



OPEN JOINT-STOCK COMPANY
JOINT-STOCK FINANCIAL CORPORATION
SISTEMA

Annual General Meeting of the Sistema JSFC shareholders, 28 June 2014,
Moscow, 13 Mokhovaya str., Room 101.

Explanatory note
to the materials of the Annual General Meeting of Sistema JSFC shareholders
on agenda item 3:
"Distribution of income, approval of the amount, procedure, form and date
of dividend payout for Sistema JSFC shares for 2013".

Pursuant to the Federal Law "On joint-stock companies", the General Meeting of shareholders shall take the decision on the amount, procedure, form, and date of dividend payout for the shares of Sistema JSFC ("the Corporation"). The decision on this agenda item shall be taken following the proposal of the Corporation's Board of Directors.

The Board of Directors made a resolution to recommend to the General Meeting of shareholders of Sistema JSFC that the dividend amount for shares for 2013 be set as RUB 19.879bn, which equals RUB 2.06 per ordinary share of Sistema JSFC. In accordance with the effective dividend policy, the dividend amount was determined as a percentage of net income under US GAAP for 2013 and of net income from transactions effected in 2013, which amounts 14.847% of net income under Russian Accounting Standards (RAS).

It is proposed that the General Meeting of shareholders determine 17 July 2014 as the date for closing the registry for the purposes of the dividend payout, and to set the term for the dividend payout no later than 10 business days from such date. If the general Meeting of the shareholders makes such resolution, dividends will be paid by 31 July 2014.