

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

May 18, 2023, Minutes 348

**REGULATIONS  
ON STRATEGY COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF MOBILE TELESYSTEMS  
PUBLIC JOINT STOCK COMPANY**

**(Version 5)**

## **1. GENERAL PROVISIONS**

- 1.1. This Statute has been developed according to the current laws, Charter and internal documents of Mobile TeleSystems Public Joint Stock Company (hereinafter referred to as PJSC MTS or Company).
- 1.2. This Regulations lays down the status, objectives and functions of the Strategy Committee of the Board of Directors of PJSC MTS (hereinafter referred to as Committee), the procedure for its formation and termination of its powers, rights and obligations of its members, organization of its work and decision-making procedure.
- 1.3. The Committee is a subsidiary collective advisory body of the Company's Board of Directors. The Committee is not the Company's governing body and the Company assumes no civil rights and obligations through the Committee.
- 1.4. The Committee has been created with the purpose to improve the long-term performance of the Company and to provide open discussion and analysis of strategic issues related to the Company's business development, and elaboration of recommendations to the Board of Directors of the Company.
- 1.5. The Committee performs preliminary exploration of the issues concerning the Company's development strategy to be reviewed at the meetings of the Company's Board of Directors, and, if necessary on issues to be reviewed by other management bodies of the Company and Committees of the Board of Directors as well as issues concerning budgeting and financial modelling of the Company. Any decisions taken by the Committee shall serve as guidelines for the Company's Board of Directors.
- 1.6. In their activities the Committee members shall be guided by the effective legislation of the Russian Federation, the Company's Charter and internal regulations, Corporate Governance Code<sup>1</sup>, decisions of the Company's governing bodies and this Regulations.

## **2. TASKS AND FUNCTIONS OF THE COMMITTEE**

- 2.1. The main objectives of the Committee are:
  - 2.1.1. Improve the efficiency and quality of work of the Board of Directors in the field of strategic governance, budgeting and financial modelling through preliminary exploration of certain issues falling within the competence of the Board of Directors and elaboration of recommendations to the Board of Directors;
  - 2.1.2. Develop and improve strategic governance in the Company.
- 2.2. The main functions of the Committee are:
  - 2.2.1. Discussion and analysis of strategic issues by instruction of the Board of Directors of the Company.
  - 2.2.2. Discussion and approval of organization plans and content of the strategic governance cycle in the Company and its Subsidiary Companies<sup>2</sup> (hereinafter – SC).
  - 2.2.3. Exploration of planned mergers and acquisitions and investment projects of the Company and its SCs upon request or decision of the Board of Directors.
  - 2.2.4. Control over implementation of decisions taken by the Board of Directors on the issues concerning strategic governance of the Company and its SC by instruction of the Board of Directors of the Company.
  - 2.2.5. Promoting the budgeting process and financial modelling of the Company:

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<sup>1</sup> Corporate Governance Code, recommended for implementation by the Bank of Russia (Letter No. 06-52/2463 dated 10.04.2014).

<sup>2</sup> Subsidiary Company in this Statute means a company, in the authorized capital of which PJSC MTS directly or indirectly owns more than 20% of shares (participatory interests).

- 2.2.5.1. Consideration of the draft budget of the Company's operating income and expenses and approval thereof before proposing the same for consideration of the Company's Board of Directors.
- 2.2.5.2. Consideration of the draft investment budget of the Company and approval thereof before proposing the same for consideration of the Company's Board of Directors.
- 2.2.5.3. Monitoring of the Company's financial position.
- 2.2.5.4. Supervision over the Company performance efficiency and consideration of proposals on the Company performance improvement.
- 2.2.5.5. Preliminary consideration of any other issues related to the Company's activities in the field of budgeting and management of the Company's budget.
- 2.2.6. Preliminary consideration of transactions in financial instruments to be approved by the Company's Board of Directors:
  - 2.2.6.1. Offering, acquisition, repurchase of the Company's equity securities for the amount exceeding USD 100,000,000 (one hundred million) in rubles equivalent at the exchange rate of the Central Bank of the Russian Federation as on the determination date.
  - 2.2.6.2. Fund raising transactions, derivative transactions, other similar transactions in financial instruments totaling to over USD 100,000,000 (one hundred million) in rubles equivalent at the exchange rate of the Central Bank of the Russian Federation as on the determination date.

### **3. COMMITTEE COMPOSITION AND FORMATION PROCEDURE**

- 3.1. Personal composition of the Committee is formed from among members of the Board of Directors, employees of the Company and third-party specialists.
- 3.2. The Committee consists of at least three (3) members.
- 3.3. The number of the Committee members and its personal composition shall be approved by the decision of the Board of Directors.
- 3.4. Issues on approval of the quantitative and personal composition of the Board of Directors' Committee shall normally be subject to consideration at the first meeting of the newly elected Board of Directors of the Company.
- 3.5. The powers of the Committee members shall terminate immediately upon termination of powers of the members of the Company's Board of Directors. The powers of all members of the Committee as well as of any of the members of the Committee may be terminated any time by the decision of the Board of Directors.
- 3.6. The Board of Directors may from time to time make a decision to increase (decrease) the number of the Committee members or to elect new members into the Committee.
- 3.7. The Board of Directors shall appoint the Chairman of the Committee responsible for management of activities carried out by the Committee. Deputy Chairman of the Committee who exercises the functions and powers of the Chairman of the Committee where the latter is incapable of participating in the meeting of the Committee may also be appointed by the decision of the Board of Directors.
- 3.8. Company employees, representatives of shareholders, as well as other persons (specialists, experts, etc.) may be engaged in the Committee's work.
- 3.9. The Chairman of the Committee, Secretary of the Committee as well Committee members can abnegate powers by sending a corresponding application to the Committee Chairman and the Chairman of the Board of Directors.

#### 4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE MEMBERS

- 4.1. The Committee members shall be entitled to:
  - 4.1.1. request and receive information and documents related to issues within the Committee's competence from the Company's officials, the Board of Directors, the Management Board, the President of the Company, the Auditing Commission, external and internal auditors of the Company;
  - 4.1.2. require to convene the Committee meeting, raise issues for consideration by the Committee;
  - 4.1.3. require that his/her special opinion be added to the minutes of the Committee meeting;
  - 4.1.4. use the services of external advisors as agreed upon with the Committee Chairman.
- 4.2. The Committee members shall be obliged to:
  - 4.2.1. attend (participate in) the meetings of the Committee and take an active part in preparing and discussing the issues considered at the Committee meetings;
  - 4.2.2. participate in decision making by the Committee by voting on issues on agenda of the Committee meetings;
  - 4.2.3. take reasonable decisions, for which purpose examine any relevant information (materials), carry out investigations and bring any information related to the decisions taken to the knowledge of all Committee members;
  - 4.2.4. inform the Committee Chairman on inability of personal participation in a regular meeting stating the reasons;
  - 4.2.5. act reasonably and in good faith to the benefit of the Company's shareholders and all parties concerned when taking decisions;
  - 4.2.6. fulfill the assignments of the Committee Chairman;
  - 4.2.7. refrain from disclosing, as required by the Company's in-house documents, any data treated as confidential information and trade secret which became known to them, to keep confidential any issues under discussion, neither to disclose the insider information to third parties nor to use such information for personal purposes and for the purposes of their affiliates.
  - 4.2.8. avoid actions able to compromise the Committee or professionalism of its members;
  - 4.2.9. agree upon with the Chairman of the Board of Directors, the Committee Chairman any of their actions taken on behalf of the Company or of the Committee.
- 4.3. A member of the Committee must abstain from:
  - 4.3.1. any actions, which will result or may result in a conflict of interest, and if such a conflict arises, he (she) shall disclose information thereof to the Secretary of the of Board of Directors of PJSC MTS with the following actions to settle the conflict of interest under the procedure provided for by internal documents and local regulations of PJSC MTS<sup>3</sup>;
  - 4.3.2. voting upon the issues, where he (she) has a personal interest. The member of the Committee must immediately disclose to the Committee the fact of this interest and its reasons through the Chairman or Secretary of the Committee.
- 4.4. The Committee may engage and, at its discretion, use the services of independent advisers, consultants and experts necessary for the Committee to perform its duties. For participation in the work of the Committee, these persons may receive remuneration, the amount of which is determined by the decision of the Committee in consultation with the Vice President for HR of MTS PJSC.

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<sup>3</sup> Administration of a conflict situation of the Committee members shall be performed according to Policy "Conflict of Interest Management in PJSC MTS".

- 4.5. The Committee members shall be liable to the Company's Board of Directors for quality and results of implementing the decisions taken by the Committee or of fulfilling the assignments of the Committee Chairman.

## **5. CHAIRMAN AND SECRETARY OF THE COMMITTEE**

- 5.1. The Chairman of the Committee shall be responsible for the Committee performance and achievement of the target goals.
- 5.2. The Chairman of the Committee shall:
- 5.2.1. provide for the Committee's Action Plan being developed and submitted for approval by the Committee;
  - 5.2.2. arrange for the work and convene the meetings of the Committee, and preside over them;
  - 5.2.3. determine the holding form, date, time, venue and agenda of the meetings of the Committee;
  - 5.2.4. determine the list of persons to be invited to participate in the meeting of the Committee;
  - 5.2.5. arrange for taking minutes of the Committee meetings and sign the minutes of the Committee meetings;
  - 5.2.6. allocate duties among the Committee members;
  - 5.2.7. give assignments to the Committee members related to the need for a more detailed consideration of the issues and to preparation of materials to be considered at the meeting of the Committee;
  - 5.2.8. report to the Company's Board of Directors on the performance of the Committee;
  - 5.2.9. maintain control over execution of the decisions taken;
  - 5.2.10. exercise other functions arising out of the goals and essence of the Committee's performance.
- 5.3. The Secretary of the Committee shall be approved by the decision of the Committee as advised by the Chairman of the Committee. If the Secretary is absent at the meeting of the Committee, his (her) duties shall be performed by the Secretary of the Board of Directors or a person appointed by the members of the Committee at the meeting. Within his/her powers the Secretary of the Committee shall:
- 5.3.1. prepare the Action Plan of the Committee based on the proposals made by the members and the Chairman of the Committee;
  - 5.3.2. as agreed upon with the Chairman of the Committee prepare and submit to the members of the Committee the notices on forthcoming meetings and materials on agenda-related issues presented by responsible persons;
  - 5.3.3. collect voting bulletins in case of the Committee holding meeting in absentia;
  - 5.3.4. prepare draft minutes of the Committee meeting, prepare and sign the extracts from the minutes of the Committee meetings;
  - 5.3.5. provide for safekeeping of copies of minutes and materials of the meetings held by the Committee;
  - 5.3.6. settle technical and procedural issues of the Committee's relations with bodies and officials of the Company;
  - 5.3.7. fulfill the assignments of the Committee Chairman.

## **6. MANAGEMENT OF THE COMMITTEE ACTIVITIES**

- 6.1. The Committee shall carry out its activities based on this Regulations and the Action Plan of the Committee approved in accordance with clauses 6.2–6.4 hereof.
- 6.2. The Action Plan of the Committee shall be drawn up for a period of one calendar year with due account of the action plan of the Board of Directors and the proposals made by the Chairman and members of the Committee. The Action Plan of the Committee is generally subject to approval at the first meeting of the newly elected Committee.
- 6.3. The Committee meetings shall be held in accordance with the Action Plan of the Committee and as may be required, as well as upon an initiative of the Chairman of the Committee, a proposal of any the members of the Committee, Board of Directors, or the President of the Company but at least once in 6 months.
- 6.4. The Action Plan of the Committee may be amended by decision of the Committee based on the proposals submitted by the Committee members.
- 6.5. By decision of the Committee Chairman, other persons may be invited to take part in the meeting. Members of the Board of Directors who are not members of the Committee may participate in any meeting of the Committee subject to agreement with the Committee Chairman.
- 6.6. Agenda for the Committee's meeting shall be determined by the Chairman of the Committee. Agenda may include, if necessary, review of the results of previous meeting.

Any Committee member is entitled to initiate inclusion of an item on the agenda of the Committee's meeting.

Members of the Board of Directors who are not members of the Committee, the President of the Company, members of the Audit Commission of the Company, as well as experts engaged in the activities of the Committee may contact the Chairman of the Committee with a proposal to consider any issue within the competence of the Committee. Such an issue should be considered either at the next scheduled working meeting of the Committee, or, if the issue is of particular importance and its consideration is urgent, at an extraordinary meeting of the Committee.
- 6.7. In order to ensure the efficient organization of the Committee's work and the highest quality preparation for the Committee meetings, the Secretary of the Committee should strive to ensure that the agenda of the planned meeting of the Committee, draft materials on agenda items and (or) draft decisions are discussed by him in advance (preferably 14 calendar days in advance) with the Chairman of the Committee at working meetings with the involvement, if necessary, of persons responsible for the preparation of materials on the agenda items.

## **7. PROCEDURE FOR HOLDING MEETINGS OF THE COMMITTEE**

- 7.1. Notice of the forthcoming meeting of the Committee shall be sent via email by the Committee Secretary to Committee members not later than five (5) calendar days before the meeting date. Notice of the forthcoming Committee meeting shall contain notification to the members of the Committee about the need to inform about their conflict of interest on the issues on the agenda of the meeting. Materials on issues on the agenda of the Committee meeting shall be provided to the Secretary of the Committee by a person responsible for preparing an issue not later than three (3) calendar days before the meeting date, in the form of a presentation or otherwise. Materials on issues on the agenda shall contain a necessary and sufficient amount of information allowing Committee members to take a reasoned and impartial decision on an issue on the agenda, as well as information available to the Company about the existence of a conflict of interest among members of the Committee on issues included in the agenda of the Committee meeting, and recommendations of the Company (including the Department of Business Ethics and

Compliance) on the procedure for resolving conflicts of interest. If information about a conflict of interest of member of the Committee was disclosed by a member of the Committee after the distribution of materials for a meeting of the Committee, and information about a conflict of interest was not included in the materials, information about such a conflict of interest and recommendations on the procedure for resolving such a conflict of interest are provided to the members of the Committee by the Secretary of the Committee in addition to the previously provided materials. If information on the existence of a conflict of interest is disclosed by a member of the Committee directly during a meeting of the Committee, such information is communicated by the Chairman of the Committee to the members of the Committee orally directly during the meeting prior to the discussion of the issue on which the member of the Committee has a conflict of interest, about which a corresponding note is made in the protocol, as well as information on the measures taken to resolve the conflict of interest.. Materials shall be provided by the Committee Secretary to the Committee members not later than two (2) calendar days before the date of the Committee meeting. Materials on issues on the agenda of the Committee meeting shall be uploaded to the Electronic Document Management System to support activities of collective management bodies of the Company, and (or) sent to the Committee members by email.

- 7.2. If the time limit for materials circulation to the Committee members as set forth in clause 7.1 hereof cannot be met due to the absence of materials (inadequate quality of material preparation) on the agenda issues, the Committee Secretary shall immediately inform the Committee Chairman thereof and make a proposal to delete the issue (issues) concerned from the agenda of the Committee meeting. After examination of materials, the Committee Chairman may decide to delete the issue (issues) concerned from the meeting agenda, to cancel or to re-schedule the Committee meeting. Notice of deletion of a corresponding issue (issues) from the meeting agenda, cancellation or postponement of the Committee meeting shall be prepared by the Committee Secretary, as instructed by the Chairman, and sent to Committee members.
- 7.3. In exceptional circumstances, it is allowed that the notice of the Committee meeting and materials on issues on the agenda are sent within the term shortened by a decision of the Chairman of the Committee.
- 7.4. Committee meetings may be conducted in the form of joint attendance of Committee members (in-person meeting) or in the form of absentee voting on issues on the agenda of the meeting (meeting in absentia).
- 7.5. A Committee meeting is quorate (has a quorum), if the majority of elected Committee members are present at (participate in) the meeting.
- 7.6. An in-person meeting shall be opened by the Chairman of the Committee.
- 7.6.1. The Committee Secretary shall determine the presence of a quorum to hold an in-person meeting. When determining a quorum, the participation of a Committee member in the meeting through audio or video conference or by phone shall be taken into account. When determining a quorum and results of voting on issues on the agenda of an in-person Committee meeting, a written opinion of an absent Committee member shall be taken into account. The written opinion shall be drafted in accordance with the form provided in Appendix 1 hereof and signed by the member of the Committee with the printed name.
- 7.6.2. At an in-person meeting, the Chairman of the Committee shall inform attendees of the presence of a quorum to hold the meeting of the Committee, and read out the agenda of the meeting.
- 7.6.3. If there is no quorum, the meeting shall be announced to be non-quorate. Whereupon the Chairman of the Committee shall take one of the following decisions:
  - (i) determine the time to which the meeting has to be postponed, through consultation with attendees;
  - (ii) determine the date of a repeated Committee meeting which agenda includes issues to be considered;

- (iii) put issues that had to be considered at the failed Committee meeting on the agenda of the next planned meeting of the Committee.
- 7.7. The decision to hold a Committee meeting in the form of absentee voting shall be taken by the Chairman of the Committee.
- 7.7.1. When the Committee meeting is held in absentia, the voting ballots drawn up in accordance with Annex 2 hereto shall be sent to the Committee members, together with other materials on agenda issues.
- 7.7.2. The completed and signed voting ballot shall be submitted by the Committee member to the Secretary of the Committee not later than the date and time where the receipt of voting ballots is completed, by fax or email, in scanned form, with subsequent sending the original ballot to the address specified in the notice of the meeting of the Committee.
- 7.7.3. Committee members whose completed voting ballots were received not later than the date and time where the receipt of voting ballots is completed shall be deemed to have participated in the meeting in absentia.
- 7.7.4. Unsigned voting ballot, as well as a ballot received by the Company after the expiration of the deadline specified in the notice shall not be taken into account in determining a quorum, vote counting and summarizing absentee voting results.
- 7.8. Decisions at Committee meetings shall be taken by a simple majority of votes of elected Committee members. A Committee member has only one vote when he/she takes a decision at the meeting. In case of equally divided votes the vote of the Chairman shall be decisive. The transfer of a vote by a Committee member to another Committee member or any other person is not allowed.
- 7.9. The Secretary of the Committee shall take meeting minutes based on the meeting results. Minutes of the meeting shall contain the following details:
- (i) date, time and venue of the meeting;
  - (ii) composition of meeting participants, including Committee members and invited persons;
  - (iii) agenda of the meeting;
  - (iv) suggestions and comments raised in the course of discussing issues under consideration;
  - (v) results of voting on issues under consideration, and decisions taken.
- 7.10. Draft minutes of the Committee meeting shall be drawn up by the Secretary of the Committee not later than three (3) business days after the date of the meeting. Minutes of the meeting approved by the Chairman of the Committee shall be drawn up and signed by the Chairman and the Secretary of the Committee not later than within five (5) business days after the meeting. The minutes may be signed either in handwriting or by electronic signature of the persons mentioned in this item. Documents adopted (approved) by resolution of the Committee, and in case of absentee voting, voting ballots shall be appended to the Minutes of the Committee meeting.
- 7.11. A Committee member who has a special opinion on an issue on the agenda may send his/her special opinion to the Chairman of the Committee. Such opinion shall be prepared by the Committee member and shall be handed over to the Secretary of the Committee not later than the business day following the date of the Committee meeting. Special opinion shall be appended to the minutes of the Committee meeting.
- 7.12. Not later than within six (6) working days from the date of the meeting of the Board of Directors, a scanned copy of the minutes shall be put into the electronic document management system to serve the activities of the collegial management bodies of the Company.
- 7.13. Original minutes, together with annexes and voting ballots (in case of meeting in absentia), shall be transferred to the Secretary of the Board of Directors of the Company for storage not later than within six (6) business days after the minutes have been executed and signed.



- 7.14. In the event that decisions made at a meeting of the Committee affect issues attributed to the competence of management bodies and (or) other committees of the Board of Directors besides the Board of Directors, the Secretary of the Committee, within the time period specified in item 7.13 of these Regulations, sends the minutes (extract from the minutes) to such bodies (committees) for making the necessary decisions.
- 7.15. The Committee shall approve and provide a report on its activities to the Board of Directors of the Company on an annual basis. Usually, the report on the Committee's activities shall be provided and reviewed at the last meeting of the Committee before the General Shareholders' Meeting of the Company, which agenda includes the issue on election of new members of the Board of Directors.

## **8. FINAL PROVISIONS**

- 8.1. This Regulations, as well as any amendments and additions hereto shall be approved by resolution of the Board of Directors under the procedure prescribed by the Charter and internal regulation of the Company governing activities of the Board of Directors.
- 8.2. The Statue on the Committee, information on the personal composition of the Committee by the decision of the Chairman of the Committee, agreed with the Chairman of the Board of Directors, can be posted on the Internet page used by the Company for information disclosure. The Secretary of the Committee shall be responsible for organizing the placement and compliance of the information specified in this clause with the adopted decisions of the Board of Directors of the Company.
- 8.3. If, as a result of changes in the legislation of the Russian Federation and (or) the Charter of the Company, the provisions of the Regulations conflict with the requirements of the legislation of the Russian Federation and (or) the Charter of the Company, the provisions of the legislation of the Russian Federation and (or) the Charter of the Company shall apply.

**Annex 1**  
**to Regulations on Strategy Committee**  
**of the Board of Directors of MTS PJSC**

**WRITTEN OPINION**

**of the member of the Strategy Committee of the Board of Directors of MTS PJSC who  
is absent from the meeting**

Concerning meeting as of \_\_\_\_\_

<b>Agenda item No. __:</b> _____			
<b>Resolution:</b> _____			
<b>Voting options:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>

*Mark (circle) the voting option selected by you, leave the unnecessary options unchanged.*

**Commentaries** *(to be filled at the discretion of the member of the Committee):*

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Hereby I ask to enter the above comment into the Minutes as my special opinion	
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*(check the box or leave the field blank)*

**A written opinion received after the expiry of the date and time of the meeting is invalidated and is not taken into account when determining the voting results.**

**Member of the Strategy Committee  
of the MTS PJSC Board of  
Directors**

\_\_\_\_\_

signature

full name

**Annex No. 2  
to Regulations on Strategy Committee  
of the Board of Directors of MTS PJSC**

**BALLOT**

**for voting on issues on the agenda of the absentee meeting  
of the Strategy Committee of the Board of Directors of MTS PJSC**

Deadline for accepting voting ballots: \_\_\_\_\_

Address to send voting ballots: by fax \_\_\_\_\_ or via e-mail: \_\_\_\_\_ with  
subsequent provision of an original document to the Company at the address:  
\_\_\_\_\_.

<b>Agenda issue No. ___:</b> _____			
<b>Decision:</b> _____			
<b>Voting options:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAINED</b>

*Mark (circle) the voting option you have chosen, leave the improper options unchanged.*

**The voting ballot that was delivered after expiration of the deadline for accepting  
voting ballots shall be declared invalid and shall be disregarded in determining  
voting results.**

**Member of the Strategy Committee  
of the MTS PJSC Board of  
Directors**

\_\_\_\_\_

signature

full name