

**Information on agenda item № 6 of the Annual General Shareholders' Meeting of "UTK"
PJSC
Draft amendments and additions to the Charter of "Southern Telecommunications
Company" PJSC**

1) Item 5.4 of Article 5 of the Charter shall be considered Item 5.3.

2) Item 7.5 of Article 7 of the Charter shall be stated as follows:

«7.5. Shareholders owning at least 1 percent of votes at the General Shareholders' Meeting may demand that the Company provides the list of persons authorized to attend the Meeting. In such a case, data of the documents and mailing addresses of the shareholders-individuals on the list may only be provided by their consent.»;

3) Item 10.1 of Article 10 of the Charter shall be stated as follows:

«10.1. The Company may take decision on (declare) the payment of dividends on the placed shares on the basis of the results of the first quarter, half, nine months of the financial year and/or the results of the financial year. A resolution to pay/declare dividends on the basis of results of the first quarter, half and nine months of the financial year may be adopted within three months after the end of the respective period.

The dividends shall be paid out of the Company's net profit stated in the financial statements of the Company. Dividends on preferred shares of certain categories may be also paid out of the Company's funds specially allotted for this purpose.

In case of the Company's reorganization through merger of other companies into it, net profit shall be assessed by adding its net profit and net profits (losses) of the merged companies stated in their Profit and Loss Statements as at the last reporting date (date of reorganization) in accordance with effective accounting standards.

The General Shareholders' Meeting shall take the decision on payment of dividends, their size and form of payment under stocks of each category (type). The size of dividends shall not exceed the value recommended by the Company's Board of Directors.

The list of persons entitled to receive dividends shall be prepared as at the date of drawing up the list of persons entitled to participate in the General Meeting of Shareholders that adopted the resolution to pay the dividends. For the purpose of preparing the list of persons entitled to receive dividends, a nominee holder of shares of the Company shall submit information on the persons in whose interests he holds the shares of the Company.

4) Item 10.2 of Article 10 of the Charter shall be stated as follows:

«10.2. Dividends on preferred shares shall be paid out no later than 60 days after adopting the decision to pay the dividends, provided a shorter period is not set by the resolution of the General Shareholders Meeting.

Size of dividends on preferred shares is determined in item 8.2 herein”;

5) Item 10.3 of Article 10 of the Charter shall be stated as follows:

«10.3. Annual dividends on ordinary shares shall be paid out no later than 31st December of the fiscal year in which the resolution on annual dividend payment was adopted, if earlier time period is not set by the resolution of the General Shareholders Meeting. Dividends on ordinary shares on the basis of the results of the first quarter, half, nine months of the financial year shall be paid out no later than 60 days after adopting the decision to pay the dividends, provided a shorter period is not set by the resolution of the General Shareholders Meeting”;

6) The following sub-item shall be added to Item 12.2 of Article 12 of the Charter:

«13.1) payment/declaration of dividends on the basis of the results of the first quarter, half, nine months of the financial year, in which case a decision shall be passed by a majority of voting shareholders taking part in the General Shareholders' Meeting;»;

7) Sub-item 13 of Item 12.2 of Article 12 of the Charter shall be stated as follows:

«13) approval of the Company's annual reports and annual financial statements, including income statements (profit and loss accounts), and distribution of profits (including the payment/declaration of dividends, except profits distributed as dividends on the basis of results of the first quarter, half, and nine months of the financial year) and losses of the Company on the basis of results of the financial year, in which case a decision shall be passed by a majority of voting shareholders taking part in the General Shareholders' Meeting;”;

8) Sub-item 18 of Item 12.2 of Article 12 of the Charter shall be stated as follows:

«18) adoption of a resolution on participation in financial-industrial groups and other associations of commercial organizations that shall be voted in favor of it by majority of voting shareholders attending the General Shareholders' Meeting;»;

9) Item 12.11 of Article 12 of the Charter shall be stated as follows:

«12.11. List of shareholders entitled to participate in the General Shareholders' Meeting shall be made on the basis of information contained in the shareholders register of the Company.

Date of making a list of shareholders entitled to participate in General Shareholders' Meeting (record date) shall be no earlier than the date of adopting resolution on convening the General Shareholders' Meeting, no earlier than 50 days and no later than 35 days before the date of the General Shareholders' Meeting.

If the proposed agenda of an Extraordinary General Shareholders' Meeting contains the issue dealing with the election of members to the Board of Directors, date of making a list of shareholders entitled to participate in the Extraordinary General Shareholders' Meeting shall be no earlier than the date of adopting resolution to hold the Extraordinary General Shareholders' Meeting, no earlier than 65 days and no later than the date of notification on the Extraordinary General Shareholders' Meeting;»;

10) Item 12.12 of Article 12 of the Charter shall be stated as follows:

«12.12. Notification on conduction of a General Shareholders' Meeting shall be made no later than 30 days prior to the date of the General Shareholders' Meeting except when an Extraordinary General Shareholders' Meeting shall be held within 40 days from the date of submission of a request to call an Extraordinary General Shareholders' Meeting (from the moment of adopting a resolution to call an Extraordinary General Shareholders' Meeting) and Notification on conduction of the Extraordinary General Shareholders' Meeting shall be made no later than 20 days prior to its date.

Within the stated time, notice of the General Shareholders Meeting shall be sent to each person specified in the list of persons entitled to attend the General Shareholders' Meeting by registered letter or be delivered personally to such persons against a signature of receipt, or published in the newspaper "Rossiyskaya Gazeta".

11) Sub-item 11 of Item 13.4 of Article 13 of the Charter shall be stated as follows:

11) approving decisions on securities' issue, offering circulars, reports on the results of shares' acquisition by the Company for the purpose of their redemption, reports on the results of shares' redemption, reports on the results of making demands by shareholders to buy out shares owned by them;»;

12) Sub-item 14 of Item 13.4 of Article 13 of the Charter shall be stated as follows:

«14) recommendations on distribution of profits, including on size and procedure of dividend payment, and losses of the Company on the basis of results of the financial year »;

13) Sub-item 18 of Item 13.4 of Article 13 of the Charter shall be stated as follows:

«18) approval of the Provisions on the Internal Audit Department and consideration of other matters, decisions on which shall be taken by the Board of Directors in accordance with such Provisions;»;

14) Sub-item 19 of Item 13.4 of Article 13 of the Charter shall be stated as follows:

«19) prior approval of a single transaction or a number of related transactions dealing with purchase, disposal or possible disposal by the Company, directly or indirectly, of its assets, the value whereof ranges from 1 to 25 percent of the book value of the Company's assets as of the latest reporting date determined from its accounting data;»;

15) Sub-item 24 of Item 13.4 of Article 13 of the Charter shall be stated as follows:

«24) prior approval of the candidates to the posts of directors of branches, representative offices, Internal Audit Department and relieving the indicated directors of their posts at the Company's initiative;»;

16) Sub-item 25 of Item 13.4 of Article 13 of the Charter shall be deleted.

- 17) Sub-item 26 of Item 13.4 of Article 13 of the Charter shall be stated as follows:
«26) election of the Company's individual executive body (General Director), determination of his term of office, as well as early termination of his powers and the Employment Agreement concluded with him;»;
- 18) Sub-item 33 of Item 13.4 of Article 13 of the Charter shall be stated as follows:
“33) approval of the terms of the contracts (additional agreements), concluded with the General Director, members of the Management Board, directors of branches and representative offices, head of the Internal Audit Department, Corporate Secretary of the Company as well as consideration of matters, resolutions on which shall be taken by the Board of Directors in accordance with the abovementioned contracts;»;
- 19) Sub-item 34 of Item 13.4 of Article 13 of the Charter shall be stated as follows:
«34) taking decisions on participation of the Company in other commercial organizations (joining as a participant, termination of participation, change in participating share, change in the nominal value of participating share, change in number of shares or nominal value of shares owned by the Company);»;
- 20) Sub-item 36 of Item 13.4 of Article 13 of the Charter shall be stated as follows:
«36) making proposals (including nominating candidates to the governing and supervising bodies) and taking decisions on issues being within the terms of reference of General Shareholders' Meetings of commercial organizations, of which the Company is the sole participant entitled to vote at General Shareholders' Meetings;»;
- 21) Sub-item 37 of Item 13.4 of Article 13 of the Charter shall be stated as follows:
37) approval of the internal document (documents) setting the procedure of holding a contest for selection of the Company's Auditor to be recommended by the Board of Directors to the General Shareholders' Meeting for approval;”;
- 22) Sub-item 37 of Item 13.4 of Article 13 of the Charter shall be stated as follows:
«37) approval of the procedure of the Company's interaction with organizations in which the Company is a shareholder, adopting resolutions in accordance with the set procedure»;
- 23) Sub-items 38-46 of Item 13.4 of Article 13 shall be considered sub-items 39-47, respectively, the following sub-item 38 shall be added to Item 13.4 of Article 13:
«38) Determination of the Company's (the Company representatives') position, including instructions on participation in the voting procedure on the agenda items as well as on voting for, against the draft resolutions or abstain from voting on the following agenda items of the General Shareholders' Meetings of the Company's subsidiaries and associates (except when functions of General Shareholders' Meetings of the Company's subsidiaries and associates are exercised by the Company Board of Directors), and meeting of the Board of Directors of the Company's subsidiaries and associates (except for the item on determination of the agenda of General Shareholders' Meetings of the Company's subsidiaries and associates when functions of General Shareholders' Meetings of the Company's subsidiaries and associates are exercised by the Company's Board of Directors), for the purpose of the Company's control over realization of the decisions adopted by the Company's subsidiaries and associates with respect to the Company's subsidiaries and associates:
- a) determination of the agenda of General Shareholders' Meetings of the Company's subsidiaries and associates;
 - b) reorganization and liquidation of the Company's subsidiaries and associates;
 - b) definition of numerical structure of Board of Directors of the Company's subsidiaries and associates, nomination and election of their members and early termination of their powers;
 - c) determination of number, nominal value, category (type) of declared shares of the Company's subsidiaries and associates as well as the rights granted by them to their holders;
 - d) increase of authorized capitals of the Company's subsidiaries and associates by increasing the shares' nominal value or by placing additional shares;
 - e) floatation of securities of the Company's subsidiaries and associates convertible into ordinary shares;
 - f) split-up and consolidation of shares of the Company's subsidiaries and associates;
 - g) approval of major transactions effected by the Company's subsidiaries and associates;
 - h) participation of the Company's subsidiaries and associates in other organizations (joining

the existing organization as a participant or creation of a new organization).»;

24) Sub-item 5 of Item 14.4 of Article 14 of the Charter shall be stated as follows:

«5) Preparation of materials and draft resolutions on the issues to be considered by the Company's Board of Directors, except for those specified in paragraphs 24, 26, 27, 28, 31, 32, 33 of item 13.4 of Article 13 hereof and those initiated in compliance with the legislation of the Russian Federation and the Company's Charter with indication of the fixed time for their consideration by the Board of Directors making impossible their prior examination by the Company's Management Board; preparation of materials to be considered by the Committees of the Board of Directors, except for the materials to be prepared by the Internal Audit Department for the Audit Committee of the Board of Directors so that the Audit Committee can estimate the Company's internal control procedures and give recommendations on their improvement;»;

25) Sub-item 15 of Item 14.4 of Article 14 of the Charter shall be stated as follows:

«15) preliminary consideration of the branches' budgets and reports on their implementation.»;

26) Paragraph 3 of Item 14.7 of Article 14 shall be deleted.

27) Paragraph 2 of Item 15.4 of Article 15 of the Charter shall be stated as follows:

«Rights, duties, remuneration size, and responsibilities of the General Director shall be defined in the Agreement to be concluded between the General Director and the Company. The Agreement shall be concluded for a term of the General Director's office determined by the Company's Board of Directors.»

28) Item 17.1 of Article 17 of the Charter shall be stated as follows:

“17.1. To exercise control over financial and economic operations, the Company shall form the Auditing Commission, the Internal Audit Department and shall engage an independent auditor.”

29) Item 17.3 of Article 17 of the Charter shall be stated as follows:

«17.3. The Company shall set up a special structural subdivision, independent of the Company's executive bodies, Internal Audit Department, the activity of which shall be controlled directly by the Board of Directors.

Functions of the indicated structural subdivision, its operation, procedure of appointment of its workers and their responsibilities shall be determined in the internal document approved by the Company's Board of Directors».