

**Minutes of the Extraordinary General Meeting of Shareholders
of Public Joint Stock Company “MegaFon”
(hereinafter also referred to as the “Company”)**

Address to which the shareholders were required to forward the executed voting ballots: **107076, Russian Federation, Moscow, Stromynka Street, 18, building 5B, Independent Registrar Company JSC.**

Company location: Russian Federation, Moscow.

Form of holding the General Meeting of the Shareholders (hereinafter also referred to as the “Meeting”): Absentee voting.

Date for holding the Meeting (deadline for receipt of the voting ballots): **13.11.2018.**

Date of distribution of the voting ballots: Not later than 22.10.2018.

Deadline for receipt of the executed voting ballots: 13.11.2018.

Person responsible for drawing up the Minutes of the Meeting: Ms. Daria A. Lizunova.

Date to determine (fix) the persons entitled to participate in the Meeting: 21.10.2018.

As of October 21, 2018, the total number of votes held by the Shareholders owning voting shares of the Company according to the shareholders’ register amounts to 620 000 000 votes.

In the Minutes of the Extraordinary General Shareholders’ Meeting of Public Joint Stock Company “MegaFon” the following term shall be used: Provisions - Provisions on additional requirements to the procedure of preparation, convocation and holding the General Shareholders’ Meeting, approved by the Order of FSFM of Russia dd. 02.02.2012 №12-6/pz-n.

Agenda:

1. Election of the Company’s General Director.
2. The Company’s participation in the Association for the Development of Financial Technologies.

Issues put to vote and results of the voting:

1. Election of the Company’s General Director.

Decision:

1. To early terminate the powers of the Company’s General Director Soldatenkov Sergey Vladimirovich on November 13, 2018.
2. To early terminate the powers of the Company’s Executive Director Vermishyan Gevork Arutyunovich on November 13, 2018.
3. To elect Vermishyan Gevork Arutyunovich as the Company’s General Director starting from November 14, 2018 for the period of 3 (Three) years.

Results of the voting on item 1 of the Agenda of the Extraordinary General Shareholders' Meeting:

The number of votes on this Agenda item of the General Meeting held by the persons included in the list of persons entitled to participate in the General Meeting	620,000,000
The number of votes assigned to the voting shares of the Company under this Agenda item of the General Meeting, calculated with consideration of item 4.20 of the Provisions	620,000,000
The number of votes on this item held by the persons who actually participated in the General Meeting	470,493,084
QUORUM on this item is PRESENT	75.8860%

Voting options	Number of votes for each voting option	% of actual participants of the meeting
"IN FAVOR"	470,493,084	100.000
"AGAINST"	0	0.0000
"ABSTAINED"	0	0.0000
Number of votes that were not counted due to be deemed as invalid or due to other reasons stipulated by the Provisions		
"Invalid"	0	0.0000
"Due to other reasons"	0	0.0000
TOTAL:	470,493,084	100.0000

Resolution on Item 1 of the Agenda of the Extraordinary General Shareholders' Meeting of the Company was ADOPTED.

2. The Company's participation in the Association for the Development of Financial Technologies.**Decision:**

To approve the Company's participation in the Association for the Development of Financial Technologies.

Results of the voting on item 2 of the Agenda of the Extraordinary General Shareholders' Meeting:

The number of votes on this Agenda item of the General Meeting held by the persons included in the list of persons entitled to participate in the General Meeting	620,000,000
The number of votes assigned to the voting shares of the Company under this Agenda item of the General Meeting, calculated with consideration of item 4.20 of the Provisions	620,000,000
The number of votes on this item held by the persons who actually participated in the General Meeting	470,493,084
QUORUM on this item is PRESENT	75.8860%

Voting options	Number of votes for each voting option	% of actual participants of the meeting
"IN FAVOR"	470,493,084	100.000
"AGAINST"	0	0.0000
"ABSTAINED"	0	0.0000
Number of votes that were not counted due to be deemed as invalid or due to other reasons stipulated by the Provisions		
"Invalid"	0	0.0000
"Due to other reasons"	0	0.0000
TOTAL:	470,493,084	100.0000

Resolution on Item 2 of the Agenda of the Extraordinary General Shareholders' Meeting of the Company was ADOPTED.

Date of preparation of the Minutes of the Extraordinary General Shareholders' Meeting: November 14, 2018.

Attachments:

1. Minutes confirming the results of voting at the Extraordinary General Shareholders' Meeting of the Company.

Chairman of the Extraordinary General Shareholders' Meeting _____ /E.A. Bystrykh/

Secretary of the Extraordinary General Shareholders' Meeting _____ /D.A. Lizunova/