
Election of the Board of Directors of the Company

Summary:

The Shareholders are proposed to take the decision on election of Company's candidates for the Board of Directors, where such candidates are nominated by the Shareholders as per the list approved by the Board of Directors of the Company (Minutes of Board of Directors № 257 (321) dated March 6, 2017).

Proposed decision

Elect the Board of Directors of the Company in the following composition:

1. Robert Wilhelm Andersson;
2. Henriette Ohland Wendt;
3. Boris Olegovich Dobrodeev;
4. Aleksandr Yurevich Esikov;
5. Nikolay Borisovich Krylov;
6. Lord Paul Myners;
7. Douglas Gordon Lubbe;
8. Hannu-Matti Mäkinen;
9. Pavel Aleksandrovich Mitrofanov;
10. Ardavan Moshiri;
11. Per Emil Nilsson;
12. Jan Erik Rudberg;
13. Ingrid Maria Stenmark;
14. Vladimir Yakovlevich Streshinsky.

Responsible Function:
Legal Function of MegaFon PJSC

Information on candidates nominated to the Board of Directors of the Company and information regarding availability or absence of written consents from the candidates nominated to the Board of Directors of the Company

1. Robert Wilhelm Andersson

Born in 1960. Mr. Andersson is an Executive Vice President and Head of Region Europe of TeliaCompany. Prior to joining TeliaCompany AB, Mr. Andersson held managerial positions in Nokia. Mr. Andersson graduated from the Swedish School of Economics and Business Administration and he is also a Master in Business Administration of George Washington University.

2. Henriette Ohland Wendt

Born in 1969. Ms. Henriette Wendt has been Senior Vice President and Head of Group Corporate Development at TeliaCompany AB since August 2014. She has served as Head of Corporate Strategy and Participation Management at Swisscom. She also held a number of managing positions in Motorola and other technology companies. She holds a Master's degree in Business Administration.

3. Boris Olegovich Dobrodeev

Born in 1984. Mr. Dobrodeev has been member of the Board of Directors of Mail.ru Group Limited since February 2016. Starting from October 2016 he has been Chief Executive Officer of Mail.ru Group LLC. Mr. Dobrodeev took the position of Mail.Ru Group's Director for Strategy and Development since 2014 till 2016, while retaining his position as the CEO of VKontakte. Since 2013 till 2014 held the position of Deputy CEO of VKontakte. From 2011 to 2012 worked as an Investment Analyst in DST Advisors. From 2012 through 2014 he worked as the Head of the Internet Asset Management Department at USM Advisors. Boris Dobrodeev graduated from Moscow State University, Russia, in 2007, with a degree in History, and holds the Master in International Business Degree obtained from Moscow State University Business School in 2009.

4. Aleksandr Yurievich Esikov

Born in 1963. Mr. Esikov currently holds the position of Consultant to the Chief Executive Officer of USM Management LLC. During the period from 2008 till 2012 Mr. Esikov held the position of Consultant to the Chief Executive Officer of Altimeo LLC. Mr. Esikov graduated from Moscow Engineering Physics Institute.

5. Nikolay Borisovich Krylov

Born in 1958. At present, Mr. Krylov is Head of Branch in Winston & Strawn LLC and Partner of Winston & Strawn LLP law firm. He is member of the Board of Directors at the Kommersant JSC, Metalloinvest Management Company LLC and USM Holdings Limited. Mr. Krylov graduated from the Yale Law School.

6. Lord Paul Myners

Born in 1948. Lord Paul Myners has been Member of the Company's Board since March 2013. Lord Paul Myners is currently a non-executive director at RIT Capital Partners, Chairman of the Board of Directors and a partner at Cevian Capital LLP, he is also Chairman of the Board of Directors and a managing partner at Autonomous Research LLP. Lord Paul Myners has also been Chairman of the Board of Directors at Nomad Holdings Limited, member of the Global Advisory Board of CQS Capital, Chairman of the London School of Economics and Political Science. In the period 2008 – 2010, he served in the U.K. Government as Treasury Minister and a member of the National Economic Council, and has remained involved in the UK government as a member of the House of Lords and the Parliament committee. Prior to that, he had an active finance & investments career in the City of London with N.M. Rothschild and as Chief Executive Officer and Chairman of the Gartmore Investment management group. Lord Myners graduated from University of London with the honors degree.

Share ownership in the authorized capital of the Company amounts to 0.000484%.

7. Douglas Gordon Lubbe

Born in 1972. Douglas Gordon Lubbe joined TeliaCompany AB as CFO Eurasia based in Istanbul in July 2014. Prior to this, Mr. Lubbe had been working at Vodacom Group in various senior managerial positions since 1997. During his tenure at Vodacom Group, Mr. Lubbe served on a number of boards and board sub-committees at subsidiaries such as Vodacom Tanzania, Vodacom DRC, Vodacom Mozambique, Vodacom Lesotho, Gateway Carrier Services, Vodacom Business Africa and Vodacom International Limited Mauritius (Holding Company). Between April 2012 and September 2012, Mr. Lubbe served as interim Managing Director in Vodacom Mozambique and successfully saw off the launch of a third operator shortly after his arrival and also commenced a project to overhaul the sales and distribution network. In 2013, Mr. Lubbe was transferred to Mergers and Acquisitions in Vodacom Group and was responsible for the integration of a pending acquisition that would combine a fixed-line operation with the South African business. Douglas Gordon Lubbe is a qualified Chartered Accountant and is a registered member of the South African Institute of Chartered Accountants. Mr. Lubbe also holds an MBA degree from the University of Southern Queensland in Australia and an executive management diploma from the University of South Africa.

8. Hannu-Matti Makinen

Born in 1970. Mr. Hannu-Matti Mäkinen serves as Vice President, Head of Legal at Corporate Holdings Telia Company AB. Previously he held various positions with Telia Company: General Counsel Region Europe, General Counsel Business Services. Mr. Mäkinen has Master of Laws from the University of Lapland and Master of Laws in International Trade Law from the University of Arizona.

9. Pavel Aleksandrovich Mitrofanov

Born in 1981. Since June 2016 Mr. Mitrofanov has been First Deputy CEO of USM Management LC; Member of the Board of Directors of Management Company METALLOINVEST LLC. Since

2010 till 2016 Mr. Mitrofanov held the position of Deputy CEO, Chief Financial Officer at Management Company METALLOINVEST LLC. In the period from 2009 till 2010 Mr. Mitrofanov has been Investment and Strategy Director at Management Company METALLOINVEST LLC. Pavel Mitrofanov graduated from the Faculty of Economics, Moscow State University in 2001, he also obtained a Masters' degree in Financial Accounting, Analysis & Auditing in 2002, an MBA degree from Imperial College Business School in 2004 and completed a General Management Programme at Harvard Business School (HBS) in 2015.

10. Ardavan Moshiri

Born in 1955. Mr. Moshiri is the chairman of the Board of Directors and a shareholder of USM Holdings. Previously, he served as chairman of the Board of Directors of Management Company Metalloinvest. He has also served as a member of the Board of Directors of MegaFon, Mail.Ru Group, Nautilus Minerals, Strike Resources, and USM Steel & Mining Group. Mr. Moshiri was an independent director and a member of the Board of Directors of Norilsk Nickel from 2008 to 2010 and from 2011 to 2012. Mr. Moshiri holds a BSc (Hons) in Economics & Statistics from the University of London, and is a Chartered Certified Accountant.

11. Per Emil Nilsson

Born in 1971. Mr. Nilsson has been a Senior Vice President and Head of Region Eurasia of TeliaCompany since October 2015. Since the beginning of 2015, Mr. Nilsson has been working as Vice President and Senior Adviser in TeliaCompany AB. Prior to joining TeliaCompany AB he served as Vice President and Chief Financial Officer at Sandvik Group and also held various positions in Ericsson. Since August 2013, Mr. Nilsson has been a Board Member of the Swedish National Teams in European Handball. He has a B. Sc. in Business Administration, Economics and Finance degree from Stockholm University.

12. Jan Erik Rudberg

Born in 1945. Mr. Rudberg has been a member of the Company's Board since June 2010. Since 2003, Mr. Rudberg has been a Corporate Advisor and Chairman of the Board of Directors of Hogia AB. He is also Chairman of the Board of Directors of JSC "Kcell" and Belorussian Telecommunications network CJSC, member of the Board of Directors of Turkcell Iletsim Hizmetleri A.S. He was previously the Executive Vice President of Telia AB, Chief Executive Officer of Tele2 AB, Executive Vice President of Nordbanken AB, Chief Executive Officer of Enator AB and Chief Executive Officer of Ericsson Information Systems Nordic. He founded Next Generation Broadcasting AB and was a member of the Board of Directors until 2011. Mr. Rudberg is a graduate of the Gothenburg School of Business Administration.

13. Ingrid Maria Stenmark

Born in 1966. Mrs. Stenmark has been Head of CEO Office and acting Deputy General Counsel of TeliaCompany AB. Mrs. Stenmark has been employed by TeliaCompany since 1994 and has held several managerial positions in various legal departments within the T TeliaCompany Group. Prior to joining TeliaCompany she worked at the law firm Nordlander. Mrs. Stenmark holds a Master of Law.

14. Vladimir Yakovlevich Streshinsky

Born in 1969. Vladimir Streshinsky has been Member of the Company's Board since June 2008. Mr. Streshinsky worked as Chief Executive Officer of Telecominvest LLC till July 2012, and he is currently a member of the Board of Directors at the Kommersant JSC, Management Company Metalloinvest LLC, USM Holdings Limited, Mail.ru Group Limited, UTH Russia Limited. He is also Chief Executive Officer of USM Advisors LLC. In the period from 2006 to 2008, he was responsible for the formation of Metalloinvest Group. From 2007 to 2010, he served as member of the Board of Directors of Coalco Development Limited. From 2008 to 2009, Mr. Streshinsky was General Director of Coalco LLC. From 2000 to 2010, he was the Executive Director and, from 2010 to 2011, financial advisor at Coalco AG. In addition, from 2006 to 2007, he served as Chief Executive Officer of CJSC "Gazmetal". Mr. Streshinsky graduated from the Moscow Institute of Physics and Technology in 1992.

Share ownership in the authorized capital of the Company amounts to 0,012%.

All of the candidates above have expressed their consent to be elected to the Board of Directors of MegaFon PJSC.