

**Draft amendments and additions to the Provisions on the Auditing Commission of**  
**"Southern Telecommunications Company" PJSC**

1) Item 3.2 of Article 3 of the Provisions shall be stated as follows:

«3.2. The Auditing Commission shall be entitled to demand convocation of meetings of the Management Board, Board of Directors, Extraordinary General Shareholders' Meeting in order to resolve the issues being within the competence of the said governing bodies of the Company;

The Auditing Commission of the Company shall be entitled to submit any question for consideration to the Audit Committee of the Board of Directors being within the terms of reference of the given Committee.

Procedure for convoking meetings of the Management Board, Board of Directors, Extraordinary General Shareholders' Meeting at the request or demand of the Auditing Commission shall be determined by the active legislations, the Company's Charter and the Provisions on the respective governing body of the Company. Should the procedure be not determined, the meeting shall be held within a reasonable period of time after the date of request or demand»;

2) Item 3.6 of Article 3 of the Provisions shall be stated as follows:

«3.6. The Auditing Commission shall be entitled to engage outside experts (individuals or legal entities) in audits in order stipulated by item.5.4. hereof»;

3) Item 4.1.4 of Article 4 of the Provisions shall be stated as follows:

«4.1.4. to perform obligatory audit of the Company's economic and financial operations on the results of the activity of the Company for a year and to present their opinion to the Board of Directors of the Company no later than 14 business days before the date of preliminary approval of the Company's annual report by the Board of Directors»;

4) item 5.1.3 of Article 5 of the Provisions shall be deleted, items 5.1.5, 5.1.6, 5.1.7 of the Provisions shall be considered items 5.1.4, 5.1.5, 5.1.6 respectively;

5) Item 5.1.4 of Article 5 of the Provisions shall be considered item 5.1.3 and shall be stated as follows:

«5.1.3. Chairman of the Auditing Commission shall arrange the work of the Auditing Commission, convoke meetings of the Auditing Commission and preside there, organize keeping minutes at the meetings..»;

6) Item 5.2.4 of Article 5 of the Provisions shall be stated as follows:

«5.2.4. Minutes shall be kept at the meetings of the Auditing Commission. Should the Chairman or the Secretary of the Auditing Commission be absent, their substitutes at the meeting shall be appointed by the majority of votes of the members of the Auditing Commission attending the meeting.

The Minutes shall be signed by the Chairman of the meeting.»;

7) Item 5.4.1 of Article 5 of the Provisions shall be stated as follows:

«5.4.1. The Board of Directors as well as any member of the Auditing Commission shall be entitled to apply to the Chairman of the Auditing Commission at any time with a proposal on engaging outside experts in the audit.

The resolution on engaging outside experts shall be approved at the meeting of the Auditing Commission.»;

8) Item 5.4.2 of Article 5 of the Provisions shall be stated as follows:

«5.4.2. If outside experts can be employed on a paid basis only, this shall be done upon preliminary agreement with the Board of Directors of the Company. In its decision, the Board of Directors shall establish the payment method and other important terms of the participation of independent specialists in an audit carried out by the Auditing Commission. The engaged experts shall be obliged not to disclose confidential information (to keep a trade secret) known by them during audit.

The contract with an outside expert shall be concluded by the General Director on

behalf of the Company on the conditions determined by the Board of Directors »;

9) Item 5.5.5 of Article 5 of the Provisions shall be stated as follows:

«5.5.5. The Report shall be made up no later than 10 days from the last date of the audit.

Within five days from making up the Report of the Auditing Commission, it shall be presented to the Board of Directors, General Director of the Company as well as to the initiator of the audit»;

10) item 5.5.6 of Article 5 of the Provisions shall be deleted;

11) item 5.5.7 of Article 5 of the Provisions shall be deleted;

12) Item 6.2 of Article 6 of the Provisions shall be stated as follows:

«6.2. Reports of the Auditing Commission shall be retained at the seat of the Company's executive body.»;

13) Item 7.3 of Article 7 of the Provisions shall be stated as follows:

"7.3 In addition to expenses stipulated in paragraphs 7.1., 7.2 hereof the Company bears other expenses associated with the work of the Auditing Commission. Among other, the Company shall compensate documented expenses incurred by the members of the Auditing Commission in connection with discharge of their duties".

14) the last paragraph of item 7.4 of Article 7 of the Provisions shall be stated as follows:

«Remuneration for the quarter in which the Auditing Commission has been re-elected or some members of the Auditing Commission have been removed from its structure in order stipulated in item 8 hereof shall be paid to a member of the Auditing Commission in proportion to the time worked in the quarter.

15) Item 9.2 of Article 9 of the Provisions shall be deleted, items 9.3, 9.4 of the Provisions shall be considered items 9.2, 9.3 respectively .