
Approval of the number of seats in the Management Board of the Company and election of the Management Board of the Company

Summary:

The Shareholders are suggested to take the decision on approval of the number of seats in the Management Board of the Company and election of the candidates nominated by the Company's CEO as per the list approved by the Board of Directors of the Company (Minutes of Board of Directors № 259 (323) dated April 26, 2017) to the Management Board of the Company.

Proposed decision

Approve the number of seats in the Management Board of the Company (7 persons) and elect the Management Board of the Company in the following composition:

1. Soldatenkov Sergey Vladimirovich;
2. Vermishyan Gevork Arutyunovich;
3. Wolfson Vlad;
4. Kononov Dmitry;
5. Likhova Irina Borisovna
6. Serebryanikova Anna Andreevna;
7. Chumachenko Natalia Viktorovna;

Responsible Function:
Legal Function of MegaFon PJSC

1. Sergey Soldatenkov

Born in 1963. Sergey Soldatenkov has been Member of the Company's Board since May 2012, since June 2012 till April 2016 – Chairman of the Board. Since July 2016, has been Chief Executive Officer of the Company. He was also the Board member of METALLOINVEST Holding Company LLC since April 2014 till April 2016. Mr. Soldatenkov was the Company's Chief Executive Officer from April 2003 till April 2012. Previously, from 2002 till 2003, he had been the Vice-President of "United Company "GROS". From 2000 till 2002, he had been the Deputy Chief Executive Officer for Commercial Affairs, acting Chief Executive Officer, and then Chief Executive Officer at Petersburg Telephone Networks (later re-organised as North-West Telecom). From 1999 till 2000, he had been the Deputy Chief Executive Officer of Telecominvest CJSC and from 1994 till 1999, he had headed Delta Telecom CJSC. Mr. Soldatenkov served as member of the Board of Directors at North West GSM CJSC. Mr. Soldatenkov graduated from the Leningrad Institute of Aviation Instrument Engineering with a degree in Radio Engineering.

Percentage of share ownership in the Company is 0,0412% of the Company's Charter capital.

2. Gevork Vermishyan

Born in 1978. Being a member of the Management Board since November 2011, Gevork Vermishyan was appointed Chief Financial Officer of MegaFon in July 2011. From 2002 till 2007, Mr. Vermishyan worked at OJSC Lukoil where he was promoted from position of an analyst to Deputy Head of Corporate Borrowings. From 2007 till July 2011, he was Director of Corporate Finance/Head of Corporate Debt at AFK Sistema. Mr. Vermishyan has been Board member of CJSC TT Mobile and CJSC OSTELECOM since 2013, and CJSC Aquafon GSM since 2012. Mr. Vermishyan graduated from the Financial University under the Government of the Russian Federation, International Economic Relations.

Percentage of share ownership in the Company amounts to 0.000968% of the Company's Charter capital.

3. Vlad Wolfson

Born in 1977. Vlad Wolfson joined MegaFon team in 2012 and was appointed Head of B2B and Head of corporate business development. Since June 2014, he has been member of the Company's Management Board. In December 2013, he was appointed B2B Director. Since October 2016 he has been the Chief Commercial Officer of the Company. Since November 2016 he has been a member of the Supervisory Board of Euroset Holding N.V. From 2010 till 2012, Mr. Wolfson had held position of Vice President of sales and marketing at MEDSI CJSC. From 2008 till 2010, Mr. Wolfson had been Head of sales to small and medium-size business customers at Vimpelcom group. Mr. Wolfson graduated from the University of Haifa and Kyiv National University of Trade and Economics.

4. Dmitry Kononov

Born in 1964. Dmitry Kononov joined MegaFon team in 2008 and was appointed Director for Mergers & Acquisitions. In 2012, he was appointed Director of Investor relations and M&A. Since

June 2014, he has been member of the Company's Management Board. Mr. Kononov graduated from the university of Colorado and Denver in 1989.

5. Irina Likhova

Born in 1957. From 2003 till 2012, Ms. Likhova had been HR Director at MegaFon. In May 2016, she was appointed Director for Corporate Development and HR. Since October 2012 since April 2013 she had been HR Director at SOLLERS OJSC. Ms. Likhova graduated from Leningrad State University with the major in Applied Mathematics in Management.

6. Anna Serebryanikova

Born in 1974. In October 2016 Anna Serebryanikova was appointed Chief Operating Officer of the Company. Anna Serebryanikova joined MegaFon in 2006 as adviser to the CEO for international legal affairs. In 2008, she was appointed Chief Legal Officer of the Company, serving in this role until 2012 when her title was changed to Chief Legal and Government Relations (GR) Officer. She also served as Corporate Secretary between 2007 and 2013 and has been a member of the Management Board since January 2009. From December 2012 till November 2015 she was a member of the Management Board of Euroset Holding N.V., and since November 2015 she has been a member of the Supervisory Board of Euroset Holding N.V. From 2010 till 2011, Ms Serebryanikova was Deputy CEO of CJSC Synterra. From 2004 till 2006, Ms Serebryanikova was a lawyer at J. P. Galmond & Co. From 1998 till 2004, she was a senior legal consultant and head of department at the Non-Profit Foundation for Restructuring Enterprises under the Finance Ministry. Ms Serebryanikova graduated with honours from the Law School of Moscow State University and holds a Masters of Law degree from Manchester University.

7. Natalya Chumachenko

Born in 1972. Natalya Chumacheko was appointed as Director for Strategic and Organizational Development in June 2016. In 2013 — 2016, Natalya served as First Deputy CEO at USM Management and as a member of the board of directors of Metalloinvest. Since 2012 till 2013, hold the position of Vice President for asset management at Summa Group. In 2011 — 2012, Natalya was Executive Vice President at Vimpelcom, responsible for the development of consumer market business in Russia. She had worked in various positions at the company and its subsidiaries since 1999. Natalya graduated from the Voronezh State Academy of Civil Engineering with a degree in Engineering Systems and Structures, as well as Voronezh State University with a degree in Management. She also holds an advanced training diploma from the Door International training and coaching center.

All of the candidates listed above have expressed their written consents to be elected to the Management Board of MegaFon PJSC.