

APPROVED

Extraordinary General Shareholders
meeting of MegaFon PJSC
July 3, 2017

(Minutes dated July 4, 2017)

**Amendments No.1 to the Charter of
MegaFon Public Joint-Stock Company
Version No.4**

1. The Article 15.3 of the Charter of MegaFon PJSC shall have the following wording:

«**15.3.** Decisions at meetings of the Board of Directors on the matters referred to in paragraphs (2), (9), (11) and (20) of Article 15.2 hereof shall be made by a majority of three-quarters of the votes of the members of the Board of Directors present at the meeting. Decisions at meetings of the Board of Directors on the matter referred to in paragraph (13) of Article 15.2 hereof shall be made unanimously. Decision of the Board of Directors on the matter referred to in paragraph (17) of Article 15.2 of the Charter shall be made by a majority of no less than 7 (seven) votes of the Board of Directors members».

2. The Article 15.6 of the Charter of MegaFon PJSC shall have the following wording:

«**15.6** The number of members of the Board of Directors shall be equal to nine».

3. The first paragraph of Article 16.10 of the Charter of MegaFon PJSC shall have the following wording:

«**16.10** A quorum for the purposes of meetings shall be constituted if at least half the elected members of the Board of Directors are present at a meeting. For the purposes of taking a decision on matters referred to in paragraph (17) of Article 15.2 of the Charter no less than 7 (seven) members of the Board of Directors shall be present at a meeting».

Chief Executive Officer
MegaFon PJSC



S.V. Soldatenkov