

APPROVED

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

June 25, 2015, Minutes No. 35

REGULATIONS

ON THE PRESIDENT

of Mobile TeleSystems Public Joint Stock Company

Moscow
2015

1. GENERAL PROVISIONS

- 1.1. The Regulations On the President of Mobile TeleSystems Public Joint Stock Company (hereinafter, the “Regulations”) were adopted in accordance with the Civil Code of the Russian Federation, the Federal Law On Joint Stock Companies, other regulations of the Russian Federation and the Charter of Mobile TeleSystems Public Joint Stock (hereinafter, “MTS” or the “Company”).
- 1.2. The President of MTS PJSC shall be the sole executive body of the Company.
- 1.3. The Regulations shall govern the procedure of establishing the sole executive body – the President of the Company, his/her term of office, the competence and responsibility of the President of MTS PJSC.
- 1.4. The purpose of MTS PJSC President’s activities shall be ensuring profitability and competitiveness of MTS PJSC, its financial and economic stability, guaranteeing the shareholders’ rights and securing social guarantees for the Company’s employees.
- 1.5. In performing his/her activities, the President of the Company shall be governed by the legislation of the Russian Federation, the Charter of MTS PJSC, the Regulations, the employment contract, as well as other internal documents of the Company in the part relating to activities of MTS PJSC President.
- 1.6. In his/her activities, the President shall be accountable to the General Meeting of Shareholders and the Board of Directors of the Company.

2. PROCEDURE FOR ELECTING THE PRESIDENT

- 2.1. The President of the Company shall be elected by the Board of Directors by a majority of votes of the members participating in the meeting of the Board of Directors. At that, the votes of the retired Board of Directors members shall not be taken into account.

3. REQUIREMENTS FOR CANDIDATES FOR THE POSITION OF PRESIDENT OF THE COMPANY. RESTRICTIONS RELATING TO THE POSITION OF THE PRESIDENT

- 3.1. Any person having higher education and not debarred under the Russian law from holding certain offices or carrying on certain activities may be elected as the President of MTS PJSC.
- 3.2. Additional requirements that must be met by the persons nominated to the post of the President of the Company may be stated by resolution of the Board of Directors.
- 3.3. The President of the Company may not simultaneously act as the Chairman of the Board of Directors of the Company.
- 3.4. The person performing the functions of the President shall be permitted to simultaneously hold the positions in the management bodies of other organizations and to enter into labor relations with other employers (except for scientific, teaching and creative activities) only with the consent of the Board of Directors of the Company.
- 3.5. The President of the Company may not simultaneously act as a member of the Auditing Commission of the Company.
- 3.6. The shares owned by the President may not participate in voting for the purpose of electing the members of the Auditing Commission of the Company.
- 3.7. The President of the Company may not simultaneously act as a member of the Counting Commission of the Company.

4. PRESIDENTIAL TERM OF OFFICE. CONTRACT WITH THE PRESIDENT OF THE COMPANY

- 4.1. The President of the Company shall be elected for the term provided for by the Charter of MTS PJSC and by resolution of MTS PJSC Board of Directors, but not exceeding 3 (three) years.
- 4.2. The President of the Company may be re-elected an unlimited number of times.
- 4.3. The presidential term of office shall be calculated from the date of the election of the President of the Company.
- 4.4. The terms and amounts of payment for the President's services, as well as the obligations of the Company relating to ensuring proper working conditions for the President shall be determined by an employment contract concluded between the Company represented by the Chairman of the Board of Directors (or by a person authorized by the Board of Directors of the Company) and the President of the Company.

5. COMPETENCE OF THE PRESIDENT OF THE COMPANY

- 5.1. The competence of the President shall include all issues pertaining to management of the Company's current activities, with the exception of the issues assigned to the competence of the General Meeting of Shareholders and the Board of Directors of the Company.
- 5.2. The President shall organize the execution of the resolutions of the General Meeting of Shareholders and the Board of Directors of the Company.
- 5.3. The President shall act on behalf of the Company without a power of attorney, and in such capacity shall, inter alia:
 - 5.3.1. carry out the day-to-day management of the Company's activities;
 - 5.3.2. have the right of first signature of financial documents;
 - 5.3.3. dispose of the Company's property so as to provide for its current activities, within the limits established by the Charter;
 - 5.3.4. represent the Company in the Russian Federation and abroad, including in foreign states;
 - 5.3.5. approve the staff, enter into employment contracts with the Company's employees, and provide incentives to such employees and impose penalties on them;
 - 5.3.6. independently conclude the transactions on behalf of the Company, and in the cases provided for by the Federal Law On Joint Stock Companies and the Charter of the Company - pursuant to resolution of the General Meeting of Shareholders, or the Board of Directors or the Management Board;
 - 5.3.7. issue powers of attorney on behalf of the Company, including with the power of substitution;
 - 5.3.8. arrange for the keeping of accounting records and reporting by the Company;
 - 5.3.9. issue orders and give instructions binding upon all employees of the Company;
 - 5.3.10. open settlement, foreign currency and other bank accounts of the Company;
 - 5.3.11. control the activities of the subsidiaries, representative offices, branches and other separate divisions of the Company;
 - 5.3.12. ensure the fulfillment of the Company's commitments to budget and contracting parties under economic and other contracts;
 - 5.3.13. ensure the establishment and maintenance of an effective system of risk management and internal control in the Company, bear responsibility for execution of the risk management and internal control system decisions passed by the Board of Directors and monitor its effective functioning;
 - 5.3.14. take decisions on filing claims and advancing actions against legal entities and individuals on behalf of the Company, and on satisfying claims filed against the Company;
 - 5.3.15. exercise a proper control over rational and economic use of material, labor and financial resources of the Company;

- 5.3.16. ensure the implementation of the Company's information policies, approved by the Company's Board of Directors;
- 5.3.17. ensure favorable and safe working conditions for the Company's employees and the compliance with the requirements of the labor legislation;
- 5.3.18. perform other functions necessary to achieve the Company's objectives and to ensure its normal operation in accordance with current legislation and the Company's Charter, with the exception of functions assigned by the Federal Law "On Joint Stock Companies" and the Company's Charter to other management bodies of the Company.

6. RIGHTS AND OBLIGATIONS OF THE PRESIDENT OF THE COMPANY

- 6.1. In performing his/her activities, the President of the Company shall be obliged to act reasonably and in good faith in compliance with the current legislation, the Company's Charter, the Regulations, other internal documents of the Company, the employment contract, as well as in compliance with the financial and economic plan of the Company.
- 6.2. The President of the Company shall be obliged to act for the benefit of the Company, ensuring an increase in profitability, investment attractiveness and the capitalization of the Company.
- 6.3. In performing his/her activities, the President of the Company shall be obliged to act observing the rights and legitimate interests of the Company's shareholders and to all take measures within his/her competence to ensure the observance of the rights and interests of the shareholders, including the shareholders' rights to the dividends.
- 6.4. The President of the Company shall abstain from any actions which may result in a conflict between his/her interests and those of the Company, including from approval/execution of the transactions with the Company, involving a conflict of interests. If any conflict of interest occurs, the President shall immediately inform the Board of Directors of the Company thereabout.
- 6.5. The President of the Company shall not disclose or use in his/her personal interests and/or in the interests of any third parties confidential and insider information relating to the Company, the Company's securities and activities of the affiliated persons of the Company.
- 6.6. The President of the Company shall be obliged to disclose the following information :
 - 6.6.1. about himself/herself, related persons¹, relations with the Company's affiliates, other information, data and documents necessary for the Company to comply with the legislation of the Russian Federation and to achieve its objectives in accordance with Annex No. 1 hereto. In the event the information is changed, the President shall notify the Company's Board of Directors;
 - 6.6.2. securities owned by him/her directly or indirectly², sales/purchase of the Company's securities;
 - 6.6.3. legal entities, in which he/she possesses individually or jointly with his/her affiliated persons 20 (twenty) percent or more of voting shares (stocks, interest);
 - 6.6.4. legal entities, in management bodies of which the President holds the positions;
 - 6.6.5. any known to him/her completed or planned transaction, in which the President may be recognized to be interested person in accordance with the legislation of the Russian Federation;
 - 6.6.6. any other information relating to the existing or potential conflict of interests between the President and the Company.

¹ Related persons of the President for the purposes of these Regulations mean the spouse, parents, children, adoptive parents, adopted children, siblings (including half-sisters and half-brothers), grandparents, and any other individual residing together with the President and having a common household with him/her.

² Indirect possession means the possession by the President of shares of the Company through legal entities controlled by the President or possession by his Related persons.

The disclosure of the information pursuant to this paragraph shall be made promptly after the occurrence of the circumstances subject to disclosure in the form of a written notification disclosing respective information to be addressed to the Chairman of the Board of Directors of the Company through the Company's Corporate Secretary.

- 6.7. The President of the Company shall be entitled:
 - 6.7.1. to be remunerated for exercising his/her duties in the amount, in the manner and within the period of time determined by the employment contract and resolutions of the Board of Directors of the Company;
 - 6.7.2. to delegate a part of his authority on the basis of powers of attorney issued in favor of other employees of the Company;
 - 6.7.3. to issue orders and instructions binding upon all employees of the Company;
 - 6.7.4. to obtain from the Company's employees any information regarding the activities of the respective employee;
 - 6.7.5. to have comfortable and safe working conditions which correspond to the terms of the employment contract and resolutions of the Board of Directors of the Company;
 - 6.7.6. to participate in the meetings of the Company's Board of Directors (unless the President is a member of the Board of Directors of the Company) and in the General Meetings of Shareholders (unless the President is a shareholder);
 - 6.7.7. to familiarize himself/herself with minutes of the Company's Board of Directors and the General Meetings of Shareholders;
 - 6.7.8. to have all guarantees, compensations, social and personal benefits provided for by the legislation of the Russian Federation, the Charter of the Company, other internal documents of the Company, as well as the employment contract;
 - 6.7.9. temporary absence (business trips, vocation, illness), to entrust the authority of the President of the Company to one of the Management Board members or other employee of the Company.
- 6.8. The President of the Company shall be obliged to take all necessary measures and use all available recourses for the purposes of dynamic development of the Company, improvement of the effectiveness of its activities, increase of the Company's profitability, the capitalization and investment attractiveness.
- 6.9. The President shall ensure the provision of the information (records and documents) and clarifications at the request of the members of the Board of Directors, necessary to the Board of Directors to make decisions on the agenda items of the Board of Directors meetings. The information is provided through the Corporate Secretary and addressed to the Chairman of the Board of Directors no later than 7 (seven) business days of request, or in any other period agreed with the requesting member of the Board of Directors.
- 6.10. The President of the Company shall be obliged to strictly observe the Charter of the Company, MTS PJSC Code of Corporate Governance and Ethics and other internal documents.

7. LIABILITY OF THE PRESIDENT OF THE COMPANY

- 7.1. The President of the Company shall be liable to the Company for any losses incurred as a result of his/her culpable actions and omissions unless other grounds and extent of liability are established by federal laws of the Russian Federation.
- 7.2. Ordinary business conditions and other relevant circumstances shall be taken into account when determining the grounds for and extent of the liability of the President of the Company.
- 7.3. The Company or a shareholder (shareholders) owning in aggregate at least 1 percent of outstanding ordinary shares have a right to prosecute a claim for damages against the President of the Company to reimburse the damages inflicted to the Company in cases provided for by paragraph 7.1 hereof.
- 7.4. The President of the Company shall be liable for unauthorized disclosure of confidential and insider information to the extent and in the manner provided for in the employment contract concluded with the President of the Company.

8. TERMINATION OF THE AUTHORITY OF THE PRESIDENT OF THE COMPANY

- 8.1. The authority of the President of the Company shall be terminated in cases provided for by the Russian Labor Legislation, the Federal Law On Joint Stock Companies, other regulations of the Russian Federation, the Charter of the Company and the employment contract with the President of the Company.
- 8.2. The authority of the President of the Company may be terminated on the initiative of the Company in cases provided for by the legislation of the Russian Federation and the employment contract with the President, as well as on the initiative of the President of the Company or upon mutual agreement of the parties.
- 8.3. The President of the Company may at any time terminate the employment contract with the Company before its normal expiration, by notifying the Board of Directors (in the name of the Chairman of the Board of Directors) in writing at least one month prior to this termination.
- 8.4. The termination of the employment contract with the President of the Company on the initiative of the Company based on all grounds provided for by the legislation of the Russian Federation and the employment contract with the President, or upon mutual agreement of the parties shall be performed by a resolution of the Board of Directors.

9. EFFECT OF THE REGULATIONS. PROCEDURE FOR INTRODUCTION OF AMENDMENTS AND ADDENDA TO THE REGULATIONS

- 9.1. The Regulations may be amended or supplemented by decision of the General Meeting of Shareholders.
The General Meeting of Shareholders may terminated the Regulations and adopt a new Regulations On the President of MTS PJSC.
- 9.2. In case of discrepancies between the Russian law and the Regulations, the provisions of the current law of the Russian Federation shall prevail.

Annex No. 1

to the Regulations on the President of Mobile TeleSystems Public Joint Stock Company

Information about the Related Persons of the President, Relations of the President with the Affiliates and Major Counterparts of the Company

1. Information about the related persons: the husband (wife), parents, children, adoptive parents, adopted children, full and half siblings, grandparents, and any other person living with the President and maintaining a common household.
2. Kinship relationships with the current members of the Board of Directors, the member of the Management Board, and with the members of the Auditing Commission.
3. Relations with legal entities, in which the Company holds the shares (participation interest) and has the right to control more than 20% (twenty percent) of the total number of voting shares (stakes, participation units).
4. Relations with the persons that have the right to control more than 20% (twenty percent) of the total number of the Company's voting shares.
5. Relations between the President and the persons that belong to the same group of persons where the Company belongs.
6. Relations between the President and major counterparts of the Company.