

### The Committee has provided the following recommendations to the Board of Directors

On all of the issues discussed, the Committee provided recommendations for appropriate decisions in accordance with the best world practices, the current business environment and the Company's development strategy.

### Work results in 2020

In the reporting year, the Committee reviewed all the necessary issues related to the competences of the Committee required to effectively support the Company's activities and its development.

Particular attention was paid to sustainable fulfilment by the Company of business efficiency target indicators in the context of the global pandemic, and to ensuring the uninterrupted implementation of plans and initiatives aimed at transforming the Company into a digital ecosystem. In accordance with the set priorities, the Committee's operation plan for 2021 was developed.

## CORPORATE GOVERNANCE COMMITTEE

The Committee was established in order to develop and improve the system and practices of corporate governance at the Company. Within its competences, the Committee preliminarily reviews the most important issues in the area of corporate governance falling within the competence of the Board of Directors and prepares recommendations for the Board of Directors to take relevant decisions.

In its activities the Committee follows the recommendations and requirements of the relevant legislation, the Company's Charter and internal documents, Code of Ethics and Business Conduct, decisions of the Company's management bodies, and Regulations on the Committee<sup>1</sup>.

In the reporting year, we continued improving the Company's corporate governance system. As in previous years, we discussed the ranking of MTS in the National Corporate Governance Index and analyzed what can be done to maintain the high standing achieved by the Company.

Together with the Remuneration and Nomination Committee, we supported the first independent assessment of the MTS Board of Directors. As a result of the assessment, an action plan for the development of the company's corporate governance practices was prepared, which we have already begun to implement.

Also, with the participation of the Remuneration and Nomination Committee, we started work on the process of planning the succession of the MTS Board of Directors. Based on the results of this work, in 2021, the MTS Board of Directors approved the Succession Policy for members of the MTS Board of Directors.

We believe that corporate governance is one of the cornerstones of the Company's high capitalization, therefore, we will continue working on its development and improvement.

**A.I. Zassoursky,**

**Chairman of the Corporate Governance Committee**

### Objectives

The Committee faces the challenges associated with the development of priority areas of the Company's activities as to implementation of the corporate governance standards and control over practices in this sphere and settlement of corporate conflicts.

<sup>1</sup> <https://moskva.mts.ru/about/investoram-i-akcioneram/korporativnoe-upravlenie/dokumenty-pao-mts/polozenie-o-komitete-po-korporativnomu-upravleniyu>

In relation to the goals that were set the Committee performs the following functions:

- › monitoring the reliability and efficiency of the MTS corporate governance system and practices, assessing the effectiveness of corporate governance practices and preparing proposals for their improvement, as well as conducting a benchmarking study and informing the Board of Directors about corporate governance policies and programs at other companies;
- › determination of policies in the area of voluntary disclosure of information by the Company and control over the compliance with information policies;
- › assistance in the prevention and settlement of corporate conflicts between the shareholders and between the shareholders and executive bodies of the Company, as well as review of complaints and comments of the shareholders on issues of interaction with the Company;

- › preliminary review of the Company's internal regulations submitted for approval (preliminary review) by the Board of Directors, and of the Company's annual report.

#### Number and identities of members

The composition of the Committee was changed during the reporting year.

The composition of the Committee was approved at the meeting of the Board of Directors on June 25, 2020.

#### Meetings

In the reporting year, 8 meetings were held: 4 in-person meetings and 4 meetings in the form of absentee voting.

### Members of the Committee in 2020

Committee Member	From June 27, 2019	From April 09, 2020	From June 25, 2020
<b>A.I. Zassoursky, Chairman</b> , Non-Executive Director	●	●	●
<b>V.V. Rozanov</b> , Non-Executive Director	●	●	○
<b>A.V. Kornya</b> , Non-Executive Director	●	●	●
<b>A. Antoniou</b> , Independent Director <sup>1</sup>	●	●	○
<b>T. Holtrop</b> , Independent Director	●	●	●
<b>A.V. Barsegyan</b> , Member of the Management Board — Vice President for Corporate and Legal Issues MTS PJSC <sup>2</sup>	○	●	●
<b>R.S. Ibragimov</b> , Management Board Member, Vice President for Government Relations and Public Relations, MTS PJSC	●	●	●
<b>A.A. Shmakov</b> , Managing Director, Corporate Relations, Sistema PJSC	●	●	●
● person was/is a committee member			
○ person was/is not a committee member			

### Participation of the Committee members in meetings in 2020

Committee Member	March 03 <sup>4</sup> In-absentia	April 09 In-absentia	May 20 In-absentia	June 22	July 24 In-absentia	September 16 <sup>5</sup>	September 28	December 11
<b>A.I. Zassoursky</b>	●	○	?	●	●	●	●	●
<b>V.V. Rozanov</b>	●	○	?	●	—	—	—	—
<b>A. Antoniou</b>	●	●	●	●	—	—	—	—
<b>T. Holtrop</b>	●	●	●	○	●	●	●	●
<b>A.V. Kornya</b>	●	○	●	●	●	●	○	●
<b>A.V. Barsegyan</b>	—	—	●	●	●	●	●	●
<b>R.S. Ibragimov</b>	○	●	●	●	●	●	●	●
<b>A.A. Shmakov</b>	○	●	●	●	●	●	○	●
● — committee member participated in the meeting								
○ — committee member did not participate in the meeting								
— person was not a committee member at the time of the meeting								

<sup>1</sup> Excluded from the composition of the Committee on June 24, 2020

<sup>2</sup> Excluded from the composition of the Committee on June 24, 2020

<sup>3</sup> Elected to the Committee on April 09, 2020

<sup>4</sup> Joint meeting of the Corporate Governance Committee and the Remuneration and Nomination Committee

<sup>5</sup> Joint meeting of the Corporate Governance Committee and the Remuneration and Nomination Committee

**Issues reviewed in 2020:**

- › On the beginning of assessment of performance of the MTS Board of Directors.
- › Report on the work of MTS PJSC Corporate Governance Department.
- › Preliminary review of draft local regulatory acts of MTS.
- › Preliminary review of the draft annual report of MTS for 2019.
- › On planning of MTS Board of Directors succession.
- › Results of assessment of MTS Board of Directors.
- › Directors, executive officers and MTS Group companies liability insurance.
- › Comparison of the Corporate Governance Level at MTS with the Leading Companies in the Field of Corporate Governance, etc.

The Committee, inter alia, made the following recommendations:

- › Recommend that the MTS Board of Directors approve a consultant to conduct an external assessment of the MTS Board of Directors.
- › Recommend that the MTS Board of Directors approve the report on the work of the MTS Corporate Governance Department.
- › Recommend that the MTS Board of Directors preliminarily approve the MTS PJSC Annual Report and the report on compliance with the Corporate Governance Code for 2019.
- › Recommend that the MTS Board of Directors preliminarily approve local regulatory acts of MTS in new revisions.
- › Recommend that the MTS Board of Directors conclude a D&O Policy on the conditions considered, etc.

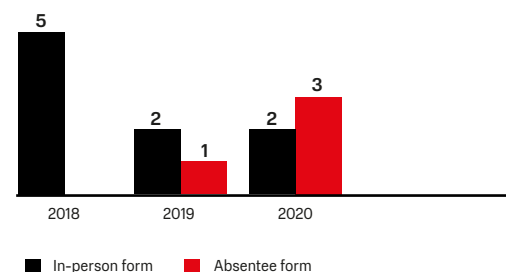
**Work results in 2020**

The Committee considered all the matters related to the development of corporate governance at the Company; no issues on the settlement of corporate conflicts arose; no complaints or comments from shareholders on the competences of the Committee were received.

The Committee was mainly focused on assessing the Company's Board of Directors and developing the corporate governance at MTS.

**Events after the reporting date**

By resolution of the Board of Directors of MTS dated March 19, 2021, the Corporate Governance Committee was transformed into the ESG Committee (Committee for Corporate Governance, Environmental and Social Responsibility) under the Board of Directors of MTS PJSC.

**Meetings of the Corporate Governance Committee in 2018–2020****Composition of the Corporate Governance Committee for 2018–2020**