

APPROVED

By the Board of Directors PJSC MegaFon
Minutes No. 278 (342) dated April 27, 2018

REPORT ON RELATED-PARTY TRANSACTIONS OF PJSC MEGAFON IN 2017

<i>Governing body that approved the transaction</i>	<i>Subject matter and material terms of the transaction</i>	<i>Related parties involved in the transaction</i>
Transactions (groups of interrelated transactions) worth less than two percent of the book value of MegaFon's assets		
Board of Directors (Minutes No. 253(317) dated 23 December 2016)	<p>Interrelated Surety Agreements imposing liability on PJSC MegaFon (Surety) for the obligations of PJSC MegaFon's subsidiaries (Debtors) to banks and partner companies.</p> <p>Subject matter of the Surety Agreements:</p> <ol style="list-style-type: none">1. PJSC MegaFon's guarantee of performance of obligations to banks undertaken by PJSC MegaFon's subsidiaries under bank guarantee agreements (including guarantees issued to secure fulfilment of subsidiaries' obligations under public contracts).2. PJSC MegaFon's guarantee of performance of obligations to partner companies undertaken by PJSC MegaFon's subsidiaries under distribution agreements and supply agreements.3. PJSC MegaFon's guarantee of performance of obligations undertaken by PJSC MegaFon's subsidiaries under bank financing and factoring agreements. <p>Total price of property (services) under the Interrelated Surety Agreements providing for PJSC MegaFon's liability for performance by PJSC MegaFon's subsidiaries of their obligations to banks and partner companies shall not exceed RUB 5,000,000,000.</p>	USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding; Ya I.Kukhalsky.

<p>Board of Directors (Minutes No. 203(267) dated 24 December 2013, No. 214(278) dated 30 July 2014, No. 253(317) dated 23 December 2016)</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Borrower) and JSC MegaLabs (Lender).</p> <p>Facility amount: RUB 3,000,000,000.</p> <p>Facility maturity date: until 23 May 2020 (inclusive).</p> <p>Interest rate: up to eight (8) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding; Ya.I. Kukhalsky.</p>
<p>Board of Directors (Minutes No. 149(213) dated 11 July 2011, No. 200(264) dated 12 November 2013, No. 203(267) dated 24 December 2013, No. 214(278) dated 30 July 2014, No. 253(317) dated 23 December 2016)</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Lender) and NetByNet Holding LLC (Borrower).</p> <p>Facility amount: RUB 2,902,000,000.</p> <p>Facility maturity date: until 19 July 2020 (inclusive).</p> <p>Interest rate: up to eight (8) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>

<p>Board of Directors (Minutes No. 138(203) dated 30 December 2010, No. 186(250) dated 31 December 2012, No. 219(283) dated 25 December 2014, No. 233(297) dated 25 December 2015, No. 253(317) dated 23 December 2016)</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Borrower) and Metrocom CJSC (Lender). Facility amount: RUB 1,140,000,000. Facility maturity date: until 16 May 2020 (inclusive). Interest rate: up to eight (8) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>
<p>Board of Directors (Minutes No. 149(213) dated 11 July 2011, No. 203(267) dated 24 December 2013, No. 253(317) dated 23 December 2016)</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Lender) and Depton Investments Limited (Borrower). Facility amount: RUB 200,000,000. Facility maturity date: until 27 October 2020 (inclusive). Interest rate: up to eight (8) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>

<p>Board of Directors (Minutes No. 160(224) dated 10 January 2012, No. 253(317) dated 23 December 2016)</p>	<p>Loan Agreement between PJSC MegaFon (Lender) and CJSC TT Mobile (Borrower).</p> <p>Facility amount: US\$ 5,000,000.</p> <p>Facility maturity date: until 09 May 2020 (inclusive).</p> <p>Interest rate: up to nine (9) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding; G.A. Vermishyan; A.Yu. Shishkovsky.</p>
<p>Board of Directors (Minutes No. 255(319) dated 06 February 2017)</p>	<p>Mutual Information Services Agreement between PJSC MegaFon and Mail.Ru LLC.</p> <p>Pursuant to the Agreement, the parties provide each other with information services.</p> <p>Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Mutual Information Services Agreement between PJSC MegaFon and Mail.Ru LLC does not exceed RUB 720,000,000.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>
<p>Board of Directors (minutes No. 255(319) dated 06 February 2017)</p>	<p>MVNO Agreement between PJSC MegaFon and VKontakte LLC.</p> <p>Pursuant to the Agreement, the parties cooperate to create and promote the branded VKmobile product.</p> <p>Total price of property (services) disposed of (acquired) by PJSC MegaFon under the MVNO Agreement between PJSC MegaFon and VKontakte LLC does not exceed RUB 1,700,000,000.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>
<p>Board of Directors (Minutes No. 258(322) dated 28 February 2017)</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Lender) and JSC Mobicom Volga (Borrower).</p> <p>Facility amount: RUB 780,000,000.</p> <p>Facility maturity date: until 31 December 2017 (inclusive).</p> <p>Interest rate: up to eight (8) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>

Board of Directors
(Minutes
No. 258(322) dated
15 March 2017)

Master Agreement between PJSC MegaFon and JSC SMARTS-Penza.
Under the Master Agreement, PJSC MegaFon provides to JSC SMARTS-Penza services, performs work, and transfers property/rights/obligations as follows:

- provision of radio access network infrastructure to enable communications services based on MVNO business model
- enabling shared use of means of communication and/or communications lines, including, without limitation, communications nodes (equipment comprising communications nodes), including maintenance, operation and repair of equipment comprising communications nodes, as well as other equipment), equipment of base stations and repeaters of LTE mobile networks, and communications channels
- enabling a technical capability for JSC SMARTS-Penza subscribers to sign agreements with an electronic signature, as well as a technical capability for JSC SMARTS-Penza employees and other persons engaged by JSC SMARTS-Penza to sign documents with an electronic signature
- technical support for international roaming, and billing support
- services related to processing personal data of JSC SMARTS-Penza employees (collection, collation, accumulation, storage, clarification (update, modification), use, anonymisation, blocking and destruction) and other personal data transferred by JSC SMARTS-Penza
- enabling the use (including shared use) of PJSC MegaFon's software (SAP, Microsoft, MS SQL software and software for help desk set-up and support), including, without limitation, execution of licence (sub-licence), agency, technical support and other services agreements (including those related to software), tripartite agreements with software owners, as well as services related to equipment and software maintenance and support
- lease of telecommunications equipment (SORM system, switches, servers, and other technical equipment)
- spectrum sharing
- arrangements for access from a connection point to PJSC MegaFon's information centre and traffic generation
- agency services to arrange for interconnection between JSC SMARTS-Penza communications networks and communications networks of other operators, and other agency services

USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.

	<ul style="list-style-type: none"> • information, consulting, and legal services • accounting, tax, financial control, treasury, HR management services <p>as well as provides other services, performs work and transfers property/rights/obligations. JSC SMARTS-Penza provides to PJSC MegaFon services, performs work, and transfers property/rights/obligations as follows:</p> <ul style="list-style-type: none"> • provision of radio access network infrastructure to enable communications services based on MVNO business model • spectrum sharing • information and analytical services related to collection and processing of aggregated data used for PJSC MegaFon's internal and external analytical services <p>as well as provides other services, performs work and transfers property/rights/obligations. Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Master Agreement between PJSC MegaFon and JSC SMARTS-Penza does not exceed RUB 400,700,000.</p>	
<p>Board of Directors (Minutes No. 258(322) dated 15 March 2017)</p>	<p>Master Agreement between PJSC MegaFon and JSC SMARTS-Saransk. Under the Master Agreement, PJSC MegaFon provides to JSC SMARTS-Saransk services, performs work and transfers property/rights/obligations as follows:</p> <ul style="list-style-type: none"> • provision of radio access network infrastructure to enable communications services based on MVNO business model • enabling shared use of means of communication and/or communications lines, including, without limitation, communications nodes (equipment comprising communications nodes), including maintenance, operation and repair of equipment comprising communications nodes, as well as other equipment), equipment of base stations and repeaters of LTE mobile networks, and communications channels • enabling a technical capability for JSC SMARTS-Saransk subscribers to sign agreements with an electronic signature, as well as a technical capability for JSC SMARTS-Saransk employees and other persons engaged by JSC SMARTS-Saransk to sign documents with an electronic signature 	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>

- technical support for international roaming, and billing support
- services related to processing personal data of JSC SMARTS-Saransk employees (collection, collation, accumulation, storage, clarification (update, modification), use, anonymisation, blocking and destruction) and other personal data transferred by JSC SMARTS-Saransk
- enabling the use (including shared use) of PJSC MegaFon's software (SAP, Microsoft, MS SQL software and software for help desk set-up and support), including, without limitation, execution of licence (sub-licence), agency, technical support and other services agreements (including those related to software), tripartite agreements with software owners, as well as services related to equipment and software maintenance and support
- lease of telecommunications equipment (SORM system, switches, servers, and other technical equipment)
- spectrum sharing
- arrangements for access from a connection point to PJSC MegaFon's information centre and traffic generation
- agency services to arrange for interconnection between JSC SMARTS-Saransk communications networks and communications networks of other operators, and other agency services
- information, consulting, and legal services
- accounting, tax, financial control, treasury, HR management services

as well as provides other services, performs work and transfers property/rights/obligations.

JSC SMARTS-Saransk provides to PJSC MegaFon services, performs work, and transfers property/rights/obligations as follows:

- provision of radio access network infrastructure to enable communications services based on MVNO business model
- spectrum sharing
- information and analytical services related to collection and processing of aggregated data used for PJSC MegaFon's internal and external analytical services

as well as provides other services, performs work and transfers property/rights/obligations.

Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Master Agreement

	between PJSC MegaFon and JSC SMARTS-Saransk does not exceed RUB 403,200,000.	
Board of Directors (Minutes No. 258(322) dated 15 March 2017)	<p>Master Agreement between PJSC MegaFon and JSC SMARTS-Ulyanovsk.</p> <p>Under the Master Agreement, PJSC MegaFon provides to JSC SMARTS-Ulyanovsk services, performs work and transfers property/rights/obligations as follows:</p> <ul style="list-style-type: none"> • provision of radio access network infrastructure to enable communications services based on MVNO business model • enabling shared use of means of communication and/or communications lines, including, without limitation, communications nodes (equipment comprising communications nodes), including maintenance, operation and repair of equipment comprising communications nodes, as well as other equipment), equipment of base stations and repeaters of LTE mobile networks, and communications channels • enabling a technical capability for JSC SMARTS-Ulyanovsk subscribers to sign agreements with an electronic signature, as well as a technical capability for JSC SMARTS-Ulyanovsk employees and other persons engaged by JSC SMARTS-Ulyanovsk to sign documents with an electronic signature • technical support for international roaming, and billing support • services related to processing personal data of JSC SMARTS-Ulyanovsk employees (collection, collation, accumulation, storage, clarification (update, modification), use, anonymisation, blocking and destruction) and other personal data transferred by JSC SMARTS-Ulyanovsk • enabling the use (including shared use) of PJSC MegaFon's software (SAP, Microsoft, MS SQL software and software for help desk set-up and support), including, without limitation, execution of licence (sub-licence), agency, technical support and other services agreements (including those related to software), tripartite agreements with software owners, as well as services related to equipment and software maintenance and support • lease of telecommunications equipment (SORM system, switches, servers, and other technical equipment) • spectrum sharing • arrangements for access from a connection point to PJSC MegaFon's information centre and traffic generation 	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>

	<ul style="list-style-type: none"> • agency services to arrange for interconnection between JSC SMARTS-Ulyanovsk communications networks and communications networks of other operators, and other agency services • information, consulting, and legal services • accounting, tax, financial control, treasury, HR management services <p>as well as provides other services, performs work and transfers property/rights/obligations. JSC SMARTS-Ulyanovsk provides to PJSC MegaFon services, performs work and transfers property/rights/obligations as follows:</p> <ul style="list-style-type: none"> • provision of radio access network infrastructure to enable communications services based on MVNO business model • spectrum sharing • information and analytical services related to collection and processing of aggregated data used for PJSC MegaFon's internal and external analytical services <p>as well as provides other services, performs work and transfers property/rights/obligations. Total price of property (services) acquired (disposed) by PJSC MegaFon under the Master Agreement between PJSC MegaFon and JSC SMARTS-Ulyanovsk does not exceed RUB 404,000,000.</p>	
<p>Board of Directors (Minutes No. 138(203) dated 30 December 2010 ; No. 161(225) dated 31 January 2012; No. 166(230) dated 18 April 2012; No. 184(248) dated 30 November 2012; No. 200(264) dated</p>	<p>Interrelated Agreements (multilateral agreement) on special accounts (Pool of Accounts) between PJSC MegaFon, CJSC CB CITIBANK, CITIBANK N.A. DUBLIN and PJSC MegaFon's subsidiaries.</p> <p>Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Interrelated Agreements (multilateral agreement) on special accounts (Pool of Accounts) between PJSC MegaFon, CJSC CB CITIBANK, CITIBANK N.A. DUBLIN and PJSC MegaFon's subsidiaries does not exceed US\$ 79,800.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding; Ya.I. Kukhalsky.</p>

<p>12 November 2013 ; No. 231(295) dated 28 October 2015; No. 259(323) dated 26 April 2017)</p>		
<p>Board of Directors (Minutes No. 147(211) dated 29 April 2011; No. 154(218) dated 29 September 2011; No. 166(230) dated 18 April 2012; No. 184(248) dated 30 November 2012; No. 192(256) dated 14 May 2013; No. 200(264) dated 12 November 2013 ; No. 231(295) dated 28 October 2015; No. 233(297) dated 25 December 2015 ; No. 248(312) dated 26 October 2016;</p>	<p>Interrelated Surety Agreements (multilateral agreement) between PJSC MegaFon (Surety), CJSC CB CITIBANK (Lender) and PJSC MegaFon's subsidiaries (Debtors).</p> <p>Interrelated Surety Agreements provide for PJSC MegaFon's liability for performance by PJSC MegaFon's subsidiaries located in the territory of the Russian Federation of their obligations to CJSC CB CITIBANK under the Interrelated Agreements on special accounts (Pool of Accounts) with a right of overdraft.</p> <p>Total price of property (services) to be disposed of under the Interrelated Surety Agreements (multilateral agreement) due to execution of a transaction shall not exceed RUB 2,420,000,000.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding; Ya.I. Kukhalsky.</p>

No. 259(323) dated 26 April 2017)		
Board of Directors (Minutes No. 259(323) dated 26 April 2017)	<p>Revolving Credit Facility Agreement between PJSC MegaFon and JSC FTC.</p> <p>Facility amount: RUB 2,500,000,000.</p> <p>Facility maturity date: 5 years from the date of the Agreement.</p> <p>Interest rate: zero (0) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>
Board of Directors (Minutes No. 259(323) dated 26 April 2017)	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Borrower) and LLC FTC (Lender).</p> <p>Facility amount: Five million roubles (RUB 5,000,000).</p> <p>Facility maturity date: 5 years from the date of the Agreement.</p> <p>Interest rate: zero (0) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>
Board of Directors (Minutes No. 248(312) dated 26 October 2016; No. 264(328) dated 26 July 2017)	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Lender) and Combell LLC (Borrower).</p> <p>Facility amount: Seven hundred sixty five million roubles (RUB 765,000,000).</p> <p>Facility maturity date: until 19 January 2022 (inclusive).</p> <p>Interest rate: up to ten (10) percent per annum.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>

<p>Board of Directors (Minutes No. 266(330) dated 28 August 2017)</p>	<p>Surety Agreement between PJSC MegaFon (Surety) and JSC UniCredit Bank (Lender) to secure performance of CJSC TT Mobile's obligations (Borrower, Beneficiary).</p> <p>The Surety Agreement provides for PJSC MegaFon's joint liability for performance of CJSC TT Mobile's obligations to JSC UniCredit Bank under the General Credit Facility Agreement signed between CJSC TT Mobile and JSC UniCredit Bank for a maximum amount of US\$ 20,000,000 for up to 24 months.</p> <p>The term of the Surety Agreement: 36 months from the date of the Surety Agreement.</p> <p>Total price of the property (services) disposed of (acquired) by PJSC MegaFon under the Surety Agreement between PJSC MegaFon and JSC UniCredit Bank to secure performance of CJSC TT Mobile's obligations does not exceed twenty two million US dollars (US\$ 22,000,000).</p>	<p>AF Telecom Holding LLC, Telecominvest Holdings Limited, MegaFon Investments (Cyprus) Limited, G.A. Vermishyan.</p>
<p>Board of Directors (Minutes No. 253(317) dated 23 December 2016, No. 267(331) dated 25 October 2017)</p>	<p>Trademark Licence Agreement between PJSC MegaFon (Licensor) and LLC AF Telecom Holding (Licensee).</p> <p>Under the Agreement, PJSC MegaFon uses the MegaFon trademark.</p> <p>PJSC MegaFon uses the MegaFon trademark while communicating with international operators and providing services to foreign subscribers (including representative offices of foreign companies), and places it on customised subscriber devices.</p> <p>Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Trademark Licence Agreement between PJSC MegaFon and LLC AF Telecom Holding does not exceed RUB 218,400,000 in 2017 and shall not exceed RUB 792,000,000 in 2018–2020.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>
<p>Board of Directors (Minutes No. 259(323) dated 26 April 2017, No. 271(335) dated 22 December 2017)</p>	<p>Master Agreement between PJSC MegaFon and JSC FTC.</p> <p>Under the Master Agreement, PJSC MegaFon provides to JSC FTC services, performs work and transfers property/rights/obligations as follows:</p> <ul style="list-style-type: none"> • transfer of rights and obligations pursuant to agreements aimed at granting the right to use land plots that are necessary to maintain and operate communications facilities and other property of JSC FTC • works/services related to the maintenance and operation of communications facilities and other property of JSC FTC 	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p>

- lease of property
- sale/purchase of property, contribution to the property of JSC FTC
- services/works related to the maintenance and support of equipment, including, without limitation, the equipment used by JSC FTC pursuant to agreements with PJSC MegaFon
- use (including shared use) of PJSC MegaFon's available software, including, without limitation, execution of licence (sub-licence), agency, technical support and other services agreements (including those related to software), and tripartite agreements with software owners
- agreement maintenance services in the context of JSC FTC property siting on land plots
- services related to the collection of the input data necessary in searching for sites for JSC FTC communication facilities (services related to the search of sites, designing, building and operating JSC FTC communication facilities), searching for land plots and other real estate subject to use in the context of designing, building, siting and operating JSC FTC communications facilities
- title documents preparation services for the use of land plots and other real estate in the context of designing, building, siting and operating JSC FTC communications facilities
- agreement maintenance and performance services in the context of JSC FTC communications facilities siting
- services related to designing, building and upgrading JSC FTC communications facilities
- marketing support and advertising services
- services related to goods/works/services purchasing organisation to provide for the business operations of JSC FTC
- services related to provision of technical specifications for siting at JSC FTC communications facilities
- archive and documentation storage organisation
- services related support of JSC FTC administrative activities
- agreement maintenance and performance services in the context of JSC FTC communications facilities siting
- information, advisory, and legal services
- accounting, tax, financial control, treasury, HR management services
- services related to processing personal data of JSC FTC employees (collection, collation, accumulation, storage, clarification (update, modification), use, anonymisation, blocking and destruction) and other personal data transferred by JSC FTC

	<ul style="list-style-type: none"> • full range of agency services • services related to implementing and ensuring financial and information security in JSC FTC • preparation and handling services in respect of documentation related to JSC FTC property <p>as well as provides other services, performs work and transfers property/rights/obligations.</p> <p>JSC FTC provides to PJSC MegaFon services, performs work and transfers property/rights/obligations as follows:</p> <ul style="list-style-type: none"> • sale/purchase of property owned by JSC FTC • full range of agency services, including legal and other actions related to the purchase of, and payment for, electricity <p>as well as provides other services, performs work and transfers property/rights/obligations.</p> <p>Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Master Agreement between PJSC MegaFon and JSC FTC does not exceed RUB 1,011,500,000.</p>	
<p>Board of Directors (Minutes No. 253(317) dated 23 December 2016, 271(335) dated 22 December 2017)</p>	<p>Accounting, tax accounting, financial control and treasury, and HR accounting and management services addenda to Master Agreements with PJSC MegaFon's subsidiaries.</p> <p>Under the addenda to Master Agreements with subsidiaries, PJSC MegaFon provides to its subsidiaries a range of accounting and tax accounting, financial control and treasury, as well as HR accounting and management services.</p> <p>Total price of property (services) disposed of (acquired) by PJSC MegaFon under the accounting, tax accounting, financial control and treasury, and HR accounting and management services addenda to Master Agreements with PJSC MegaFon's subsidiaries does not exceed RUB 500,000,000.</p>	<p>USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding; G.A. Vermishyan.</p>
<p>Transactions (groups of interrelated transactions) worth two percent or more of the book value of PJSC MegaFon's assets</p>		

<p>Extraordinary General Meeting of Shareholders (Minutes w/n dated 23 January 2017)</p>	<p>Share Purchase Agreement between PJSC MegaFon (Buyer) and New Media and Technology Investment LP, New Media Technologies Capital Partners Limited and Ardoe Finance Limited (Sellers).</p> <p>PJSC MegaFon purchases from New Media and Technology Investment LP, New Media Technologies Capital Partners Limited and Ardoe Finance Limited 11,500,100 Class A shares and 21,940,148 ordinary shares representing 15.2% of the charter capital and a 63.8% voting stake in Mail.Ru Group Limited.</p> <p>Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Share Purchase Agreement does not exceed US\$ 740,000,000.</p>	<p>Related parties: USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p> <p>Grounds for recognising them as related parties: counterparties to the transaction are New Media and Technology Investment LP, New Media Technologies Capital Partners Limited and Ardoe Finance Limited controlled by USM HOLDINGS LIMITED also controlling PJSC MegaFon.</p> <p>Related parties' percentage share ownership in PJSC MegaFon:</p> <ul style="list-style-type: none"> - USM HOLDINGS LIMITED: nil - USM TELECOM HOLDINGS LIMITED: nil - Garsdale Services Investments Limited: nil - AF Telecom Holding Limited: nil - LLC AF Telecom Holding: 56.3178%. <p>Related parties' percentage share ownership in the counterparties: nil.</p>
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<p>General Meeting of Shareholders (Minutes w/n dated 19 September 2016)</p>	<p>Lease and/or Use Agreements for communications installations (parts thereof) and other property (parts thereof) between PJSC MegaFon (Customer) and JSC FTC (Contractor).</p> <p>Under the Lease and/or Use Agreements for communications installations (parts thereof), means of communication (parts thereof), and other property (parts thereof) PJSC MegaFon uses communications installations (parts thereof), means of communication (parts thereof), and other property (parts thereof) owned or otherwise lawfully held by JSC FTC.</p> <p>JSC FTC compensates PJSC MegaFon for electricity costs incurred by PJSC MegaFon in relation to the property transferred to JSC FTC, as well as for property insurance and JSC FTC's civil liability to third parties insurance costs incurred by PJSC MegaFon in relation to the property transferred to JSC FTC.</p> <p>Total price of the property (services) under the Interrelated Lease and/or Use Agreements for communications installations (parts thereof), means of communication (parts thereof), and other property (parts thereof) between PJSC MegaFon and JSC FTC does not exceed RUB 418,500,000,000.</p>	<p>Related parties: USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p> <p>Grounds for recognising them as related parties: counterparty to the transaction is JSC FTC controlled by parties also controlling PJSC MegaFon.</p> <p>Related parties' percentage share ownership in PJSC MegaFon:</p> <ul style="list-style-type: none"> – USM HOLDINGS LIMITED: nil – USM TELECOM HOLDINGS LIMITED: nil – Garsdale Services Investments Limited: nil – AF Telecom Holding Limited: nil – LLC AF Telecom Holding: 56.3178%. <p>Related parties' percentage share ownership in the counterparty: nil.</p>
<p>Board of Directors (Minutes No. 160(224) dated 10 January 2012;</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Lender) and JSC MegaFon Retail (Borrower).</p> <p>Facility amount: RUB 7,060,000,000.</p> <p>Facility maturity date: until 06 March 2022 (inclusive).</p>	<p>Related parties: USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited,</p>

<p>No. 185(249) dated 09 December 2012; No. 191(255) dated 01 April 2013; No. 192(256) dated 14 May 2013; No. 253(317) dated 23 December 2016)</p>	<p>Interest rate: up to eight (8) percent per annum.</p>	<p>LLC AF Telecom Holding.</p> <p>Grounds for recognising them as related parties: counterparty to the transaction is JSC MegaFon Retail controlled by parties also controlling PJSC MegaFon.</p> <p>Related parties' percentage share ownership in PJSC MegaFon:</p> <ul style="list-style-type: none"> – USM HOLDINGS LIMITED: nil – USM TELECOM HOLDINGS LIMITED: nil – Garsdale Services Investments Limited: nil – AF Telecom Holding Limited: nil – LLC AF Telecom Holding: 56.3178%. <p>Related parties' percentage share ownership in the counterparty: nil.</p>
<p>Board of Directors (Minutes No. 127(191) dated 28 April 2010; No. 140(204) dated 31 January 2011; No. 149(213) dated</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Lender) and CJSC TT Mobile (Borrower).</p> <p>Facility amount: US\$ 161,900,000.</p> <p>Facility maturity date: until 19 March 2019 (inclusive).</p> <p>Interest rate: up to twenty (20) percent per annum.</p>	<p>Related parties: USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding; G.A. Vermishyan; A.Yu. Shishkovsky.</p>

<p>11 July 2011; No. 189(253) dated 05 March 2013; No. 160(224) dated 10 February 2012; No. 233(297) dated 25 December 2015; No. 253(317) dated 23 December 2016)</p>		<p>Grounds for recognising them as related parties: counterparty to the transaction is CJSC TT Mobile controlled by G.A. Vermishyan and A.Yu. Shishkovsky also controlling PJSC MegaFon. – members of the Board of Directors of CJSC TT Mobile.</p> <p>Related parties' percentage share ownership in PJSC MegaFon:</p> <ul style="list-style-type: none"> – USM HOLDINGS LIMITED: nil – USM TELECOM HOLDINGS LIMITED: nil – Garsdale Services Investments Limited: nil – AF Telecom Holding Limited: nil – LLC AF Telecom Holding: 56.3178% – G.A. Vermishyan: 0.000968% – A.Yu. Shishkovsky: nil. <p>Related parties' percentage share ownership in the counterparty: nil.</p>
<p>Board of Directors (Minutes No. 267(331) dated</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Lender) and MegaFon Investments (Cyprus) Limited (Borrower).</p>	<p>Related parties: USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments</p>

<p>25 October 2017)</p> <p>General Meeting of Shareholders (Minutes w/n dated 19 April 2012; 15 October 2012; 22 September 2014; 13 April 2015)</p>	<p>Facility amount: up to RUB 10,000,000,000.</p> <p>Facility maturity date: until 19 April 2020 (inclusive).</p> <p>Interest rate: seven (7) percent per annum.</p>	<p>Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p> <p>Grounds for recognising them as related parties: counterparty to the transaction is MegaFon Investments (Cyprus) Limited controlled by parties also controlling PJSC MegaFon.</p> <p>Related parties' percentage share ownership in PJSC MegaFon:</p> <ul style="list-style-type: none"> – USM HOLDINGS LIMITED: nil – USM TELECOM HOLDINGS LIMITED: nil – Garsdale Services Investments Limited: nil – AF Telecom Holding Limited: nil – LLC AF Telecom Holding: 56.3178%. <p>Related parties' percentage share ownership in the counterparty: nil.</p>
<p>Board of Directors (Minutes No. 189(253) dated 05 March 2013; No. 192(256) dated 14 May 2013;</p>	<p>Limited Overdraft Facility Agreement between PJSC MegaFon (Borrower) and PJSC Sberbank (Lender).</p> <p>Total overdraft limit: up to RUB 7,000,000,000.</p> <p>Overdraft maturity date: until 28 December 2018.</p> <p>Facility purpose: payments under the settlement documents of the Pool Participants in MegaFon Group and</p>	<p>AF Telecom Holding LLC, Telecominvest Holdings Limited, MegaFon Investments (Cyprus) Limited.</p> <p>Grounds for recognising them as related parties: beneficiaries of the</p>

<p>No. 216(280) dated 29 April 2014; No. 220(284) dated 24 December 2014; No. 231(295) dated 28 October 2015; No. 271(335) dated 22 December 2017)</p>	<p>included in the Pool of Accounts "Limited Overdraft" if there is no or insufficient cash on accounts of these entities, using the Total overdraft limit that is set for the account of PJSC MegaFon.</p> <p>Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Limited Overdraft Facility Agreement does not exceed RUB 10,150,000,000.</p>	<p>transaction are subsidiaries of PJSC MegaFon controlled by parties also controlling PJSC MegaFon.</p> <p>Related parties' percentage share ownership in PJSC MegaFon:</p> <ul style="list-style-type: none"> – USM HOLDINGS LIMITED: nil – USM TELECOM HOLDINGS LIMITED: nil – Garsdale Services Investments Limited: nil – AF Telecom Holding Limited: nil – LLC AF Telecom Holding: 56.3178%. <p>Related parties' percentage share ownership in the counterparty: nil.</p>
<p>Board of Directors (Minutes No. 264(328) dated 26 July 2017; No. 271(335) dated 22 December 2017)</p>	<p>Revolving Credit Facility Agreement between PJSC MegaFon (Borrower) and LLC Scartel (Lender).</p> <p>Facility amount: up to RUB 15,000,000,000 (inclusive).</p> <p>Facility maturity date: three (3) years from the date of the Agreement (inclusive).</p> <p>Interest rate: up to eight (8) percent per annum.</p>	<p>Related parties: USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p> <p>Grounds for recognising them as related parties: counterparty to the transaction is LLC Scartel controlled by parties also controlling PJSC MegaFon.</p>

		<p>Related parties' percentage share ownership in PJSC MegaFon:</p> <ul style="list-style-type: none"> – USM HOLDINGS LIMITED: nil – USM TELECOM HOLDINGS LIMITED: nil – Garsdale Services Investments Limited: nil – AF Telecom Holding Limited: nil – LLC AF Telecom Holding: 56.3178%. <p>Related parties' percentage share ownership in the counterparty: nil.</p>
<p>Board of Directors (Minutes No. 253(317) dated 23 December 2016; No. 271(335) dated 22 December 2017)</p>	<p>Master Agreement between PJSC MegaFon and LLC Scartel. Under the Master Agreement, PJSC MegaFon provides to LLC Scartel the following services, performs work and transfers property/rights/obligations as follows:</p> <ul style="list-style-type: none"> • provision of radio access network infrastructure to enable communications services based on MVNO business model • enabling shared use of means of communication and/or communications lines, including, without limitation, communications nodes (equipment comprising communications nodes), maintenance, operation, and repair of equipment comprising communications nodes, as well as other equipment), equipment of base stations and repeaters of LTE mobile networks, and communications channels • enabling a technical capability for LLC Scartel subscribers to sign agreements with an electronic signature, as well as a technical capability for LLC Scartel employees and other persons engaged by LLC Scartel to sign documents with an electronic signature • technical support for international roaming, and billing support • services related to processing personal data of LLC Scartel employees (collection, collation, 	<p>Related parties: USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.</p> <p>Grounds for recognising them as related parties: counterparty to the transaction is LLC Scartel controlled by parties also controlling PJSC MegaFon.</p> <p>Related parties' percentage share ownership in PJSC MegaFon:</p> <ul style="list-style-type: none"> – USM HOLDINGS LIMITED: nil – USM TELECOM HOLDINGS LIMITED:

	<p>accumulation, storage, clarification (update, modification), use, anonymisation, blocking and destruction) and other personal data transferred by LLC Scartel</p> <ul style="list-style-type: none"> • a range of accounting, tax, financial control, treasury, HR accounting and HR management services • enabling the use (including shared use) of PJSC MegaFon’s software (SAP, Microsoft, MS SQL software and software for help desk set-up and support, and other software), including, without limitation, execution of licence (sub-licence), agency, technical support and other services agreements (including those related to software), tripartite agreements with software owners, as well as services related to equipment and software maintenance and support • purchase and sale of equipment (customised CPE, including customer premises equipment by Apple or Samsung); • lease of telecommunications equipment (SORM system, switches, servers, and other technical equipment) • spectrum sharing • arrangements for access from a connection point to PJSC MegaFon’s information centre and traffic generation • agency services to arrange for interconnection between LLC Scartel communications networks and communications networks of other operators, and other agency services <p>as well as provides other services, performs work and transfers property/rights/obligations. LLC Scartel provides to PJSC MegaFon services, performs work and transfers property/rights/obligations as follows:</p> <ul style="list-style-type: none"> • spectrum sharing • information and analytical services related to collection and processing of aggregated data used for PJSC MegaFon’s internal and external analytical services <p>as well as provides other services, performs work and transfers property/rights/obligations. Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Master Agreement between PJSC MegaFon and LLC Scartel does not exceed RUB 11,597,700,000.</p>	<p>nil</p> <ul style="list-style-type: none"> – Garsdale Services Investments Limited: nil – AF Telecom Holding Limited: nil – LLC AF Telecom Holding: 56.3178%. <p>Related parties’ percentage share ownership in the counterparty: nil.</p>
<p>Board of Directors (Minutes No. 253(317) dated</p>	<p>Master Agreement between PJSC MegaFon and MegaLabs JSC. Under the Master Agreement, PJSC MegaFon provides to MegaLabs JSC the following services, performs work and transfers property/rights/obligations as follows:</p>	<p>Related parties: USM HOLDINGS LIMITED, USM TELECOM HOLDINGS LIMITED, Garsdale Services Investments</p>

23 December 2016, 271(335) dated 22 December 2017)

- equipment lease (including telecommunications and technical equipment (platforms) for the purpose of provision of services by PJSC MegaFon)
- purchase and sale of equipment (including telecommunications and technical equipment (platforms) for the purpose of provision of services by PJSC MegaFon)
- enabling the use (including through alienation of exclusive right) of software, including, without limitation, software installed on equipment transferred by PJSC MegaFon, including through tripartite agreements with software owners
- enabling the use (including through alienation of exclusive right) of other intellectual property for the purpose of provision of services by PJSC MegaFon
- services and work related to equipment and software maintenance and support, software development
- agency services for PJSC MegaFon, including for the purpose of provision of services by PJSC MegaFon and promotion (advertisement) of PJSC MegaFon's services
- transfer of rights and obligations under the agreements concluded by MegaLabs JSC with the third parties

as well as provides other services, performs work and transfers property/rights/obligations.

MegaLabs JSC provides to PJSC MegaFon services, performs work and transfers property/rights/obligations as follows:

- implementation and maintenance of the SAP system
- siting and technical support of MegaLabs JSC equipment
- equipment lease (including telecommunications and technical equipment (platforms))
- purchase and sale of equipment (including telecommunications and technical equipment (platforms))
- transfer of rights and obligations under the agreements concluded by PJSC MegaFon with the third parties
- enabling the use of, alienation of exclusive right to, any intellectual production

as well as provides other services, performs work and transfers property/rights/obligations.

Total price of property (services) disposed of (acquired) by PJSC MegaFon under the Master Agreement

Limited, AF Telecom Holding Limited, LLC AF Telecom Holding.

Grounds for recognising them as related parties: counterparty to the transaction is JSC FTC controlled by parties also controlling PJSC MegaFon.

Related parties' percentage share ownership in PJSC MegaFon:

- USM HOLDINGS LIMITED: nil
- USM TELECOM HOLDINGS LIMITED: nil
- Garsdale Services Investments Limited: nil
- AF Telecom Holding Limited: nil
- LLC AF Telecom Holding: 56.3178%.

Related parties' percentage share ownership in the counterparty: nil.

	between PJSC MegaFon and MegaLabs JSC does not exceed RUB 11,118,673,000.	
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Chief Executive Officer
MegaFon PJSC
Sergey Soldatenkov
