

APPROVED

by the General Meeting of Shareholders  
of Mobile TeleSystems  
Public Joint Stock Company

January 31, 2025, Minutes No.57

**REGULATIONS**  
**ON THE AUDITING COMMISSION**  
**of Mobile TeleSystems**  
**Public Joint Stock Company**

## **1. GENERAL PROVISIONS**

- 1.1. The Regulations on the Auditing Commission of Mobile TeleSystems Public Joint Stock Company (hereinafter "MTS PJSC" or the "Company") is developed in accordance with the legislation of the Russian Federation and the Company's Charter.
- 1.2. The Regulations on the Auditing Commission of Mobile TeleSystems Public Joint Stock Company (hereinafter the "Regulations") is the Company's internal document which determines the legal status, object of activity, competence, formation procedure, basic tasks of and regulations for the Company's Auditing Commission (hereinafter the "Auditing Commission") and also determines the rights and responsibilities of the Auditing Commission members.
- 1.3. The Auditing Commission shall be an elected body working on a permanent basis. The Auditing Commission shall supervise, on a regular basis, the financial and business activities of the Company, the activities of its managerial bodies and officers (including the Company's stand-alone units, departments, branches and representative offices) by means of documentary and actual verification of:
  - legality, feasibility and efficiency (expediency) of the Company's business and financial operations during the period under audit;
  - completeness and accuracy of recognition of business and financial operations in the Company's management documents;
  - legality, feasibility and efficiency of actions of the officers of the Company's managerial bodies and head executives of its structural units (departments, branches, representative offices) from the point of view of compliance with the law of the Russian Federation, the Company's Charter, approved plans, programs and other internal documents of the Company.
- 1.4. In its activity the Auditing Commission shall follow the rules established by the Russian law, the Company's Charter, other internal documents of the Company and the Regulations.
- 1.5. The Auditing Commission shall be independent from the officers of the Company's managerial bodies and shall report only to the General Meeting of the Company's Shareholders.
- 1.6. The Auditing Commission shall respond to the General Meeting of Shareholders for reliability and neutrality of audit results.
- 1.7. The Company's officers, heads of structural and stand-alone units (departments, branches and representative offices) shall provide assistance to the Auditing Commission in carrying out the audits.

## **2. FORMATION OF THE AUDITING COMMISSION**

- 2.1. The size of the Auditing Commission shall be determined by the resolution of the General Meeting of Shareholders. The Auditing Commission shall consist of at least three (3) members.
- 2.2. Members of the Auditing Commission shall be elected at the Annual General Meeting of Shareholders for a period until the next Annual General Meeting of Shareholders from candidates nominated in the established order by Shareholders that have in their ownership at least 2% of the Company's voting shares and included by the Company's Board of Directors in the list of candidates put to vote in elections to the Auditing Commission.
- 2.3. The Company's Board of Directors may include candidates in the list of candidates for election to the Auditing Commission in quantity not exceeding the number of the members of the Auditing Commission.

- 2.4. Candidates who got the majority of votes of Shareholders—owners of voting shares participating in the General Meeting of Shareholders shall be considered elected to the Auditing Commission.
- 2.5. Candidates to the Auditing Commission shall confirm in writing their consent for election to the Auditing Commission of the Company and consent to processing of their personal data (in the form set out in Annex No. 1 hereto)..
- 2.6. Members of the Auditing Commission may not at the same time be members of the Board of Directors or hold other offices in the Company's managerial bodies.
- 2.7. Information on the candidates to the Auditing Commission and information on the existence or lack of their written consent for election to the Auditing Commission shall be made available to Shareholders in the course of preparation for the General Meeting of Shareholders.
- 2.8. Persons elected to the Auditing Commission may be reelected unlimited number of times.
- 2.9. Shares owned by members of the Company's Board of Directors or by persons holding offices in the Company's managerial bodies may not participate in voting in election of members of the Auditing Commission.
- 2.10. The Auditing Commission may be reelected at the Extraordinary General Meeting of Shareholders. The Extraordinary General Meeting of Shareholders whose agenda includes an item on the election of the Auditing Commission members may not be conducted by way of remote voting.
- 2.11. Powers of any member of the Auditing Commission (all members of the Auditing Commission) may be early terminated by a resolution of the Extraordinary General Meeting of Shareholders. The Extraordinary General Meeting of Shareholders is entitled to decide on the early termination of powers of all members of the Auditing Commission only in parallel with the election of a new Auditing Commission.
- 2.12. In case of early termination of powers of any member of the Auditing Commission or his resignation from the Auditing Commission the powers of remaining members of the Auditing Commission shall not be terminated.
- 2.13. In case the Company's Auditing Commission or some of its members are elected at the Extraordinary General Meeting of the Company's Shareholders, the Auditing Commission (its members) shall be considered elected till the date of the Annual General Meeting of the Company's Shareholders.
- 2.14. Members of the Auditing Commission during the period of their office may get remuneration and/or compensation for expenses related with performance of their duties. The amount of such remuneration and compensation shall be determined by the resolution of the General Meeting of Shareholders following recommendations of the Company's Board of Directors.
- 2.15. Organization and management of the Auditing Commission activity shall be the responsibility of its Chairman. The Chairman of the Auditing Commission shall be elected from among its members at the first meeting and may be reelected at any time by a majority of votes of the total number of elected members of the Auditing Commission.

### **3. FUNCTIONS AND TASKS OF THE AUDITING COMMISSION**

- 3.1. The Auditing Commission, within the scope of its competence determined by the existing law and the Company's Charter, shall:
  - 3.1.1. Perform planned documentary audit of financial and business activities of the Company based on results of operations for the year as well as non-planned documentary audits on its own initiative, in accordance with resolutions (instructions) of the General Meeting of Shareholders, Board of Directors or at request of the Company's Shareholder(s) owning in aggregate at least 10% of the Company's voting shares;

- 3.1.2. Draw up an opinion based on audit results which shall include:
- information on facts of infringement by the Company of: legal acts of the Russian Federation, accounting and financial reporting procedures established by legal acts of the Russian Federation, approved internal documents of the Company, budgets, cost estimates, plans and programs;
  - confirmation of reliability of data contained in the Company's annual report, annual accounting reports, financial statements and other financial documents of the Company;
  - estimation of expediency and efficiency of financial and business transactions made by the Company;
  - proposals on improvement of the Company's financial and business management systems and internal supervision systems;
  - proposals on measures that will help to strengthen the Company's financial and economic position;
- 3.1.3. Request the calling of the meeting of the Company's Board of Directors;
- 3.1.4. Request the calling of the Extraordinary General Meeting of the Company's Shareholders;
- 3.1.5. Make arrangements for calling the Extraordinary General Meeting of Shareholders in cases provided for by Article 55 of the Federal Law on Joint Stock Companies;
- 3.1.6. Elect the Chairman and the Secretary of the Auditing Commission;
- 3.1.7. Develop and approve its work plan for a period until the Annual General Meeting of the Company's Shareholders;
- 3.1.8. Develop on its own a form and procedure for planned and non-planned inspections (audits) and for the preparation of an opinion based on audit results;
- 3.1.9. Exercise supervision over the elimination of breaches and drawbacks revealed in the course of audits, over the implementation of the Auditing Commission's recommendations and plan of actions aimed at the elimination of breaches and drawbacks;
- 3.1.10. Take decisions on carrying out non-planned inspections on the initiative of the Company's executive management bodies.
- 3.2. Issues of inspections carried out by the Auditing Commission shall be the following:
- 3.2.1. Observance by the Company of legal acts of the Russian Federation in its financial and business operations, accounting and financial reporting; reliability of data contained in reports and other financial documents of the Company; observance by officials of the Company's economic interests and other issues including:
- completeness and reliability of presentation of the Company's capital, property and transaction parameters in the Company's documents;
  - observance by the Company's officials of the laws in force and of the economic interests of the Company when entering into transactions, especially transactions that require a preliminary approval thereof by the Company's Board of Directors and by the General Meeting of Shareholders (i. e . major transactions and transactions in whose completion there is an interest) as well as other transactions that require a preliminary approval by the Board of Directors, including transactions not provided for by the Company's financial and business plan (budget);
  - implementation of approved plans, budgets, cost estimates; observance of established limits;
  - safety of monetary funds and property, integrity of property and non-property rights, efficiency of use of assets and other resources of the Company, identification of nonproductive expenses and losses;

- compliance of prices for the property acquired/sold by the Company with market prices;
  - soundness of the Company's accounts payable, timely performance of the Company's obligations (payments to creditors and payments to the budget, etc.);
  - soundness of the Company's accounts receivable and timeliness of recovery thereof;
  - results of inventory auditing, compliance between results of physical inventory count and primary accounting data;
  - soundness of posting expenses to the cost of products (works, services);
  - soundness of penalties applied to the Company;
  - audit of correctness of forming the Company's financial results and reflection thereof in the Profit and Loss Statement;
  - audit of document processing, management and storage.
- 3.2.2. Evaluation of the Company's current financial status and financial status indicators, identification of symptoms of bankruptcy;
- 3.2.3. Fulfillment of resolutions of the General Meeting of Shareholders and of the Board of Directors;
- 3.2.4. Verification of competence of resolutions adopted by the Company's Board of Directors, their compliance with resolutions of the General Meeting and the Company's Charter;
- 3.2.5. Verification of compliance of resolutions adopted by the Company's executive management bodies in respect of financial and business activities with resolutions of the Board of Directors, General Meeting and with the Company's Charter;
- 3.2.6. Elimination by the Company's executive management bodies of drawbacks indicated in previous audit reports;
- 3.2.7. Other issues depending on specific aspects of financial and business activities of the Company whose auditing would allow to reduce risks in financial and business operations of the Company and to improve its financial indicators.

#### **4. RIGHTS, OBLIGATIONS AND RESPONSIBILITIES OF THE AUDITING COMMISSION**

- 4.1. The Auditing Commission, when performing its functions, shall have the right:
- 4.1.1. To enter without hindrance into all office premises of the Company, to inspect storage areas and to check the existence and safety of the Company's property, monetary funds and documents; to get an access to all documents of the Company (accounting and financial documents, plans, reports, references, cost estimates etc.);
- 4.1.2. To receive from heads of the Company's managerial bodies, heads of structural divisions (departments, branches and representative offices), materially-responsible persons and the Company's employees verbal and written explanations and information in respect of questions that may arise in the course of inspection;
- 4.1.3. On the basis of power of attorney issued by the General Director of the Company, to verify settlements with the Company's debtors and creditors, to get familiarized with the Company's banking documents at the place of their keeping in banks (if necessary and if possible);
- 4.1.4. To exercise supervision over the existence, flow, completeness and reliability of recognition in accounting and reporting documents of the property and monetary funds, formation of expenses and revenues, production volumes, works carried out and services provided;
- 4.1.5. To give instructions to officers of the Company's executive management bodies, to heads of structural divisions (departments, branches and representative offices), materially-responsible persons on taking immediate measures with respect to revealed breaches if a

failure to take such measures may result in loss of valuables, documents or give way to further abuses;

- 4.1.6. To be present at inventory taking and to request the Company's executive management bodies to carry out a non-planned general or partial inventory check of the Company's property and transactions (fixed assets, inventories, settlements with customers and suppliers, securities, monetary funds etc.);
- 4.1.7. To receive from officers of the Company's management bodies, heads of the Company's structural divisions and its materially-responsible persons the documents needed by the Auditing Commission in connection with the subject of the audit (created in the process of the Company's operations or in the process of work of its management bodies or connected with (related to) the Company's operations or the work of its management bodies, including but not limited to, the following documents:
- foundation, registration, constitutive, planning, reporting, accounting, financial, managing and other documents;
  - minutes of meetings of the Company's management bodies (General Meeting of Shareholders, Board of Directors), business correspondence, reports of the Company's auditors, documents relating to inspections of the Company carried out by government and municipal financial and tax authorities.

Requested documents shall be submitted to the Commission no later than within two (2) days from the date of request.

- 4.1.8. To propose for consideration by the officers of the Company's management bodies the issue of application of measures of disciplinary and material liability to the Company's employees (including officers of the Company's executive management bodies) in case of revealing the facts of their failure to comply with the Company's Charter, job description and other internal documents of the Company;
- 4.1.9. To receive time schedules and agendas of planned meetings of the Company's Board of Directors and General Meetings of Shareholders, to ask the Company's Board of Directors about the participation of the Commission representatives in the meetings of the Board of Directors and, on the invitation of the Board of Directors Chairman, to attend the meetings of the Company's Board of Directors; to participate in the meetings of the Company's Board of Directors in advisory capacity when information presented by the Auditing Commission is discussed;
- 4.1.10. To give proposals on improvement of internal supervision procedures, upgrade of the Company's operations efficiency, reduction of risks in financial and business operations;
- 4.1.11. To offer proposals with respect to work plans of the Company's management bodies, to request in the established order the calling of a meeting of the Company's Board of Directors and/or of the General Meeting of the Company's Shareholders (in accordance with the procedure established by the law of the Russian Federation and the Company's Charter) in cases when infringements revealed in the course of audit or operations have resulted or may result in a substantial damage to economic interests of the Company's shareholders and adoption of appropriate decisions is within the competence of the said management bodies of the Company;
- 4.1.12. If necessary, to invite, upon co-ordination with the Company's General Director, for participation in the project on a contractual basis (provided that the Commission's budget has the required funds and the conditions of confidentiality and commercial secret are observed) independent experts in respective areas (law, economics, finance, accounting, management, economic security, construction etc.), including specialized organizations.
- 4.2. The Auditing Commission is obliged:
- 4.2.1. To perform audits of the Company's financial and business activities based on results of the Company's operations for the year and also at any time on the initiative of persons

mentioned in the Federal Law on Joint Stock Companies, the Company's Charter and the Regulations;

- 4.2.2. To draw up an Opinion based on results of the audit of the Company's financial and business activities;
- 4.2.3. To reflect in an unbiased manner in audit materials the revealed drawbacks, facts of breaches and abuses with indication of causes thereof, guilty persons, the amount of caused damage;
- 4.2.4. To insure in the course of its activity the observance of established within the Company procedures for the work with documents as well as observance of commercial secret and confidentiality of information disclosed to members of the Commission in the course of audit;
- 4.2.5. In case of revealing the facts of abuse of powers by heads of the Company's structural departments, facts of defalcation, misappropriation, deficiencies and unlawful spending of monetary funds and tangibles to draw up an interim act and to inform the General Director of the Company about such facts;
- 4.2.6. In case the audit reveals the facts of financial or administrative infringements that carry a substantial threat to the Company's economic interests, to present the issue for discussion at the meeting of the Auditing Commission with the request to call a meeting of the Board of Directors and/or an extraordinary Meeting of the Company's Shareholders if resolutions on such issues are within the competence of the said management bodies of the Company;
- 4.2.7. To inform without delay the Board of Directors and to report to the General Meeting of the Company's Shareholders about results of planned and non-planned audits of the Company's financial and business activities, about revealed facts of low efficiency and/or unsoundness of financial and business transactions, infringements of the law of the Russian Federation, the Company's Charter and the Company's internal documents committed by the Company's officials and by heads of the Company's structural divisions (departments, subsidiaries, representative offices) and about other financial and administrative infringements;
- 4.2.8. In case of audit carried out at the request of the Company's Shareholder(s) owning in aggregate at least 10% of the Company's voting shares, to inform such Shareholders about the results of the audit.
- 4.2.9. To supervise over the elimination of faults and infringements revealed in the course of previous audits and over the implementation of measures aimed at the elimination of such faults and infringements.
- 4.3. A member of the Auditing Commission shall refrain from actions that may result in a conflict between his/her interests and the interests of the Company. When identifying his/her conflict of interests (potential or actual), the members of the Auditing Commission shall act in accordance with the Policy "Conflict of Interests Management in MTS PJSC".
- 4.4. Members of the Auditing Commission shall be held liable for the performance of their duties not in good faith.

A member of the Auditing Commission at the request of the Company's shareholder(s) who own in aggregate at least 10% of the Company's voting shares and voted for his election shall submit to such shareholders a report on his work.

## **5. REGULATIONS FOR THE AUDITING COMMISSION**

- 5.1. The Chairman of the Auditing Commission shall be responsible for:
  - 5.1.1. Planning the work of the Auditing Commission;
  - 5.1.2. Calling and conducting the meetings, solving issues relating to the preparation for and conducting of the meetings of the Auditing Commission, approving agendas for the meetings of the Auditing Commission;

- 5.1.3. Managing the everyday work of Auditing Commission, including such issues as audit procedures, subjects of audit and the distribution thereof between the Commission members;
- 5.1.4. Representing the Auditing Commission at the General Meeting of the Company's Shareholders and at the meetings of the Company's Board of Directors;
- 5.1.5. Signing the minutes of the Auditing Commission meetings and other documents issued by the Auditing Commission;
- 5.1.6. Performing other functions required for supervision over the Company's financial and business activities, managerial activities of the Company's management bodies and the Commission's reporting to shareholders.
- 5.2. The Secretary of the Auditing Commission shall be responsible for:
  - 5.2.1. Taking minutes of the Auditing Commission's meetings;
  - 5.2.2. Duly informing the Company's management bodies about the results of carried out audits, delivery of copies of the Company's Auditing Commission opinions;
  - 5.2.3. Executing and signing, together with the Chairman of the Auditing Commission, the minutes of the Auditing Commission meetings and extracts from the minutes;
  - 5.2.4. Processing, management and storage of Auditing Commission documents;
  - 5.2.5. Duly notifying (no later than 5 days in advance) the Auditing Commission members of the Auditing Commission meetings to be held, planned and non-planned audits to be carried out;
  - 5.2.6. Performing other functions required for organizational support of the Auditing Commission activities and workflow.
- 5.3. Planning of the work of Auditing Commission.
  - 5.3.1. Planned audits of the Company's activities shall be carried out and meetings of the Auditing Commission shall be held in accordance with the approved annual Work Plan of the Auditing Commission.
  - 5.3.2. The Work Plan of the Auditing Commission shall be approved at the first organizational meeting of the Auditing Commission.
  - 5.3.3. The Work Plan of the Auditing Commission shall include:
    - subjects of audit (types of the Company's financial and business activities, areas of the Company's activity);
    - determination of audit form per subject of audit;
    - time schedule for auditing the Company's activities, approximate dates for audits (annual, quarterly);
    - time schedule of the Auditing Commission meetings dealing with the issues of preparation for and carrying out of audits of the Company's activities and approval of opinions based on audit results;
    - a tentative list of financial and/or business documents needed for carrying out the audits of subjects outlined in the audit plan;
    - distribution of responsibilities (issues) between the Commission members when carrying out the audits;
    - other issues related to making arrangements for Auditing Commission meetings to be held and audits to be carried out.
- 5.4. Meetings of and adoption of resolutions by the Auditing Commission.
  - 5.4.1. The Auditing Commission shall perform its work on a collegial basis, i. e. the Auditing Commission shall adopt its resolutions at its meetings by the majority of votes of members present at the meeting;



- 5.4.2. At the Auditing Commission meetings the quorum shall be determined, agenda issues shall be announced, reports of Commission members shall be read, a draft resolution (opinion) shall be drawn up, voting shall be carried out and results shall be summed up.
- 5.4.3. The meeting of the Auditing Commission is legally competent (quorum is satisfied) if more than a half of the total number of elected members of the Company's Auditing Commission are present at the meeting. In case the quorum is not satisfied and the absent members have good reasons for not attending the meeting, the Auditing Commission meeting shall be postponed till a later date but no later than 10 days after the target date.
- 5.4.4. Resolutions on issues on the agenda of the Auditing Commission meeting shall be adopted by a majority of votes of the Auditing Commission members participating in the meeting. A vote of the Auditing Commission member may not be transferred to another person including another member of the Auditing Commission.

When taking decisions at the meeting of the Auditing Commission every member of the Commission shall have one vote. In case of equal numbers of votes the vote of the Auditing Commission Chairman shall be decisive.

- 5.4.5. Meeting of the Auditing Commission may be held in direct form (joint presence of the Commission members when discussing and adopting resolutions on issues put to vote) and remote form (without joint presence, with voting by polling). The form of the meeting and dates for non-planned meetings shall be determined by the Commission Chairman. An absent member of the Auditing Commission may present his written opinion with respect to an issue under consideration which will be taken into account when determining the quorum and summarizing voting results.
- 5.4.6. The first (organizational) meeting of the Auditing Commission elected by the General Meeting of Shareholders shall be held no later than 15 days after the date of the General Meeting of Shareholders that had elected a new Auditing Commission.
- 5.4.7. Meetings of the Auditing Commission shall be held within time limits set in the Auditing Commission Work Plan and also before every audit and after every audit to sum up its results.
- 5.4.8. At the meeting of the Auditing Commission that is held before each audit the following issues related to the preparation for and carrying out the forthcoming audit shall be discussed:
- determination of subjects of audit;
  - procedure, time schedule and scope of audit;
  - determination of a list of materials and information required for carrying out the audit, ways and sources for obtaining thereof;
  - determination of a list of persons that shall be engaged in the audit (to give explanations, to clarify some issues);
  - setting the date for the Auditing Commission meeting to sum up audit results;
  - appointment of participants of the audit, distribution of audit items between them;
  - other issues.

The Auditing Commission meeting dealing with preparation for and carrying out the audit may be held in remote form (by polling), without joint presence of the Auditing Commission members.

- 5.4.9. At the Auditing Commission meeting dealing with audit results the following issues shall be discussed:
- discussion of information obtained in the course of audit and the sources for obtaining such information;
  - summarizing the results of audit;

- drawing up general conclusions and proposals based on audit results;
- approval and signature of the Auditing Commission opinion based on results of audit;
- determination and analysis of reasons for revealed infringements and discussion of possible ways for their elimination and preventive measures for the future;
- adoption of a resolution addressed to the Company's management bodies, its officials and to heads of structural divisions of executive bodies that points to the necessity of elimination of infringements revealed in the course of audit as well as to the necessity of application of liability measures to persons who had committed infringements;
- other issues related to summarizing the results of audit.

5.4.10. A request to call an extraordinary General Meeting of the Company's Shareholders shall be adopted by a majority of votes of the Auditing Commission members present at the meeting.

The request shall be signed by the Chairman of the Auditing Commission.

The request of the Auditing Commission to call an extraordinary General Meeting shall be forwarded to the Chairman of the Company's Board of Directors.

The request of the Auditing Commission to call an extraordinary General Meeting shall contain:

- agenda issues and resolutions on them;
- reasons for including such issues in the agenda;
- proposals on the form of the meeting.

5.4.11. The Commission meeting that has to approve the Commission's Opinion on the Company's Annual Report, Balance Sheet, Profit and Loss Statement shall be held no later than 115 days after the end of the Company's financial year.

5.4.12. In the course of preparation for the Auditing Commission meeting the Chairman of the Company's Auditing Commission shall:

- determine the date, time and place for holding the meeting and the form of the meeting;
- approve an agenda for the meeting;
- approve a list of materials and documents required for discussion of issues on the agenda of the Auditing Commission meeting;
- determine a list of persons to be invited to participate in the meeting of the Auditing Commission (in case of joint presence);
- decide on other issues related to preparation for the meeting of the Company's Auditing Commission.

5.4.13. In case the Auditing Commission receives any information about infringements of the law of the Russian Federation, the Company's Charter or other internal documents of the Company, about financial or administrative infringements that carry a substantial threat to economic interests of the Company's shareholders, the Chairman of the Auditing Commission shall call a meeting of the Auditing Commission to decide on carrying out a non-planned audit.

5.4.14. A member of the Auditing Commission, when revealing above mentioned infringements, shall forward to the Auditing Commission Chairman a written notification containing a description of infringements and the names of persons who had committed the infringements no later than three (3) working days from the date of revealing the infringements.

5.4.15. At the meeting of the Auditing Commission the Secretary of the Auditing Commission shall take minutes of the meeting.

Members of the Auditing Commission, in case of their disagreement with decisions of the Commission, shall lay out in writing their special opinion which shall be attached to the

minutes of the meeting. The Board of Directors and the General Meeting of Shareholders shall be informed about such special opinions.

The minutes of the meeting of the Auditing Commission shall be made in two copies no later than three working days following the meeting (summarizing results of remote voting) and shall be signed by the Chairman and the Secretary of the Auditing Commission. The Company shall be responsible for the storage of minutes of the Auditing Commission meetings and shall make such minutes available at the request of the Company's shareholders.

5.5. Audit procedure.

5.5.1. A planned audit of the Company's financial and business activities shall be carried out in accordance with the approved annual Work Plan of the Auditing Commission.

5.5.2. A non-planned audit carried out at the request of a shareholder, according to instructions of the Board of Directors or resolution of the General Meeting of Shareholders shall be started no later than 30 days following the date of receipt of a written request or a resolution. The time period of audit may not exceed 90 working days.

5.5.3. Shareholders-initiators of audit shall forward to the Auditing Commission a written request including:

- names (trade names) of shareholders;
- information on shares owned by them (number, category, type);
- grounds for request.

The request shall be signed by a shareholder or his attorney in fact. If the request is signed by an attorney in fact, a letter of attorney shall be attached.

In case the audit is initiated by shareholders that are legal entities, the signature of a representative of the legal entity acting on the basis of its Charter without any letter attorney shall have a company stamp of such legal entity affixed thereto. In case the request is signed by a representative of a legal entity acting on its behalf by proxy, a letter of attorney shall be attached to the request.

Shareholders whose ownership rights to shares are registered with a depositary shall attach to the request an extract from the depo account.

5.5.4. A request of audit initiators shall be sent to the Company's address for the name of the Chairman of the Auditing Commission or shall be delivered to the Company by hand.

The date of submission of request shall be the date of its delivery/handing over to the Company.

5.5.5. The Auditing Commission, within five (5) working days from the date of submission of request, shall take a decision to carry out an audit of the Company's financial and business activities or reasonably refuse from carrying out an audit.

In case the Auditing Commission decides to carry out an audit, the Chairman of the Auditing Commission shall make arrangement for the audit and commence it.

5.5.6. The Auditing Commission may refuse from carrying out an audit in the following cases:

- shareholders who submitted a request do not have in their ownership the required number of voting shares;
- reasons for the audit to be carried out are not indicated in the request;
- an audit has been carried out with respect to facts that were indicated as reasons for carrying out an audit, and an opinion has been approved by the Auditing Commission;
- the request does not comply with the law and normative legal acts of the Russian Federation or with provisions of the Company's Charter.

- 5.5.7. Initiators of an audit of the Company's financial and business activities, at any time before the Auditing Commission adopts a decision to carry out an audit of the Company's financial and business activities, may withdraw their request by sending a written notice to the Auditing Commission.
- 5.5.8. The Chairman of the Auditing Commission, before starting an audit, shall notify the Company's General Director thereof.
- 5.5.9. The Auditing Commission shall make up an act based on audit results and shall approve its Opinion.
- 5.5.10. The Opinion of the Auditing Commission shall be made in three copies.  
A member of the Auditing Commission who has stated his disagreement may draw up his special opinion which shall be attached to the Opinion of the Auditing Commission and shall make its integral part.  
One copy of the Opinion shall be kept in the files of the Auditing Commission, one copy shall be forwarded to the Company's General Director and one copy shall be delivered to the Board of Directors.
- 5.5.11. The General Director of the Company, within 10 working days following the receipt of the Opinion, shall get familiarized with materials of audit and, in case there are reasonable objections, shall hand such objections in writing to the Chairman of the Auditing Commission with supporting documents attached.
- 5.5.12. The Chairman of the Auditing Commission shall check (carry out a repeated audit in respect of disputable issues, if necessary) the soundness of presented objections (comments, additions) and in case of confirmation thereof shall make appropriate adjustments to the Opinion.  
In case of controversies the objections of the Company's General Director (or Controversy Report) shall be attached to the Opinion.
- 5.5.13. In case the audit was carried out at the request of the Company's shareholder(s) owning in aggregate no less than 10% of the Company's voting shares an additional copy of the Opinion shall be made and forwarded to such shareholder(s) within tree (3) days following the date of its approval.  
Shareholder(s) who requested to carry out an audit of the Company's financial and business activities may submit another request to carry out an audit no earlier than ninety (90) days after the submission to the Auditing Commission of the first of the said requests.
- 5.5.14. The Company shall file all acts and opinions of the Auditing Commission and shall make them available on demand of the Company's shareholders.
- 5.5.15. The Company's General Director shall be responsible for the preparation of a Plan of Measures for elimination of revealed infringements (drawbacks) where time limits for elimination of infringements and persons responsible for elimination of infringements shall be mentioned. The Auditing Commission shall provide procedural assistance in drawing up the Plan of Measures and shall supervise over its implementation.

## **6. DOCUMENTS OF THE AUDIT COMMISSION**

- 6.1. Documents of the Auditing Commission shall include:
- minutes of the Auditing Commission meetings;
  - the Auditing Commission Acts based on audit results;
  - the Auditing Commission Opinions;
  - copies of requests to call an extraordinary General Meeting.
- 6.2. Minutes shall include the following:

- date, time, place and form of the meeting (summarizing the results of voting);
- list of members of the Auditing Commission and persons present at the meeting (participating in polling);
- information about quorum at the meeting
- issues on agenda of the meeting;
- main theses of speeches and reports relating to agenda issues (only in case of a meeting in the form of joint presence);
- voting results with indication of Commission members who have declared their special opinion;
- resolutions adopted by the Auditing Commission.

6.3. Auditing Commission acts based on audit results shall include:

- place, date and time of the audit;
- members of the Auditing Commission participating in the audit;
- grounds for the audit;
- information about the requests to provide data (documents and materials) presented by the Auditing Commission in the course of audit to the Company's bodies, heads of divisions, departments, subsidiaries and representative offices;
- information on received refusals in provision of data (documents and materials);
- information about revealed infringements of law, normative legal acts, provisions of the Charter and internal documents of the Company;
- information on written explanations presented by the Company's General Director, members of the Board of Directors, the Company's officials and employees;
- names of persons who have committed breaches of the law, normative and legal acts, provisions of the Charter and internal documents of the Company;
- references to provisions of the law, normative and legal acts, the Company's Charter and internal documents of the Company whose violation was revealed in the course of audit.

6.4. The Opinion of the Auditing Commission, as a rule, consists of three parts: Introduction, Analytical Part and Conclusions.

Introduction shall include:

- name of the document as a whole – "Opinion of the Auditing Commission of Mobile TeleSystems Public Joint Stock Company";
- place and time of drawing up the Opinion;
- date (time period) of audit;
- grounds for audit (resolutions of: the Auditing Commission, General Meeting of Shareholders, Board of Directors, the Company's shareholder(s) and otherwise);
- purpose of audit;
- subject of audit;
- list of normative and legal documents, internal and other documents and materials that were used in the course of audit.

Analytical Part shall contain an unbiased estimation of the status of audit subjects relating to audit items listed in the Plan of Auditing.

The final part of the Auditing Commission Opinion shall contain well-founded conclusions of the Auditing Commission with respect to the issue(s) of audit (confirmation of reliability of data contained in reports and other financial documents of the Company, information about facts of breaches of the RF legal acts, the Charter and internal documents of the Company in the course of financial and business operations, about infringements, drawbacks etc.) as well as recommendations and proposals on the elimination of causes and consequences of revealed breaches and drawbacks in the Company's operations.

Conclusions of the Auditing Commission shall include, but not be limited to:

- conclusions about compliance or non-compliance with the law, normative legal acts, the Charter and internal documents of the Company;
- evaluation of reliability of data included in the Company's annual report and contained in the Company's annual financial statements;
- information about the Auditing Commission requests to call a meeting of the Board of Directors and/or an extraordinary General Meeting;
- description of breaches of the law, normative legal acts, the Company's Charter, regulations, rules and instructions committed by the Company's officials and employees;
- information about engagement in the Auditing Commission of specialists in some areas of financial and business activity which do not hold any offices in the Company.

6.5. Documents of the Auditing Commission shall be signed by its Chairman and do not need the Company stamp to be affixed thereto.

6.6. The Chairman of the Auditing Commission shall hand over original copies of the Auditing Commission documents to the Company's archive for storage, and an appropriate act shall be made up in this respect.

6.7. The Chairman of the Auditing Commission shall keep the following documents;

- requests to carry out an audit;
- refusals of the Auditing Commission to carry out an audit;
- written refusals of the Company's officials to provide information.

6.8. The Company in the person of its General Director shall make the Auditing Commission documents available to shareholders.

At the request of a shareholder the Company shall provide to such shareholder, for remuneration, copies of the Auditing Commission documents. The amount of remuneration shall be set by the Company and shall not exceed the cost of making the copies and costs related to mailing the documents.

## **7. FINAL PROVISIONS**

7.1. These Regulations, as well as amendments and additions hereto shall be approved by the General Meeting of Shareholders in the manner stipulated by the legislation of the Russian Federation, the Charter and the Regulations on the General Meeting of Shareholders of Mobile TeleSystems Public Joint Stock Company.

7.2. In case of amendments to the legislation of the Russian Federation and(or) the Company's Charter the provisions of these Regulations contradict the requirements of the legislation of the Russian Federation and(or) the Company's Charter, the provisions of the legislation of the Russian Federation and(or) the Company's Charter apply.

**Annex No. 1**

to the Regulations on the Auditing Commission  
of Mobile TeleSystems  
Public Joint Stock Company

**Attn: Board of Directors of  
Mobile TeleSystems  
Public Joint Stock Company**

dated \_\_\_\_\_

**CONSENT**

I, \_\_\_\_\_, hereby agree to my nomination as a member of the Auditing Commission of Mobile TeleSystems Public Joint Stock Company and, if elected a member of the Auditing Commission by the General Meeting of Shareholders, agree to serve as a member of the Auditing Commission of Mobile TeleSystems Public Joint Stock Company.

**I provide the following information about myself:**

**1. Data of the identity document of the candidate:**

**2. Date of Birth:**

**3. Education:**

**4. Place of work and positions held for the last five (5) years:**

Period:

Organization:

Title:

**5. Positions held in management bodies of other legal entities for the last five (5) years:**

Period:

Organization:

Title:

**6. Mailing address for correspondence:**

**I own/do not own shares of Mobile TeleSystems Public Joint Stock Company.**

*I express my consent with processing of my personal data by the Company, involved in the process of preparation for election to the Auditing Commission, directly in the procedure of election to the Auditing Commission, activity of the Auditing Commission of the Company, settlement of required transactions and carrying out of other corporate actions conducted by the Company, as well as disclosure of information on the Company's regulatory bodies in accordance with the applicable laws, requirements of stock exchanges, other regulatory authorities and internal documents of the Company, including publication of my personal data in annual, quarterly and other accounts of the Company. I hereby give my consent for processing, including collection, systemization, accumulation, holding, specification (update, change), use, distribution (including communication), depersonalization, blocking, and destruction of the following personal data:*

- *Full name*
- *Passport data*
- *Date and year of birth*
- *Mail address for correspondence*
- *E-mail address*
- *Biography milestones*
- *Data on my education*

- *Personal photographic image*
- *Data on my job-related experience and professional activity*
- *Data on my membership in professional and other organizations*
- *Data on my marital status*
- *Data on my membership in regulatory bodies of legal entities and organizations*
- *Data on my ownership interest in the authorized capital of the Company and its affiliated persons*
- *Data on my shareholding (shares in the authorized (joint-stock) capital) of other legal entities*

*Processing of the specified personal data by any means shall be assumed provided that the Company implements all required organizational and technical measures for protection of personal data against unauthorized or accidental access thereto, destruction, change, blocking, copying, distribution and other wrongful acts; among other things, the Company shall use encryption (cryptographic) tools while processing of personal data using computer-aided means and lockable safe deposit boxes (cabinet units) for storage of documents, which contain personal data.*

*This consent shall be valid upon signing hereof and upon the expiration of 5 years after termination of my membership in the Auditing Commission, or, in case the Company loses elections to members of the Auditing Commission - until formalization of the minutes of the General Meeting of shareholders/members of the Company, held for election of the composition of the Auditing Commission. Requests for withdrawal of this consent shall be forwarded to the Chairman of the Board of Directors with substantiation of reasons for such withdrawal.*

\_\_\_\_\_

« \_\_\_\_\_ » \_\_\_\_\_ 20\_\_\_\_\_

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(full name)