

APPROVED

Extraordinary General Shareholders
meeting OJSC MegaFon
(Minutes dated April 20, 2015)

**Amendments No.2 to the Charter of
Open Joint-Stock Company MegaFon
Version No.3**

1. The item 1.1 of the Article 1 of the Charter of OJSC MegaFon shall have the following wording:

«1.1 This Charter is the third restatement of the Charter of the Public Joint Stock Company “MegaFon”, hereinafter referred to as the “Company”».

2. The Article 2 of the Charter of OJSC MegaFon shall have the following wording:

«2.1 The full name of the Company: Публичное акционерное общество «МегаФон».

The abbreviated name of the Company: ПАО «МегаФон».

The full name of the Company in the English language: Public Joint Stock Company «MegaFon».

The abbreviated name of the Company in the English language: PJSC «MegaFon».

2.2 Location of the Company: Moscow, Russian Federation».

3. The item 9.2 of the Article 9 of the Charter of OJSC MegaFon shall have the following wording:

«9.2 Maintenance of the register of the Company shall be performed by an independent organization with a license that is provided according to the law».

4. The item 10.5 of the Article 10 of the Charter of OJSC MegaFon shall have the following wording:

«10.5 Dividend payment period shall be defined pursuant to the law of the Russian Federation. The Company cannot provide any privileges in relation to dividend payment periods and deadlines for separate holders of shares of similar category (type). Payment of declared dividends on shares of every category (type) shall be made simultaneously to all holders of shares of such a category (type)».

5. The item 10.7 of the Article 10 of the Charter of OJSC MegaFon shall have the following wording:

«10.7 Date of compiling the list of persons entitled to receive dividends as per the dividend payment (declaration) decision shall not be earlier than 10 days after the date of the dividend payment (declaration) decision and not later than 20 days from the date of such decision».

6. Add the Article 12 of the Charter of OJSC MegaFon with the item 12.8 that shall have the following wording:

«12.8 The date of compiling the list of persons entitled to participate in the General Meeting of Shareholders shall be announced by the Company at least 7 days prior to such date».

7. Terminate the sub-item 19 of the item 13.6 of the Article 13 of the Charter of OJSC MegaFon.

8. The item 14.3 of the Article 14 of the Charter of OJSC MegaFon shall have the following wording:

«14.3 The Minutes of the General Meeting of Shareholders shall contain the information provided for by the laws of the Russian Federation, the minutes of the General Meeting of Shareholders shall also contain the information which, in accordance with the laws of the Russian Federation, shall be included in the minutes of a Counting Commission on the results of the voting at the General Meeting of Shareholders».

9. The item 14.4 of the Article 14 of the Charter of OJSC MegaFon shall have the following wording:

«14.4 The documents adopted or approved by decisions of the General Meeting of Shareholders shall be enclosed to minutes of the General Meeting of Shareholders, as well as to minutes on the results of the voting».

10. Add the item 18.4 of the Article 18 of the Charter of OJSC MegaFon with the following paragraph:

«In case of expiration of the General Director's term of office as set forth by the decision of the General Meeting of Shareholders of the Company, he/she shall remain in the position of the General Director of the Company until the decision on election (appointment) of a new General Director of the Company is taken by the General Meeting of Shareholders of the Company».



Chief Executive Officer
MegaFon OJSC

I.V. Tavrin

ПРОШИТО, ПРОНУМЕРОВАНО,
СКРЕПЛЕНО ПЕЧАТЬЮ

_____ СТРАНИЦ (Ы)



Секретарь
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