

APPROVED

by the Board of Directors of
MTS PJSC

Minutes No275 dated October 25, 2018

STATUTE
OF THE STRATEGY COMMITTEE
OF THE BOARD OF DIRECTORS
OF MOBILE TELESYSTEMS
PUBLIC JOINT STOCK COMPANY
(revision 2)

Moscow
2018

TERMS AND DESIGNATIONS:

Company	<i>Mobile TeleSystems Public Joint Stock Company</i>
Subsidiary	<i>Subsidiary of Mobile TeleSystems Public Joint Stock Company</i>
Committee	<i>The Strategy Committee of the Board of Directors of the Company</i>

1. GENERAL PROVISIONS

- 1.1. This Statute lays down the status, objectives and functions of the 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.
- 1.2. The Committee is a collective advisory body of the Company's Board of Directors, that is accountable to 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.
- 1.3. The Committee's purpose is the 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.
- 1.4. 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. Any decisions taken by the Committee shall serve as guidelines for the Company's Board of Directors.
- 1.5. In their activities the Committee members shall be guided by the effective legislation of the Russian Federation, the Company's Articles of Association and internal regulations, Corporate Governance Code, decisions of the Company's governing bodies and this Statute.

2. TASKS AND FUNCTIONS OF THE COMMITTEE

- 2.1. Objectives of the Committee:
 - 2.1.1. Improve the efficiency and quality of work of the Board of Directors in the field of strategic governance 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. Functions of the Committee:
 - 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;
 - 2.2.3. Exploration of planned mergers and acquisitions and investment projects of the Company and its Subsidiary 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 Subsidiary by instruction of the Board of Directors of the Company.

3. COMMITTEE COMPOSITION AND FORMATION PROCEDURE

- 3.1. Personal and quantitative composition of the Committee is formed from among members of the Board of Directors, employees of the Company and third-party specialists. Only physical persons may be members of the Committee.
- 3.2. The Committee consists of at least three (3) members.
- 3.3. The number of the Committee members shall be approved by the decision of the Board of Directors. Personal composition of the Committee shall be approved by a simple majority of votes of the Company's 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. The powers of the Committee members shall terminate immediately upon termination of powers of the members of the Company's Board of Directors.
- 3.5. 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.
- 3.6. Members of the Company, representatives of shareholders, as well as other persons (specialists, experts, etc.) may be engaged in the Committee's work.
- 3.7. The powers of any member of the Committee may be terminated at any time by decision of the Board of Directors to be taken at the initiative of members of the Board of Directors, the Chairman of the Committee or the Committee member.
- 3.8. The Committee Chairman and the Committee members may resign by submitting the respective application to the Chairman of the Company's Board of Directors and to the Committee Chairman.

4. RIGHTS AND OBLIGATIONS OF THE COMMITTEE MEMBERS

- 4.1. The Committee members shall be entitled to:
 - 4.1.1. request and receive the Company documents from the Company's officials within the competence of the Committee;
 - 4.1.2. request information and clarification from the Company's officials on any issues referred to the competence of the Committee;
 - 4.1.3. convene the Committee meeting, raise issues for consideration by the Committee;
 - 4.1.4. require that his/her special written opinion be added to the minutes of the Committee meeting;
 - 4.1.5. 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. 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. Where any external advisors are required to be engaged, the Committee shall be entitled to make its own proposals on correction (amendment, supplement) of the relevant items of the Company's budget.
- 4.4. 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. 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, where appropriate and as requested by the parties concerned;
 - 5.3.6. 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 Statute 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, 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.

7. PROCEDURE FOR HOLDING MEETINGS OF THE COMMITTEE

- 7.1. Notice of forthcoming meeting of the Committee shall be sent via email by the Committee Secretary to Committee members not later than five (5) business days before the meeting date. 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) business 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. Materials shall be provided by the Committee Secretary to the Committee members not later than two (2) business 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, 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 not later than one day before the planned date of the Committee meeting.
- 7.3. In exceptional circumstances, if so decided by the Chairman of the Committee, it is allowed that the notice of the Committee meeting and materials on issues on the agenda are sent not later than one business day before the meeting date.
- 7.4. Committee meetings may be conducted in the form of joint attendance of Committee members (in-person meeting) or, in exceptional circumstances, 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 signed by the Committee member and contain print full 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:
 - a) determine the time to which the meeting has to be postponed, through consultation with attendees;
 - b) determine the date of a repeated Committee meeting which agenda includes issues to be considered;
 - c) 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 hold in absentia, the voting ballots drawn up in accordance with Annex 1 hereto shall be sent to the Committee members, together with other materials on agenda issues.
 - 7.7.2. When filling out a voting ballot, a Committee member shall leave uncrossed only one possible voting option (“in favour”, “against” or “abstained”) with respect of each issue put to vote. A completed voting ballot shall be signed by the Committee member

with the specification of his/her surname and initials.

- 7.7.3. 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.
- 7.7.4. 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.
- 7.7.5. A voting ballot that has been filled out with violation of the requirements specified in clause 7.7.2 hereof shall not be taken into account in vote counting for the corresponding agenda issue.
- 7.7.6. 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.
- 7.7.7. If different voting options are left in the ballot filled out by a Committee member with respect to one or more issues on the agenda, such ballot shall be declared invalid and shall not be taken into account in determining voting results in terms of voting on the said issue (issues) on the agenda of the Committee meeting.
- 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. 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:
 - a) date, time and venue of the meeting;
 - b) composition of meeting participants, including Committee members and invited persons;
 - c) agenda of the meeting;
 - d) suggestions and comments raised in the course of discussing issues under consideration;
 - e) results of voting on issues under consideration, and decisions taken.
- 7.10. Draft minutes of the Committee meeting shall be taken by the Secretary of the Committee not later than ten (10) business days after the date of the meeting. Draft minutes of the meeting approved by the Chairman of the Committee shall be sent by email by the Secretary of the Committee to Committee members. Further to considering the draft minutes on the date of their submission, Committee members may send to the Secretary of the Committee their reasoned suggestions about additions (changes) to the draft minutes of the meeting. The Secretary of the Committee must bring suggestions received from Committee members to the notice of the Chairman of the Committee. Further to considering suggestions received within the timeframes specified above, the Chairman of the Committee may decide to incorporate additional information in the meeting minutes, or refuse to do so.
- 7.11. Minutes of the meeting approved by the Chairman of the Committee shall be taken and signed by the Chairman and the Secretary of the Committee. 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.
- 7.12. A Committee member who has a special opinion on an issue on the agenda may send his/her written opinion to the Chairman of the Committee. Such opinion shall be prepared by the Committee member not later than the business day following the date of the Committee

meeting. Written opinion shall be appended to the minutes of the Committee meeting.

- 7.13. The Secretary of the Committee shall send copies (abstracts) of the meeting minutes, in scanned form, to all Committee members, the Secretary of the Board of Directors and appointed responsible persons not later than within two (2) business days after the date of signing the minutes.
- 7.14. 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 five (5) business days after the minutes have been taken and signed.
- 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 Statute, as well as any amendments and additions hereto shall be approved by resolution of the Board of Directors under the procedure prescribed by the Articles of Association and internal regulations of the Company governing activities of the Board of Directors of the Company.

**THE 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:
_____.

Agenda issue No. __: _____			
Decision: _____			
Voting options:	<i>IN FAVOUR</i>	<i>AGAINST</i>	<i>ABSTAINED</i>

Please leave unchanged the voting option you choose, cross out the other options.

The voting ballot that was delivered after the expiration of the deadline for accepting voting ballots shall be declared invalid and shall not be taken into account in determining voting results.

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

signature

full name