview of major steps and procedures. Tendering shareholders should refer to the Tender Offer Memorandum and the Tender Instruction form
- Any documents drawn up in full or in part in a foreign language must be accompanied by a Russian or English translation. The Russian or English translation and/or the signature of the translator must be notarized

(1) At bld. 4A, Vorontsovskaya 8, str., Moscow, 109044, Russian Federation; (2) In case an individual acting on behalf of such shareholder without a power of attorney submits the Tender Instruction; (3) In case an authorized representative submits the Tender Instruction; (4) With the respective power of attorney issued by the shareholder in case an authorized representative submits the Tender Instruction

What Investors Would Need to Do to Participate in the Tender Offer: Transfer of and Payment for Shares

02 Step 2. Announcement of Results and Transfer of Shares

- Within four (4) Business Days following the Expiration Time – Announcement of the results of the Tender Offer and pro-ration (if any)
- On the fifth (5th) Business Day following the Expiration Time – **accepted Tender Instructions countersigned by the Purchaser** and indicating the number of Shares accepted for purchase will be **dispatched to the relevant shareholder's email address (Agreement Date)**
- By no later than the fifth (5th) Business Day following the Agreement Date shareholders should instruct their depositories to transfer accepted Shares to the Purchaser
- By no later than the fifth (5th) Business Day following the Agreement Date Shareholders whose Shares have been accepted for purchase⁽¹⁾ **must transfer the accepted Shares to the Purchaser**

03 Step 3. Payment for Shares

- By no later than the fifth (5th) Business Day after the Shares are transferred to the Purchaser the payment will be made to shareholders
- Payment for the Shares will be:
 - For Russian residents: in Russian rubles only
 - For non-residents: in **Russian rubles, US Dollars, Euros, Chinese renminbi or UAE Dirham** as specified in the Tender Instruction by tendering shareholders
 - In accordance with the terms of the Tender Instructions, non-resident tendering Shareholders shall elect the Priority Currency and may elect one or more Fallback Currencies in which they wish to receive the Total Purchase Price
- The payment will be made to the bank account in Russia or abroad as specified in the Tender Instruction by tendering shareholders

- **This is an overview of major steps and procedures. Tendering shareholders should rely on the Tender Offer Memorandum and the Tender Instruction form**

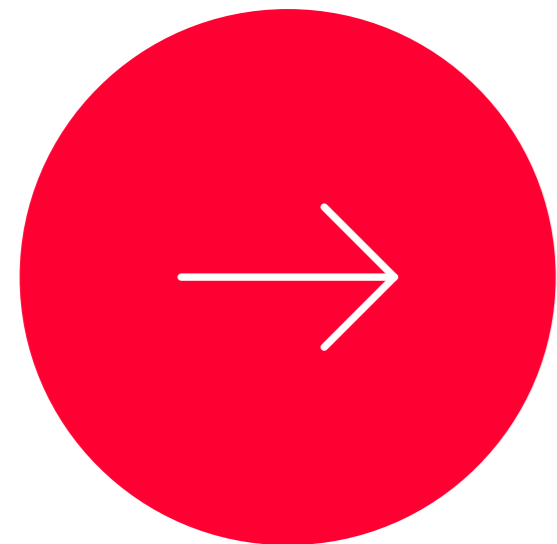
(1) Or their authorized representatives

CONTACT INFORMATION

Contact Information for Queries on the Tender Offer

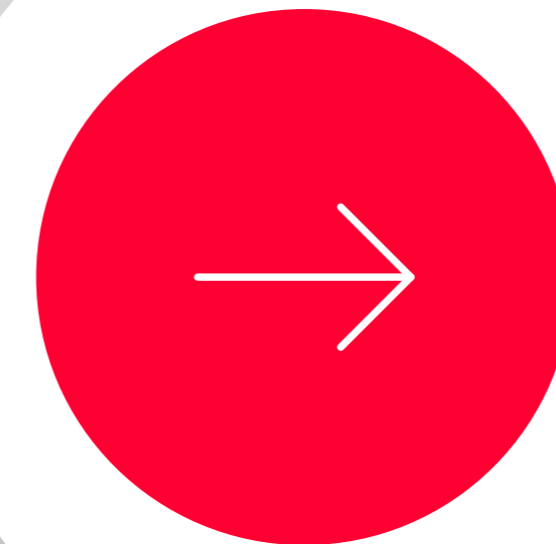


MTS Investor Relations Team



EMAIL

ir@mts.ru & kazna@mts.ru

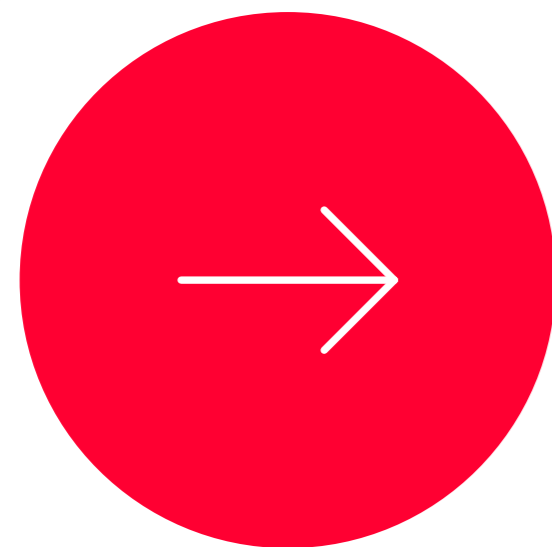


WEBSITE

https://ir.mts.ru/tender_offer

Contact Information to Tender Instructions and Supporting Documents

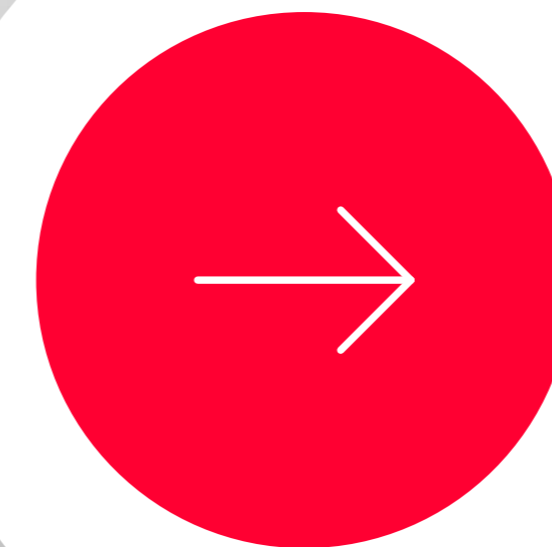
In Original Forms



AO Raiffeisenbank office:

- Smolenskaya-Sennaya square 28, Moscow, Russia

Electronically



tender@mtsgsm.com