

INFORMATION ON AGENDA ITEMS OF THE ANNUAL GENERAL SHAREHOLDERS' MEETING OF PJSC ROSTELECOM FOR 2021

Agenda item 1: Approval of PJSC Rostelecom's annual report

Pursuant to Clause 1, Article 47 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995, this agenda item is mandatory for consideration by the annual general shareholders' meeting. The agenda item falls within the competence of the general shareholders' meeting pursuant to clause 14.2.10 of Rostelecom's Charter.

PJSC Rostelecom's Annual Report 2021, as well as a report on compliance with the Corporate Governance Code recommended for application by the Bank of Russia, is included in the materials for the Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve PJSC Rostelecom's Annual Report 2021.

Agenda item 2: Approval of PJSC Rostelecom's annual accounting (financial) statements

Pursuant to Clause 1, Article 47 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995, this agenda item is mandatory for consideration by the annual general shareholders' meeting. The agenda item falls within the competence of the general shareholders' meeting pursuant to clause 14.2.10 of Rostelecom's Charter.

The following documents are included in the materials for the Meeting: the auditor's report by LLC Ernst & Young on PJSC Rostelecom's accounting statements for 2021; PJSC Rostelecom's annual statements for 2021 prepared in accordance with the Russian Accounting Standards; the report of PJSC Rostelecom's Audit Commission on the results of the audit of PJSC Rostelecom's financial and business performance in 2021 and on the fairness of data contained in PJSC Rostelecom's Annual Report 2021.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve PJSC Rostelecom's annual accounting (financial) statements for 2021.

Agenda item 3: Approval of distribution of PJSC Rostelecom's net profit for FY2021

Pursuant to Clause 1, Article 47 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995, this agenda item is mandatory for consideration by the annual general shareholders' meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Distribute PJSC Rostelecom's net profit for 2021 in the amount of RUB 17,630,466,000 as follows:

- 1. Allocate RUB 1,704,378,373.44 to increase the Company's equity.*
- 2. Allocate RUB 15,926,087,626.56 to pay out the dividend for FY2021.*

Agenda item 4: The amount, payment date and form of payment of the dividend for FY2021, and setting of the date of record

Pursuant to Clause 1, Article 47 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995, this agenda item is mandatory for consideration by the annual general shareholders' meeting.

Pursuant to the Decree of the Government of the Russian Federation No. 1589-r dated June 11, 2021 On amendments to the Decree of the Government of the Russian Federation No. 774-r dated May 29, 2006, joint-stock companies owned by the state should allocate at least 50 % of profit determined by consolidated financial statements prepared under the International Financial Reporting Standards to dividend payouts.

Consequently by rounding the dividend on one share to the nearest whole kopeck it is proposed to determine the dividend for FY2021 on ordinary and preference shares in the amount of RUB 4.56 per share, which will total RUB 15,926,087,626.56, or 50.03% of the IFRS net profit.

Pursuant to Clause 5, Article 42 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995, the date of record shall be set by resolution of the General Shareholders' Meeting as proposed by the Board of Directors; this date shall be not earlier than ten (10) or later than twenty (20) days from the date the relevant resolution is passed by the General Shareholders' Meeting. It is proposed to set 20 July 2022 as the date of record for the FY2021 dividend payout.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

1. Pay the FY2021 dividend in cash:

- on PJSC Rostelecom's Class A preference shares: in the amount of RUB 4,56 per share
- on PJSC Rostelecom's ordinary shares: in the amount of RUB 4,56 per share,

which will total RUB 15,926,087,626.56 on all PJSC Rostelecom's Class A preference shares and ordinary shares.

Determine that dividend accrued to one shareholder of PJSC Rostelecom shall be rounded to the nearest kopeck using mathematical rounding rules.

2. Set 20 July 2022 as the date of record for the FY2021 dividend payout.

Dividend to a nominee shareholder or a trustee who is a professional securities market participant entered in the shareholders register shall be paid within 10 business days, and to other persons entered in the shareholders register – within 25 business days from the date of record.

Agenda item 5: Election of the Board of Directors of PJSC Rostelecom

Pursuant to Clause 1, Article 47 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995, this agenda item is mandatory for consideration by the annual general shareholders' meeting.

Proposals to nominate the following candidates to PJSC Rostelecom's Board of Directors were submitted to PJSC Rostelecom's Board of Directors within the timeframe specified by applicable Russian laws and PJSC Rostelecom's Charter:

Information is not disclosed due to Decree of the Government of the Russian Federation No. 351 as of 12 March 2022.

Consents of all the candidates to be nominated are available.

Information available to Rostelecom on positions held by the candidates in the past five years is presented below:

Information is not disclosed due to Decree of the Government of the Russian Federation No. 351 as of 12 March 2022.

None of the proposed candidates was subject to administrative prosecution for an offence committed in business operations, finance, taxes and fees or the securities market, or to criminal prosecution (has a criminal record) for an economic crime or crime against the state or the interests of public or local authorities, or held any office in governing bodies of commercial organisations at the time when any action for bankruptcy and/or any bankruptcy procedure provided for by the Russian laws on insolvency (bankruptcy) was initiated and/or instituted against such organisation.

The following information regarding ownership of PJSC Rostelecom shares by candidates to the Board of Directors and transactions with such shares is available to Rostelecom as at 31 December 2021:

Information is not disclosed due to Decree of the Government of the Russian Federation No. 351 as of 12 March 2022.

According to the information contained in the register of holders of registered securities of PJSC Rostelecom, none of the other candidates to the Board of Directors or their family members has a stake in the charter capital of PJSC Rostelecom or performed any transactions with PJSC Rostelecom securities in 2021. PJSC Rostelecom has no information about the ownership by candidates to PJSC Rostelecom's Board of Directors of PJSC Rostelecom shares or performance of transactions with PJSC Rostelecom securities via nominee holders.

The number of candidates to the Board of Directors is eleven (11). Pursuant to Clause 23.1 of the Charter, the Board of Directors comprises eleven (11) members. Voting on this item is cumulative. To comply with recommendations of the Corporate Governance Code approved by the Board of Directors of the Bank of Russia on 21 March 2014 (the "Code"), independent directors shall make up at least one third of elected Directors, i.e. there shall be at least four independent directors.

Draft resolution of the Annual General Shareholders' Meeting of PJSC Rostelecom:

Elect the following persons to the Board of Directors of PJSC Rostelecom:

Information is not disclosed due to Decree of the Government of the Russian Federation No. 351 as of 12 March 2022.

Agenda item 6: Election of the Audit Commission of PJSC Rostelecom

Pursuant to Clause 1, Article 47 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995, this agenda item is mandatory for consideration by the annual general shareholders' meeting.

Proposals to nominate the following candidates to PJSC Rostelecom's Audit Commission were submitted to PJSC Rostelecom's Board of Directors within the timeframe specified by applicable Russian laws and PJSC Rostelecom's Charter:

Information is not disclosed due to Decree of the Government of the Russian Federation No. 351 as of 12 March 2022.

All the candidates have provided their consents to be nominated.

Information available to Rostelecom on positions held by the candidates in the past five years is presented below:

Information is not disclosed due to Decree of the Government of the Russian Federation No. 351 as of 12 March 2022.

None of the proposed candidates was subject to administrative prosecution for an offence committed in business operations, finance, taxes and fees or the securities market, or to criminal prosecution (has a criminal record) for an economic crime or crime against the state or the interests of public or local authorities, or held any office in governing bodies of commercial organisations at the time when any action for bankruptcy and/or any bankruptcy procedure provided for by the Russian laws on insolvency (bankruptcy) was initiated and/or instituted against such organisation.

The following information regarding ownership of PJSC Rostelecom shares by candidates to the Audit Commission and transactions with such shares is available to Rostelecom as at 31 December 2021:

Information is not disclosed due to Decree of the Government of the Russian Federation No. 351 as of 12 March 2022.

The number of candidates to the Audit Commission is seven (7). Pursuant to Clause 28.2 of the Charter, the Audit Commission comprises seven (7) members.

Draft resolution of the Annual General Shareholders' Meeting of PJSC Rostelecom:

Elect the following persons to the Audit Commission of PJSC Rostelecom:

Information is not disclosed due to Decree of the Government of the Russian Federation No. 351 as of 12 March 2022.

Agenda item 7: Approval of the auditor of PJSC Rostelecom

Pursuant to Clause 1, Article 47 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995, this agenda item is mandatory for consideration by the annual general shareholders' meeting.

Rostelecom held a public tender to award a contract for auditing Rostelecom's accounting statements as at and for the year ended 31 December 2022 prepared in accordance with RAS; consolidated financial statements as at and for the year ended 31 December 2022 prepared in accordance with IFRS, in Russian and English, pursuant to Federal Law No. 208-FZ On consolidated financial statements dated 27 July 2010; general review of consolidated financial statements (balance sheet, statements of comprehensive income, cash flows, changes in equity) as at and for the periods ended 30 September 2022 and 31 March 2023, in Russian and English; general review of condensed interim consolidated financial statements prepared in accordance with IFRS pursuant to IFRS 34 as at and for the six-month period ended 30 June 2023, in Russian and English; general review of the Group's financial statements prepared in accordance with the "Accounting policy to prepare VTB Group consolidated financial statements" as at and for the six-month period ended 30 June 2023, in Russian and English; audit of the Group's financial statements prepared in accordance with the "Accounting policy to prepare VTB Group consolidated financial statements" as at and for the year ended 31 December 2022; assessment of the implementation of the long-term development programme and achievement of KPIs for 2022; audit of the report on the implementation of the innovative development programme for 2022 (hereafter – the Public tender).

Information on the above procurement and a draft contract proposed by Rostelecom are available on the website of the Unified Procurement Information System at <https://zakupki.gov.ru>, and on the website of JSC UEMP at <https://www.roseltorg.ru>.

The procedures used for selecting external auditors and ensuring their independence and objectivity are regulated by Federal Law No. 44-FZ On the Contract System in State and Municipal Procurement of Goods, Works and Services dated 5 April 2013 and Federal Law No. 307-FZ On Auditing dated 30 December 2008.

Potential auditors are assessed against the following criteria:

- Contract price
- Presence of auditing methods
- The maximum price among the completed contracts by the auditor
- The number of auditors with international certificates (ACCA, excluding DiplFR diplomas, ACA, CPA) employed by the auditor
- Availability of the auditor's employees certified in assessment and specialised in the assessment of businesses
- Availability of the auditor's employees certified in actuary assessments

The analysis revealed no factors affecting the independence of the above companies, including material interest linking the auditors or their officers with PJSC Rostelecom:

- The auditors hold no stakes in PJSC Rostelecom's charter capital
- Rostelecom does not provide loans to the auditor
- There are no close business relations (such as the auditor's involvement in the promotion of Rostelecom's products (services), the auditor's participation in joint business activities, etc.)
- No Rostelecom's officer simultaneously holds an office with any of the auditors

The Public tender was won by LLC Center of Auditing Technologies and Solutions who submitted the best contract terms based on criteria set forth in the tender documentation. PJSC Rostelecom's Board of Directors and Audit Committee examined the proposal of the winner of the Public tender and propose that the Annual General Shareholders' Meeting for 2021 approves LLC Center of Auditing Technologies and Solutions as PJSC Rostelecom's auditor for 2H 2022 and 1H 2023.

Information on membership of the proposed auditor in self-regulatory organisations of auditors:

Full name: Self-Regulatory Organisation of Auditors Association Sodruzhestvo.

Location: Moscow, Russia.

Address at the location: 21 Michurinsky Avenue, Bld. 4, Moscow, Russia.

Additional Information: LLC Ernst & Young's Primary State Registration Number in the register of auditors and audit organisations: 12006020327.

The proposed maximal fee payable for audit-related services: RUB 84,298,308, including RUB 14,049,718 of VAT (including any shipment and transportation expenses, customs duties, taxes and other mandatory payments required by applicable Russian laws). LLC Center of Auditing Technologies and Solutions is not expected to provide non-audit services.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve LLC Center of Auditing Technologies and Solutions as PJSC Rostelecom's auditor for 2H 2022 and 1H 2023.

Agenda item 8: Payment of remuneration for serving on the Board of Directors to members of the Board of Directors who were not public officials in the amount established by PJSC Rostelecom's internal documents

The item is put on the agenda following a proposal by the Board of Directors pursuant to the requirement of Article 64 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995 to set remuneration and compensation payable to members of the Board of Directors by resolution of the General Shareholders' Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

1. *Pay annual remuneration to each member of PJSC Rostelecom's Board of Directors who was not a public official or PJSC Rostelecom's employee and who performed the duties of a member of the Board of Directors in the period from the Annual General Shareholders' Meeting for 2020 and until the Annual General Shareholders' Meeting for 2021 as follows:*
 - *Up to RUB 4,000,000 for serving on the Board of Directors; a coefficient of 1.5 is used to calculate the remuneration payable to the Chairman of the Board of Directors*

- *Up to RUB 400,000 for serving on the Audit Committee of the Board of Directors; a coefficient of 1.25 is used to calculate the remuneration payable to the Chairman of the Audit Committee of the Board of Directors*
 - *Up to RUB 320,000 for serving on the Strategy Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Investment Committee of the Board of Directors; a coefficient of 1.25 is used to calculate the remuneration payable to the chairmen of the above committees of the Board of Directors*
2. *Reimburse members of the Board of Directors for expenses related to the performance of their duties as members of the Board of Directors in accordance with Regulations on the Board of Directors of PJSC Rostelecom.*

Agenda item 9: Payment of remuneration for serving on the Audit Commission to members of the Audit Commission who were not public officials in the amount established by PJSC Rostelecom's internal documents

The item is put on the agenda following a proposal by PJSC Rostelecom's Board of Directors pursuant to the requirement of Article 85 of Federal Law No. 208-FZ On Joint Stock Companies dated 26 December 1995 to set remuneration and compensation payable to members of the Audit Commission by resolution of the General Shareholders' Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

1. *Pay annual remuneration to each member of PJSC Rostelecom's Audit Commission who was not a public official or PJSC Rostelecom's employee and who performed the duties of a member of the Audit Commission in the period from the Annual General Shareholders' Meeting for 2020 and until the Annual General Shareholders' Meeting for 2021 in the amount of RUB 800,000; a coefficient of 1.3 is used to calculate the annual remuneration payable to the Chairman of the Audit Commission, and a coefficient of 1.1 is used to calculate the annual remuneration payable to the Secretary of the Audit Commission.*
2. *Reimburse members of the Audit Commission for expenses related to the performance of their duties as members of the Audit Commission in accordance with Regulations on the Audit Commission of PJSC Rostelecom.*

Agenda item 10: Approval of version No. 22 of PJSC Rostelecom's Charter

The item is put on the agenda following a proposal by PJSC Rostelecom's Board of Directors.

Draft Charter of PJSC Rostelecom, version No. 22, is included in the set of materials for the Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve version No. 22 of PJSC Rostelecom's Charter.

Agenda item 11: Approval of version No. 12 of PJSC Rostelecom's Regulations on the General Shareholders' Meeting

The item is put on the agenda following a proposal by PJSC Rostelecom's Board of Directors.

Draft Regulations on the General Shareholders' Meeting of PJSC Rostelecom, version No. 12, is included in the set of materials for the Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve version No. 12 of PJSC Rostelecom's Regulations on the General Shareholders' Meeting.

Agenda item 12: Approval of version No. 17 of PJSC Rostelecom's Regulations on the Board of Directors

The item is put on the agenda following a proposal by PJSC Rostelecom's Board of Directors.

Draft Regulations on the Board of Directors of PJSC Rostelecom, version No. 17, is included in the set of materials for the Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve version No. 17 of PJSC Rostelecom's Regulations on the Board of Directors.

Agenda item 13: Approval of version No. 6 of PJSC Rostelecom's Regulations on the President

The item is put on the agenda following a proposal by PJSC Rostelecom's Board of Directors.

Draft Regulations on the President of PJSC Rostelecom, version No. 6, is included in the set of materials for the Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve version No. 6 of PJSC Rostelecom's Regulations on the President.

Agenda item 14: Approval of version No. 8 of PJSC Rostelecom's Regulations on the Management Board

The item is put on the agenda following a proposal by PJSC Rostelecom's Board of Directors.

Draft Regulations on the Management Board of PJSC Rostelecom, version No. 8, is included in the set of materials for the Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve version No. 8 of PJSC Rostelecom's Regulations on the Management Board.

Agenda item 15: Approval of version No. 6 of PJSC Rostelecom's Regulations on the Audit Commission.

The item is put on the agenda following a proposal by PJSC Rostelecom's Board of Directors.

Draft Regulations on the Audit Commission of PJSC Rostelecom, version No. 6, is included in the set of materials for the Meeting.

Draft resolution recommended by PJSC Rostelecom's Board of Directors:

Approve version No. 6 of PJSC Rostelecom's Regulations on the Audit Commission.