



MegaFon PJSC
30 Kadashevskaya nab.
Moscow 115035 Russia
T: +7 499 755 2155
F: +7 499 755 2175
E: megafon@megafon.ru
www.megafon.ru

**NOTICE OF EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
PUBLIC JOINT-STOCK COMPANY "MEGAFON"
RUSSIAN FEDERATION, MOSCOW**

Dear Shareholder,

Notice is hereby given that the Board of Directors (hereinafter, the "Board") of Public Joint Stock Company "MegaFon" (hereinafter, "MegaFon PJSC" or the "Company") has convened an Extraordinary General Meeting of Shareholders (hereinafter, the "Meeting"), to be held in the form of joint presence to make decisions on the following items on the Agenda:

1. Early termination of powers of the Board of Directors of the Company elected at the Annual General Shareholders Meeting of the Company on June 30, 2016.
2. Election of the Board of Directors of the Company.

Date of holding the Meeting: August 19, 2016.

Meeting venue: Russian Federation, Moscow, Kadashevskaya embankment, 30, Company's Office.

Meeting time: 12.00 Moscow time on August 19, 2016.

Registration of the persons participating in the Meeting shall start at: 11.00 AM Moscow time on August 19, 2016.

Address for returning of the executed voting ballots: 121108, Russian Federation, Moscow, Ivana Franko street, 8, Office of Independent Registrar Company JSC.

Deadline for acceptance of the executed voting ballots: August 16, 2016.

Registration of shareholders' representatives shall be made by the Company's Registrar Independent Registrar Company JSC exercising the functions of the Counting Commission of the Company.

The list of persons entitled to participate in the Extraordinary General Shareholders Meeting of the Company was made on the basis of the Shareholders Register of the Company as of June 03, 2016.

Participant of the Meeting must have his/her passport or any other personal identification document, and the shareholder's representative must also have the powers of attorney for participation in the Meeting and/or documents that confirm his/her right to act on behalf of the shareholder without the power of attorney.

You are hereby informed that the Board of Directors of MegaFon OJSC approved a resolution that **no later than July 19, 2016**, Company's shareholders who own more than 2% (two per cent) of the voting shares of the Company, shall be entitled to nominate candidates for election to the Board of Directors of MegaFon PJSC and present the general information on each candidate in accordance with the existing legislation of the Russian Federation, Company's Charter and internal regulations as well as each candidate's consent to his/her membership in the Company's Board of Directors.

Information/Materials for Meeting:

The Board of Directors of the Company has directed that the following information (materials) shall be made available to shareholders prior to the Meeting:

1. Notice on convocation of the Extraordinary General Shareholders Meeting, including the procedures for distribution of information (materials) to be submitted to the Shareholders during preparation for the Extraordinary General Shareholders Meeting of the Company.
2. List of candidates for voting for election to the Board of Directors of the Company.
3. Information on candidates to the members of the Board of Directors of the Company and information on availability or absence of written consents from the nominated candidates.
4. Ballot for voting at the Extraordinary General Shareholders Meeting of the Company.

The foregoing information (materials) will be available from July 29, 2016 on the Company's website at: http://corp.megafon.com/investors/shareholder_meetings/extraordinary_general_shareholder/#2016 and will also be available at the Meeting.

Also the information (materials) will be available upon request for examination at the Company's offices listed above. The Company will provide copies of the materials to Shareholders at a cost not to exceed the actual cost of copying.

Additional information on the procedures for holding Meetings of Shareholders is available on the Company's website at http://corp.megafon.com/investors/shareholder_meetings/extraordinary_general_shareholder/#2016.



Corporate Secretary

E.L. Breeva