

## **ELECTRONIC DOCUMENT MANAGEMENT SYSTEM –**

## **“PORTAL OF THE BOARD OF DIRECTORS”**



MTS (Board of Directors, Management Board, Committees of the Board of Directors and the President) and subsidiaries of MTS Group effectively operate an electronic document management system – the Portal of the Board of Directors, installed on personal tablets of members of the management bodies. The portal of the Board of Directors enabled the accumulation, in a single information space, of the necessary and relevant set of options for the activities of members of the Company's collective management bodies, and the automation of their work, and it also ensured the mobility of the process' participants for making important managerial decisions.

2019 saw 16 meetings of the Board of Directors, including 9 in-person meetings and 7 meetings by correspondence.

## \\ Participation of the Directors in Meetings of the Board of Directors in 2019

Director	In-person meeting	In-absentia meeting
<b>Antonios Theodosiou Antoniou<sup>1</sup></b> Independent Director, not a member of MTS PJSC executive management	6/6	3/3
<b>Feliks Vladimirovich Yevtushenkov<sup>1</sup></b>	6/6	3/3
<b>Artyom Ivanovich Zasursky</b>	9/9	7/7
<b>Aleksey Borisovich Katkov</b>	9/9	7/7
<b>Aleksey Valerievich Kornya</b>	9/9	7/7
<b>Vsevolod Valerievich Rozanov</b>	9/9	7/7
<b>Regina Von Flemming</b> Independent Director, not a member of MTS PJSC executive management	9/9	7/7
<b>Thomas Holtrop</b> Independent Director, not a member of MTS PJSC executive management	9/9	7/7
<b>Valentin Borisovich Yumashev<sup>1</sup></b> Independent Director, not a member of MTS PJSC executive management	6/6	3/3
<b>Ron Sommer<sup>2</sup></b>	3/3	4/4
<b>Stanley Miller<sup>2</sup></b> Independent Director, not a member of MTS PJSC executive management	3/3	4/4
<b>Wolfgang Schussel<sup>2</sup></b> Independent Director, not a member of MTS PJSC executive management	3/3	4/4

## \\ Duration of Meetings of the Board of Directors and Committees in 2019 (in presence)

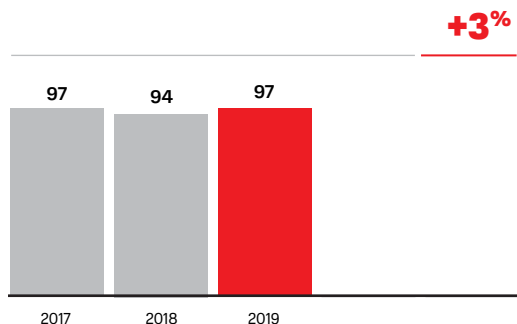
Meetings (in presence)	Number	Average duration (h)
Board of Directors	9	2.5
Audit Committee	13	1.5
Remuneration and Nomination Committee	9	1.5
Corporate Governance Committee	2	1.2
Joint meeting of the Corporate Governance Committee and the Remuneration and Nomination Committee	2	1.2
Strategy Committee	8	2
Budget Committee	7	2
Special Committee	4	1



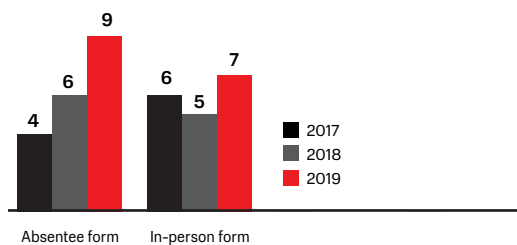
**Over 95% of meetings of the Company's Board of Directors were held with 100% participation by the Board of Directors members**

<sup>1</sup> Elected as a member of the Board of Directors on June 27, 2019.  
<sup>2</sup> Powers of the Board of Directors member terminated on June 27, 2019.

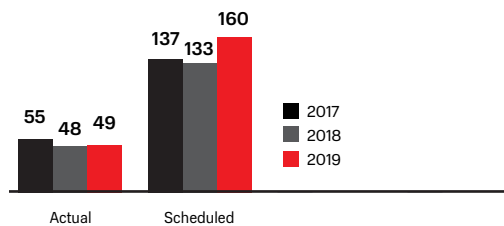
**\ Average percentage of participation the Board of Directors members in the meetings, 2017–2019**



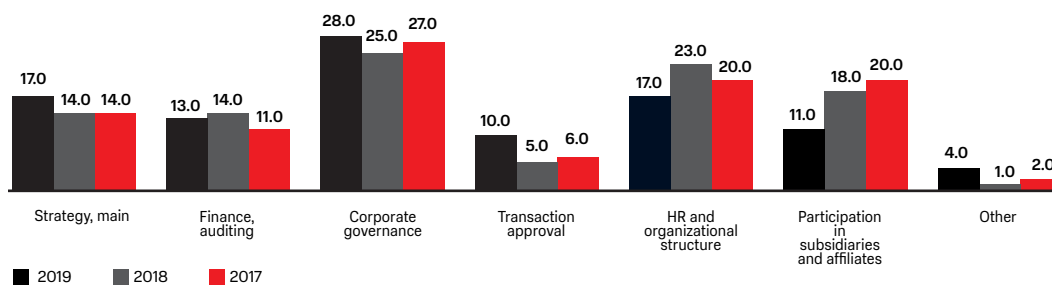
**\ Number of meetings held by the Board of Directors in 2017–2019**



**\ Number of issues considered at meetings of the Board of Directors in 2017–2019**



**\ Structure of issues reviewed at meetings of the Board of Directors in 2017–2019**

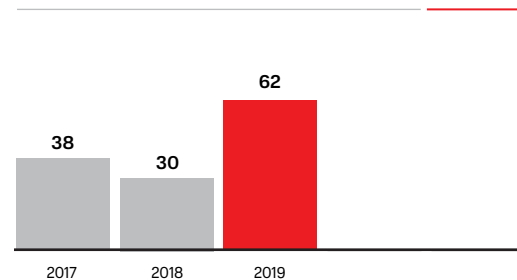


### Significant Items on the Agenda of the MTS PJSC Board of Directors Meetings in 2019

1. MTS Group Strategy for 2020–2022.
2. Review of the results of MTS Group budget fulfilment for 2019, on MTS Group budget adoption for 2020.
3. Board of Directors recommendations on dividend payment for 2018, the first half of 2019, 9 months of 2019.
4. Acquisition of subsidiaries, participation of MTS PJSC in other organizations.
5. On the approval of the repurchase price of MTS PJSC shares.
6. Approval of loan agreements between MTS PJSC and Sberbank PJSC, VTB Bank (PJSC).
7. On increasing the share of MTS PJSC in MTS Bank PJSC.
8. On acquisition by MTS Group of up to 100% capital of MTS Armenia CJSC.
9. On the termination of MTS PJSC participation in OZONE HOLDINGS LIMITED.
10. On the sale of the telecommunications business in Ukraine (VF Ukraine PrJSC).
11. On the creation of the Special Committee under the Board of Directors.
12. On the dividend policy of MTS PJSC.
13. On organizational changes.
14. On the procedure for using MTS PJSC logo and other elements of MTS PJSC visual identification.
15. On the TV development strategy of MTS PJSC.
16. On the concept of MTS PJSC investments in high-tech companies.
17. On the results of consultations with investors about the optimal structure of MTS PJSC listing.
18. On the registrar of MTS PJSC.

### Instructions of the Board of Directors given to managers of the Company

**+106%**



#### 19. Review of reports:

- > on risk management;
- > on the development of the Unified Compliance System;
- > on the implementation of the KSO program;
- > on the assessment of completion of individual tasks by the President and Management Board members;
- > on the business status of essential subsidiaries of MTS PJSC;
- > on the results of the assessment of the performance of the MTS PJSC Board of Directors; and
- > on the operation of the units of internal audit, control and compliance, including the report on the efficiency of the risk management system.

In 2019, the Board of Directors issued 62 instructions to the management of the Company.

Members of the Board of Directors receive information on the status of completion of Board's assignments at each in-person meeting.

Proper completion of the Board of Directors' assignments is one of the conditions for rewarding the Company's personnel.