

APPROVED

by the decision of Board of Directors
of Mobile TeleSystems
Public Joint Stock Company
August 26, 2021, Minutes 318

REGULATIONS

**ON THE REMUNERATION AND NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF MOBILE TELESYSTEMS
PUBLIC JOINT STOCK COMPANY
(rev. No. 4)**

1. GENERAL PROVISIONS

- 1.1. This Regulation is developed in accordance with the existing legislation, Charter and internal documents of Public Joint Stock Company Mobile TeleSystems (hereinafter referred to as MTS PJSC or Company).
- 1.2. This Regulation defines the status, goals, objectives and functions of the Remuneration and Nomination Committee of the Board of Directors (hereinafter referred to as the Committee), the procedure for its establishment and termination of powers, rights and obligations of its members, procedure for organization of work and decision making.
- 1.3. The Committee is established to develop and improve the human resources policy of MTS PJSC, as well as the policy and the motivation and remuneration system for the members of the Board of Directors, members of the Auditing Commission, managers and employees of the Company and the executive officers of the subsidiaries (hereinafter referred to as Subsidiaries)¹, and also to strengthen the professional composition and effectiveness of the Board of Directors and managers of the Company.
- 1.4. The Committee is an auxiliary, collegial advisory body of the Company Board of Directors. The Committee is not a management body of the Company and the Company shall not undertake any rights and obligations via this Committee.
- 1.5. The Committee shall carry out preliminary consideration of the issues, relating to nomination and remuneration of the Company key management employees², to be subsequently considered at the meetings of the Company Board of Directors, and, if necessary issues to be considered by other management bodies of the Company and Committees of the Board of Directors. The resolutions of the Committee shall be adopted in the form of recommendations to the Company Board of Directors.

The Committee may also additionally consider issues related to the reward of key management employees of the Company and the application of sanctions to them, as well as issues of conflict of interests of members of the Company's management bodies.
- 1.6. When conducting its activities, the Committee shall be guided by the current laws, the Charter, Company by-laws, Code of Corporate Governance³, resolutions of the Company management bodies and these Regulations.

2. COMMITTEE'S OBJECTIVES AND FUNCTIONS

- 2.1. The primary objective of the Committee is to elaborate recommendations to the Company Board of Directors on the following issues:
 - 2.1.1 appointments to the Company management and controlling bodies;
 - 2.1.2 motivation and remuneration systems for Company employees and members of Company's management and control bodies;
 - 2.1.3 development of the Company human resources and remuneration strategies;
 - 2.1.4 evaluation of the Board of Directors, of the Committees, and of the Board of Directors' members;
 - 2.1.5 planning of the succession of the members of the Board of Directors and key management employees.

¹ The Subsidiary is an entity, in the authorized capital of which MTS PJSC owns directly or indirectly more than 20% voting shares or stakes

² Key management employees consist of the President and members of the Management Board, as well as of employees directly reporting to the President who are subject to remuneration according to the Policy "Remuneration and material support of MTS PJSC TOP-management"

³ Code of Corporate Governance recommended for implementation by the Bank of Russia (letter 06-52/2463 of April 10, 2014)

- 2.2. The basic Committee's functions are as follows:
- 2.2.1. Development of the HR Policy in MTS PJSC and provision of the corresponding recommendations to the Board of Directors;
 - 2.2.2. Development of a set of measures aimed at the implementation of the HR policy in MTS PJSC, and provision of the corresponding recommendations to the Board of Directors;
 - 2.2.3. Performance of routine actions aimed at the improvement of the MTS PJSC HR policy, including the analysis of current and prospective requirements of the Company, due to Company's competition and development needs, in respect to President's, Management Board's and other key management employees' professional expertise, and also including succession planning in their respect;
 - 2.2.4. Elaboration, within the framework of the succession planning, of criteria and set of the expected personal and professional qualities for the candidates nominated for election to the Board of Directors, Company Management Board, Company Auditing Commission, for appointment as the Company President, as well as for appointment as the heads of Subsidiaries, the members of the Boards of Directors and Auditing Commissions of Subsidiaries and to the key positions in MTS PJSC; provision of corresponding recommendations to the Board of Directors;
 - 2.2.5. Nomination planning, with respect to assuring succession of Company's on-going business, of President and members of the Management Board, recommendations to the Board of Directors in respect to candidates to the positions of the Corporate governance director, of members of the Management Board, of the President, and of other key management employees⁴;
 - 2.2.6. Generation of recommendations to the Board of Directors to approve the Company's organizational structure (in the form of the list of the jobs in the Company and structural units of the Company directly reporting to the President);
 - 2.2.7. Development and periodic review of Company's remuneration policies in respect to the members of the Board of Directors (for subsequent submission to the consideration of the General Shareholders Meeting of proposals as to certain amounts, structure and forms of such remuneration) and Management Board, of the President, and of other key management employees including the development of Company's executive bodies' members short-term and long-term motivation provisions;
 - 2.2.8. Supervision of the implementation and execution of Company's remuneration policy and of a variety of motivation policies;
 - 2.2.9. Selection of the independent counsel with regard to the remuneration of members of the Management Board, of the President, and of other key management employees; and also stipulation of the tender conditions and discharge of the Procurement commission duties (in case the Company's policies provide for obligatory tender procedures during such counsel selection);
 - 2.2.10. Working out proposals on material terms and conditions of employment contracts, to be concluded with key management employees of the Company, and preliminary consideration of the contracts and proposals to be concluded with the President and members of the Management Board of the Company before their submission for approval of the Company Board of Directors;
 - 2.2.11. Development of proposals and conditions for early termination of employment contracts with the Corporate governance director, members of the Management Board, the President, and other key management employees, including all pecuniary obligations of the Company and conditions for their discharge; preliminary consideration of such proposals before their approval by the Board of Directors;
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- 2.2.12. Development of recommendations to the Board of Directors concerning the determination of the remuneration of, and principles of bonuses payment to, the Corporate Governance Director;
- 2.2.13. Cooperation with the shareholders (including, but not limited to biggest shareholders) for the purpose of elaborating recommendations to the shareholders regarding election of the members of the Board of Directors;
- 2.2.14. Organization of the process of succession planning of the Board of Directors of the Company and key management employees, including the annual analysis of the composition of the Board of Directors in terms of the needs of the Company, updating the succession plan, participation in the selection of candidates for members of the Board of Directors.
- 2.2.15. Preliminary consideration and assessment of the following issues to be submitted for approval of the Company Board of Directors: candidates for the position of the President, members of the Management Board, members of the Board of Directors and the Auditing Commission, as well as external members of the committees of the Board of Directors (persons who are not members of the Board of Directors, employees and(or) members of the Company's management bodies and controlled entities of the Company, controlling shareholder of the Company or its controlled entities):
 - checking their compliance with the criteria and set of the expected personal and professional qualities developed in the course of the succession planning,
 - analysis of all of the Board of Directors nominees' professional expertise and independence, using all the information available to the Committee.

At its meeting regarding the Board of Directors nominees' preliminary assessment, the Committee determines each nominee's status: independent director, non-executive director, executive director;
- 2.2.16. Development of the introductory course program for newly elected Board of Directors members, aimed to familiarize them with Company's key assets, its strategy, business practices, organizational structure, and key management employees, as well as with the Board of Directors working procedures; oversight over the practical implementation of an introductory course;
- 2.2.17. Development of individualized training programs for the Board of Directors members, subject to their particular needs, as well as oversight over practical implementation of such programs;
- 2.2.18. Preliminary consideration of Company draft by-laws to be submitted for approval of the Board of Directors, which regulate the competence and activities of management bodies and performance of the basic procedures stipulated by the remuneration and nomination policy, HR and motivation policy; issue of opinion on the compliance of these drafts with the norms of the law, MTS PJSC by-laws and MTS PJSC best interests;
- 2.2.19. Analysis of the activities of the President, Auditing Commission members, Management Board members and MTS PJSC Board of Directors members and provision of recommendations to the Board of Directors regarding the corresponding remuneration amounts, as well as working out the criteria for determining the remuneration amounts for the members of the Auditing Commission, President, Management Board members and MTS PJSC Board of Directors members;
- 2.2.20. Stipulation of self-assessment methodology and issue of proposals for the selection of the independent counsel charged to assess the Board of Directors;
- 2.2.21. Carrying out formal annual self-assessment and external assessment of the Board of Directors, its members, and its Committees, in respect to their performance as a whole, as well as to the directors' individual contribution to the effectiveness of the Board of Directors and its Committees; development of recommendations for enhancements of the Board of Directors' and its Committees' procedures; generation of evaluation reports that are to be included into Company's annual report;

- 2.2.22. Assessment of the Board of Directors with regard to its professional expertise, experience, independence and its members' dedication to the Board of Directors activities; prioritizing the development of the Board of Directors' composition;
- 2.2.23. Preliminary year-end assessment of the Company's President, of the Management Board's members, and of other Company's key employees, according to the Company's remuneration policy; preliminary assessment of the extent of goals achievement by such persons, with regard to the long-term motivation program, as well as preparation of proposals on their reappointment;
- 2.2.24. Approval of the list of significant subsidiaries⁵ based on their contribution to the ecosystem (hereinafter referred to as Major Subsidiaries);
- 2.2.25. Review of information about the composition of the Board of Directors of Significant Subsidiaries, appointment of a sole executive body of the Significant Subsidiary and remuneration and motivation system adopted in its respect⁶;
- 2.2.26. Analysis of the activities of the executive offices of Subsidiaries and provision of recommendations to the Board of Directors regarding appropriate rewards and sanctions to be applied to managers and the expediency of extending their powers, as well as other recommendations regarding Subsidiaries' managers within the terms of the Board of Directors and the Committee and in accordance with the foundation documents and bylaws of Subsidiaries;
- 2.2.27. Provision of the Board of Directors with the list of key MTS PJSC positions, appointment to which shall be line with the general strategy of MTS PJSC development. Provision of the Board of Directors with recommendations regarding the appointment to key positions, termination of the appointment to key positions, terms and conditions of employment contracts concluded with the employees appointed to key positions, as well as analysis of the activities of employees holding key positions, and elaboration of recommendations to the Board of Directors regarding possible rewards and sanctions to be applied to these employees;
- 2.2.28. Drafting and submission for consideration by the Board of Directors of Company by-laws relating to the implementation of the Company's Stock Option Program;
- 2.2.29. Supervision over the observance of the existing legislation, MTS PJSC Charter, MTS PJSC by-laws with respect to the implementation of the Company's HR Policy, standards and procedures relating to remuneration and nomination/appointments;
- 2.2.30. Submission for consideration by the Board of Directors of the proposals on amendments and additions to the Company Charter as well as other Company's draft by-laws, aimed at improving the Company's remuneration and nomination/appointment policy;
- 2.2.31. Submitting to the Board of Directors routine reports on the state of affairs within the Committee's terms of reference, as well as on the actions taken by the Committee to improve the MTS PJSC remuneration and nomination/appointment procedures, including the reports to be included into Company's annual report and other documents containing information on:
 - Committee's results;
 - Practical implementation of the remuneration policy principles in respect of the members of the Board of Directors, Management Board, and the President, as well as other key employees;

⁵ Significant subsidiaries are subsidiaries whose contribution to MTS ecosystem development is substantial, and/or their activities are strategically important for the development of MTS Group.

They are determined additionally based on the following parameters:

- Subsidiary performance;
- Subsidiary headcount;
- Availability of expertise which is unique for the ecosystem development

⁶ this information is provided to the Committee prior to the adoption of the relevant decisions (preferably) or immediately after their adoption for consideration at the next meeting of the Committee

- 2.2.32. Ensuring the actual involvement of the Board of Directors members in the control and supervision activities and their personal awareness about Company's activities in the field of remuneration and nomination/appointment;
- 2.2.33. Joint work with the Company's Sole Executive Body and other structural sub-divisions and officers within the framework of performing the Committee's tasks and functions;
- 2.2.34. Performance of comparative analysis and provision of the Board of Directors with information on remuneration and nomination/appointment policies of other companies;
- 2.2.35. Supervision over the implementation of the Board of Directors' resolutions regarding the HR management strategy and motivation of the Company's employees;
- 2.2.36. Supervision of disclosure (in the Company's annual report and on its corporate website) of the remuneration policies and practice and of the shares ownership with regard to the members of the Board of Directors, Management Board, and other key employees;
- 2.2.37. Review of general related issues of the ecosystem that impact Company's personnel development strategy (cultural transformation, mission and values, strategy of value proposition of the employer and umbrella brand of the employer etc.).

3. COMMITTEE COMPOSITION AND FORMATION PROCEDURE

- 3.1. The Committee is formed out of Board of Directors independent members, and when it is not possible to objective causes – the independent directors should constitute the majority of the Committee, and other members of the Committee may be the members of the Board of Directors other than the President or the members of the Management Board. Determination of independence of the members of the Board of Directors shall be carried out in accordance with the criteria of independence determination provided for in the Regulation on the Board of Directors of MTS PJSC.
- 3.2. The Committee shall consist of not less than 3 (three) members.
- 3.3. The personal and quantitative composition of the Committee shall be approved by the resolution of the Board of Directors.
- 3.4. The issues relating to approving the number of members and the composition of the Committee of the Board of Directors shall normally be considered at the first meeting of the newly elected Company Board of Directors.
- 3.5. The powers of the Committee shall be terminated on the date of termination of the powers of the Board of Directors. The powers of all members of the Committee, as well as of any members of the Committee may be termination at any time also by the resolution of the Board of Directors.
- 3.6. The Board of Directors at any time may decide to increase (decrease) the quantitative composition of the Committee, to elect new members to the Committee.
- 3.7. The Board of Directors shall appoint the Chairman of the Committee responsible for management of the Committee's activities, The Deputy Chairman of the Committee may also be appointed by the resolution of the Board of Directors to perform functions and exercise powers of the Chairman of the Committee, if the latter may not participate in the Committee's meetings.
- 3.8. Company employees, representatives of shareholders and other parties (specialists, experts, etc.) may be involved in the work of the Committee.
- 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 COMMITTEE MEMBERS

- 4.1. The Committee members shall have the right:
 - 4.1.1. to request and receive information and documents within the competence of the Committee from officials of the Company, 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. to request the convening of a Committee meeting, to submit issues for consideration of the Committee;
 - 4.1.3. to request to include their personal opinion in writing in the Minutes of a Committee meeting;
 - 4.1.4. by agreement with the Chairman of the Committee, use the services of external consultants.
- 4.2. The Committee members shall be obliged:
 - 4.2.1. to attend the Committee meetings and to actively participate in the preparation and discussion of the issues considered at Committee meetings;
 - 4.2.2. to take part in Committee's decision making by voting on the agenda items of Committee meetings;
 - 4.2.3. to make reasoned decisions, and, for this purpose, to consider all necessary information (materials) and bring to the notice of all Committee members all information relevant to the decisions to be made;
 - 4.2.4. to notify the Committee Chairman of inability to participate in the next meeting with the indication of reasons for such inability;
 - 4.2.5. when making decisions to act reasonably and in good faith in the interests of the Company shareholders and all parties concerned;
 - 4.2.6. to fulfill the instructions of the Committee Chairman;
 - 4.2.7. in compliance with the approved Company by-laws not to disclose any information being confidential or constituting a commercial secret, to keep confidential all issues being discussed, not to disclose insider information to any third parties and not to use such information for personal gain or for the purposes of his/her affiliated parties;
 - 4.2.8. to avoid actions, that may compromise the Committee or question the professional competence of its members;
 - 4.2.9. to have approved by the Chairman of the Board of Directors and the Committee Chairman all his/her actions taken on behalf of the Company of Committee.
- 4.3. The member of the Committee shall abstain from the following:
 - 4.3.1. actions that will result or potentially may result in a conflict of interest, and in case such conflict arises – disclose information about it to the Secretary of the Board of Directors of MTS PJSC and subsequently take actions to settle the conflict of interest in accordance with the procedure provided for by the corresponding internal documents and local regulations of MTS PJSC⁷;
 - 4.3.2. voting on issues as to which he or she has conflict of interest. Besides, the member of the Committee shall immediately disclose the fact of such conflict of interest and the grounds for its occurrence to the Committee through the Chairman of the Committee or the Secretary of the Committee.
- 4.4. The members of the Committee shall be responsible towards the Company Board of Directors for the quality and results of fulfillment of the Committee's resolutions or instructions of the Committee Chairman.

⁷ Management of the situation of the conflict of interest between the members of the Committee shall be carried out in accordance with Policy "Conflict of Interest Management in MTS PJSC" and other by-laws of the Company.

5. THE CHAIRMAN AND THE SECRETARY OF THE COMMITTEE

- 5.1. The Chairman of the Committee shall be responsible for the results of Committee activities and fulfillment of the tasks set to it.
- 5.2. The Chairman of the Committee shall:
 - 5.2.1. ensure that the Committee action plan is drafted and submitted for approval of the Committee;
 - 5.2.2. organizes the work of and convene Committee meetings and chairs these meetings;
 - 5.2.3. determine the form, date, time, venue and agenda of Committee meetings;
 - 5.2.4. approve the lists of persons to be invited to participate in a Committee meeting;
 - 5.2.5. ensure that the minutes of Committee meetings are taken, and sign the minutes of Committee meetings;
 - 5.2.6. distribute responsibilities among Committee members;
 - 5.2.7. give Committee members the instructions regarding the in-depth consideration of issues and preparation of materials for consideration at Committee meetings;
 - 5.2.8. report to the Board of Directors on the results of the Committee's work;
 - 5.2.9. exercise control over the implementation of the decisions made;
 - 5.2.10. perform other functions arising from the objectives and purposes of the Committee.
- 5.3. The Secretary of the Committee shall be approved by the resolution of the Committee upon recommendation of the Committee Chairman. If the Secretary is absent at the meeting, his or her functions shall be performed by the secretary of the Board of Directors of MTS PJSC or a person appointed by the members of the Committee at the meeting. Within the terms of his/her reference the Secretary of the Committee shall:
 - 5.3.1. draw up a plan of Committee activities based on the proposals of the members and the Chairman of the Committee;
 - 5.3.2. upon approval of the Committee Chairman prepare and send to Committee members notices of forthcoming meetings and information on agenda items provided by responsible persons;
 - 5.3.3. collect voting ballots in the event of a Committee meeting in absentia;
 - 5.3.4. draft the minutes of Committee meetings, draft, sign and deliver extracts from the minutes of the meetings of the Committee;
 - 5.3.5. arrange the storage of the copies of minutes and materials of Committee meetings;
 - 5.3.6. support the technical and procedural aspects of Committee's interaction with the Company's bodies and officers;
 - 5.3.7. implement the instructions of the Committee Chairman.

6. ORGANIZATION OF THE COMMITTEE'S WORK

- 6.1. The Committee shall carry out its activities on the basis of these Regulations and the Plan of the Committee's Activities approved in accordance with items 6.2–6.4 hereof.
- 6.2. The Plan of the Committee's Activities shall be made for one year taking into account the Plan of Activities of the Board of Directors and the proposals of the Chairman and Committee members. The Plan of Committee's Activities shall be approved usually at the first meeting of the Committee elected with a new composition.
- 6.3. Committee meetings shall be held in accordance with the Plan of the Committee's Activities, as and when necessary, as well as on the initiative of the Committee Chairman, proposal

of any Committee member, Board of Directors or the President of the Company not less than 4 (four) times a year.

- 6.4. The Plan of the Committee's Activities can be amended by the resolution of the Committee based on the proposals received from Committee members.
- 6.5. By decision of the Committee Chairman other persons can be invited to participate in the meeting. The persons, who are not the members of the Committee, shall have the right to participate in any meeting of the Committee only subject to the invitation by the Committee's Chairman.
- 6.6. The Chairman of the Committee shall determine the agenda of a Committee meeting. Agenda may include, if necessary, review of the results of previous meeting.

Each Committee member shall have the right to initiate the inclusion of items in the agenda of a Committee meeting.

The members of the Board of Directors, who are not the Committee members, the President of the Company, members of the Auditing Commission as well as experts invited to work in the Committee, shall have the right to address the Chairman a proposal to consider any issue within the competence of the Committee. Such issue shall be considered at the next planned meeting of the Committee, or if the issue is of special importance and its consideration cannot be postponed, it can be considered at an extraordinary Committee meeting.

- 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. COMMITTEE MEETING PROCEDURE

- 7.1. Notification of the forthcoming Committee meeting shall be sent by the Secretary of the Committee to Committee members by e-mail not less than 5 (five) calendar days before the meeting. 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. All materials on the agenda items of a Committee meeting shall be provided by the person responsible for the item, to the Secretary of the Committee not less than 3 (three) calendar days before the meeting in the form of presentation or in other form. Materials on agenda items shall contain the required and sufficient information that would allow the Committee members to make a reasoned and objective decision on the agenda item, 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. All

materials shall be provided to the Committee members not less than 2 (two) calendar days before the date of the Committee meeting. Materials on the agenda items of the meeting of the Committee may be placed in the electronic document control system for the work of the collective management bodies of the Company and (or) be sent to the members of the Committee by email.

- 7.2. If the deadlines for sending materials to Committee members, as per item 7.1 hereof cannot be observed due to the absence of the materials (improper quality of materials) on agenda items, the Secretary of the Committee shall inform without delay the Chairman of the Committee and propose to exclude the corresponding item (items) from the agenda of the Committee meeting. Based on the results of consideration of the materials the Chairman of the Committee shall have the right to make a decision to exclude this item (items) from the agenda, to cancel or postpone the Committee meeting. The notification of exclusion of the item (items), cancellation or postponement of the meeting shall be prepared by the Secretary on the instruction of the Chairman of the Committee and sent to the Committee members.
- 7.3. In exceptional cases the notification of the Committee meeting and materials on the agenda items can be sent within the shorter period of time by decision of the Chairman of the Committee.
- 7.4. The Committee meeting can be held in praesentia, when the Committee members are present at the meeting, or by absentee voting on agenda items (meeting in absentia).
- 7.5. The Committee meeting shall be deemed quorate (has the quorum) if the majority of elected Committee members are present at (participate in) the meeting.
- 7.6. The Committee meeting in praesentia shall be opened by the Chairmen of the Committee.
- 7.6.1. The Chairman of the Committee determines whether the quorum for the Committee meeting in praesentia is present. When determining the quorum, participation of Committee members by way of audio- or videoconference calls, telephone calls shall be taken into account. When the quorum and the voting results on the agenda items of the Committee meeting in praesentia are determined, the written opinion of the Committee member who is absent at the meeting 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 a meeting in praesentia the Chairman of the Committee informs the participants about the presence of the quorum for conducting the meeting and announces the agenda.
- 7.6.3. If the quorum is absent the meeting shall be declared not quorate. In this case the Chairman of the Committee shall make one of the following decisions:
 - (i) by consulting with the people present at the meeting determine the time, to which the meeting shall be postponed;
 - (ii) determine the date of the repeated Committee, meeting whose agenda will include the items that must be considered;
 - (iii) include the items supposed to be considered at the Committee meeting that did not take place, in the agenda of the next scheduled Committee meeting.
- 7.7. The decision to conduct the Committee meeting by absentee voting shall be made by the Chairman of the Committee.
- 7.7.1. When conducting the Committee meeting in absentia voting ballots shall be sent to the Committee members together with the materials on agenda items prepared in accordance with Appendix No. 2 hereto.
- 7.7.2. A filled out and signed voting ballot shall be submitted by a Committee member not later than on the date and time specified as the deadline for submission of voting ballots, to the Secretary of the Committee as an original copy, by fax or by e-mail with the subsequent mailing the original voting ballot to the address specified in the notification of the Committee meeting.

- 7.7.3. Committee members shall be deemed to have participated in the absentee voting, if their filled out ballots were received by the Secretary of the Committee before the deadline for submission of voting ballots.
- 7.7.4. A non-signed voting ballot and a ballot received by the Company upon expiration of the time specified in the notification shall not be taken into account when determining the quorum, counting the votes and summarizing the meeting in absentia results.
- 7.8. At the Committee meetings decisions on the issues considered shall be adopted by a simple majority vote of Committee members. When making decisions at a Committee meeting each Committee member shall have one vote. If the votes are equal, the Chairman's vote shall be decisive. A Committee member shall not have the right to transfer his/her vote to any other Committee member or to any other person.
- 7.9. Based on the results of the Committee meeting the Secretary shall draft the minutes of the meeting. The minutes of the committee meeting shall include:
- (i) date, time and venue of the meeting;
 - (ii) participants of the meeting, including the Committee members and invited persons;
 - (iii) agenda of the meeting;
 - (iv) proposals and comments made during the discussion of the issues considered;
 - (v) voting results for the issues considered and decisions made.
- 7.10. The minutes of the Committee meeting shall be drafted by the Secretary of the Committee within 3 (three) business days of the date of the meeting. The minutes of the Committee meeting, approved by the Chairman of the Committee, shall be executed and signed in one copy by the Chairman of the Committee and the Secretary of the Committee within 5 (five) business days of the date of the meeting. The minutes may be signed either in handwriting or by electronic signature of the persons mentioned in this item. The documents, adopted (approved) by the resolution of the Committee (voting ballots in the event of absentee voting) shall be attached to the minutes of the Committee meeting.
- 7.11. A Committee member, who has a special opinion on an agenda item, shall have the right to send his/her opinion in writing to the Chairman of the Committee. Such opinion shall be prepared and submitted to the Secretary of the Committee not later than on the next business day after the Committee meeting. The written opinion shall be attached to the minutes of the Committee meeting.
- 7.12. Not later than 6 (six) business days from the meeting of the Committee, a scanned copy of the minutes shall be placed by the Secretary of the Committee in the electronic document control system for work of the collective management bodies of the Company.
- 7.13. The original minutes with appendices, as well as voting ballots (if the meeting in absentia was held) by agreement shall be transferred by the Secretary of the Committee to the Secretary of the Board of Directors of MTS PJSC for storage not later than 6 (six) business days from its preparation and signature.
- 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 annually approve and submit to the Board of Directors a report on the results of its activities. The Report on the results of the Committee's activities shall be considered and provided at the last Committee meeting before the Annual General Shareholders Meeting, whose agenda will include the item on election of the new Board of the Directors of the Company.

8. FINAL PROVISIONS

- 8.1. These Regulations as well as all amendments and additions to the same shall be approved by the Company Board of Directors according to the procedure stipulated in the Charter and the Company's by-law, which regulates the activities of the company's Board of Directors.
- 8.2. By decision of the Chairman of the Committee approved by the Chairman of the Board of Directors, the Regulations on the Committee and information on the Committee members can be placed on the web site used by the Company for disclosing information. Responsibility for arranging the placement and conformity of such information, with the resolutions of the Board of Directors shall lie with the Secretary of the Committee.
- 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.

Appendix No. 1
to Regulation on the Remuneration and Nomination Committee
of the Board of Directors of MTS PJSC

WRITTEN OPINION

of the member of the Remuneration and Nomination Committee of the Board of Directors of MTS PJSC who is absent from the meeting

Concerning meeting as of _____

Agenda item No. __: _____			
Resolution: _____			
Voting options:	FOR	AGAINST	ABSTAINED

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):

—

_____.

Hereby I ask to enter the above comment into the Minutes as my dissenting opinion	
---	--

(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. Comments shall be entered into the minutes of the meeting as a dissenting opinion at the request of a member of the Committee if they were received no later than the next working day after the date of the meeting of the Committee.

**Member of the
Remuneration and
Nomination
Committee of the
Board of Directors of
MTS PJSC**

signature

full name

Appendix No. 2
to Regulation on the Remuneration and Nomination Committee
of the Board of Directors of MTS PJSC

BALLOT
for voting on agenda items of the meeting in absentia
of the Remuneration and Nomination Committee of the Board of Directors
of MTS PJSC

Date and time for final acceptance of voting ballots: _____

Address to send voting ballots: by fax _____ or by e-mail: _____ with subsequent provision of the original copy to the Company at: _____.

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

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

The voting ballot delivered after expiration of the date and time for final acceptance of the ballots shall be deemed invalid and shall not be taken into account when determining the voting results.

**Member of the
Remuneration and
Nomination
Committee of the
Board of Directors of
MTS PJSC**

signature

full name