



## **SISTEMA PUBLIC JOINT STOCK FINANCIAL CORPORATION**

Annual General Meeting of Shareholders of Sistema PJSFC on 29 June 2019

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### **Information about candidates nominated to the Board of Directors of Sistema PJSFC**

All candidates listed below have been recommended by the Board of Directors of Sistema PJSFC (hereinafter, also "the Company") and the Remuneration, Nomination and Corporate Governance Committee of the Board of Directors of Sistema PJSFC (hereinafter, "the Committee") for election to the new Board of Directors of Sistema PJSFC. All the candidates granted their consent to the nomination.

The Company's Board of Directors, in its resolution dated 18 May 2019 (Minutes No.05-19 dated 20 May 2019), included the following candidates in the voting list for election of the Company's Board of Directors:

- 1) Vladimir Evtushenkov,
- 2) Anna Belova,
- 3) Sergey Boev,
- 4) Andrey Dubovskov,
- 5) Felix Evtushenkov,
- 6) Ron Sommer,
- 7) Robert Kocharyan,
- 8) Jean Pierre Jeannot Krecké,
- 9) Roger Llewelyn Munnings,
- 10) Mikhail Shamolin,
- 11) David Iakobachvili.

The nomination of Anna Belova was supported by a group of minority shareholders.

At its meeting on 17 May 2019 (minutes No.03-19 dated 17 May 2019), the Committee performed a preliminary assessment of candidates in terms of their independence based on the requirements set out in the Corporate Governance Code approved by the Russian Central Bank, the Listing Rules of the Moscow Exchange and the Terms of Reference of the Board of Directors of the Company, and decided that the following candidates, if elected, should be assigned the status of an independent director:

- 1) Anna Belova,
- 2) Robert Kocharyan,
- 3) Jean Pierre Jeannot Krecké,
- 4) Roger Llewelyn Munnings,
- 5) David Iakobachvili.

After election of the new Board of Directors of the Company at the Annual General Meeting of shareholders of Sistema PJSFC, the Board of Directors will assign each elected member the status of an independent, non-executive or executive director.

<b>Vladimir Evtushenkov</b>	Born in 1948 in the Smolensk region.
Chairman of the Board of Directors	He graduated from the Mendeleev Moscow Institute of Chemical Technology in 1973 and from the Economics Department of the Lomonosov Moscow State University in 1980. PhD degree in Economics.
Non-executive director	<p>1975-1982 – Shop Manager; Deputy Director; Chief Engineer, the Karacharovo Plastics Factory.</p> <p>1982-1987 – Chief Engineer, First Deputy CEO, the Polymerbyt Research and Manufacturing Association.</p> <p>1987-1988 – Head of the Technical Department, then Head of the Main Department of Science and Technology, the Moscow City Executive Committee.</p> <p>1990 – Chairman of the Moscow Municipal Committee for Science and Technology.</p> <p>1993 – Founded Sistema Joint-Stock Financial Corporation together with a group of associates.</p> <p>Majority shareholder, Chairman of the Board of Directors and Chairman of the Strategy Committee of the Board of Directors of Sistema PJSC.</p> <p>Chairman of the Russian-Arab Business Council and member of the management boards of the main associations of entrepreneurs in Russia – the Russian Union of Industrialists and Entrepreneurs and the Russian Chamber of Commerce and Industry.</p> <p>He heads the Board of Trustees of the fund “Friends of the Russian Museum” and is a member of the boards of trustees of Sistema Charitable Foundation and many other charitable, non-profit and educational organisations, including Lomonosov Moscow State University, Higher School of Economics, Russian Geographical Society, etc. Mr. Evtushenkov is Honorary Consul of the Grand Duchy of Luxembourg in the Russian Federation with jurisdiction over the Yekaterinburg and Khabarovsk regions.</p>
<b>Anna Belova</b>	Born in 1961 in Aleksandrovsk, the Sakhalin region.
Independent director	<p>In 1984, she graduated from the Moscow Engineering Physics Institute. PhD degree in Economics; Professor of the Higher School of Economics.</p> <p>2001-2003 – Deputy Railway Minister of Russia.</p> <p>2004-2005 – Deputy Chair of the Management Board, Vice President for Corporate Governance, Reform and Computerisation, OJSC Russian Railways.</p> <p>2005-2007 – Advisor to the Head of the Federal Nuclear Energy Agency.</p> <p>2005-2007 – First Deputy CEO, OJSC TekhSnabExport.</p> <p>2007-2011 – Member of the Management Board, Deputy CEO, Director for Strategy, Corporate Development and Integration, OJSC SUEK.</p> <p>2008-2016 – Member of the Board of Directors (independent director), OJSC Sheremetyevo International Airport.</p> <p>Since 2017 – Academic supervisor of the Research Centre for Systemic Transformation at the Lomonosov Moscow State University.</p>

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Author of over 50 articles and academic papers on economics, entrepreneurship, management strategy and business transformation.

Holder of various public and government awards:

2010 – winner of the Russian national competition organised by the Russian Union of Industrialists and Entrepreneurs and the Association of Independent Directors in the category “Independent Director of the Year”.

2014 – winner of the award “Best Corporate Director Among Companies Partially Owned by Government” in the category “Best Board Chairperson” established by the National Association of Corporate Directors and Top Managers.

2014 – winner of ARISTOS, the Russian national award in the area of management, in the category “Best Independent Director”.

Member of the boards of directors of PJSC Unipro, JSC High-Speed Rail Lines and Tiscali S.p.A. Over the past 10 years, she has been a member of the boards of directors of more than 25 Russian and international companies.

Member of the Board of Directors of Sistema PJSC since 2017. Chairman of the Investor Relations and Dividend Policy Committee and member of the Audit, Finance and Risks Committee and Ethics and Control Committee of the Board of Directors of Sistema PJSC.

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**Sergey Boev**

Born in Moscow in 1953.

Non-executive director

In 1978, he graduated from the All-Union Correspondence Law Institute and in 1984, from the Moscow Ordzhonikidze Institute of Management. Holds PhD degrees in Economics and Engineering. Professor.

1971-1999 – Worked at the Mintz Radio Technology Institute where he made a career from fitter’s apprentice to CEO.

2000-2008 – CEO, OJSC RTI Concern.

2008-2011 – Vice President and Head of the High Technology and Industry Business Unit at Sistema.

2011-2016 – CEO and Chief Designer of OJSC RTI.

2012 – Appointed Chief Designer of the National Missile Warning System.

2016-2018 – Chairman of the Board of Directors of JSC RTI.

Since 2018 – CEO of PJSC Vimpel.

Winner of the State Prize of the Russian Federation in science and technologies. Awarded the Order of Honour. Awarded the titles of the honoured economist of Russia and the honoured radio engineer of Russia.

Member of the Council on Legislative Support for the Defence Industry and Military-Technical Cooperation under the Federation Council of the Federal Assembly of the Russian Federation, the Science and Technology Council of the Military and Industrial Commission of the Russian Government, and the Commission on the Defence Industry of the Russian Union of Industrialists and Entrepreneurs (RSPP). Full member of the Academy of Military Science; Head of the Intelligent Information and Radiophysical Systems Department of the Moscow Institute of Physics and Technology; professor of the Radio Engineering Department of the Ogarev Mordovia State University.

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	<p>Chairman of the Board of Directors of JSC Research Institute of Molecular Electronics (NIIME) and member of the Board of Directors of JSC Almaz-Antey Concern.</p> <p>Member of the Board of Sistema Charitable Foundation and the boards of trustees of the Russian Admirals' Club and the Suvorov Military School in Tver.</p> <p>Member of the Board of Directors of Sistema PJSFC since 2013. Until October 2018, he was Deputy Chairman of the Board of Directors. Member of the Strategy Committee, the Ethics and Control Committee, and the Nomination, Remuneration and Corporate Governance Committee of the Board of Directors of Sistema PJSFC.</p>
<b>Andrey Dubovskov</b>	Born in 1966 in Alma-Ata (now Almaty).
Executive director	<p>In 1993, graduated from the Gerasimov University of Cinematography.</p> <p>Mr Dubovskov has extensive experience in telecommunication companies: since 1993, he has held multiple managerial positions at Millicom International Cellular S.A., Millicom International Cellular B.V., LLC Regional Cellular Telecommunications, CJSC 800, and other companies in Moscow, Alma-Ata, Nizhny Novgorod, Yekaterinburg, Perm and Kiev.</p> <p>2002-2004 – CEO, Tele2 (Nizhny Novgorod).</p> <p>In 2004, he joined OJSC MTS as head of the company's Nizhny Novgorod branch.</p> <p>2006-2007 – Director of the MTS Ural Macroregion.</p> <p>In 2007, he became First Deputy CEO of CJSC UMS (MTS Ukraine) and in 2008 was appointed head of the MTS Ukraine business unit.</p> <p>2011-2018 – President of PJSC MTS.</p> <p>On 13 March 2018, he was appointed President of Sistema PJSFC upon decision of the Board of Directors.</p> <p>Member of the Board of Directors of Sistema PJSFC since 2015. Member of the Strategy Committee of the Board. Member of the Board of Sistema Charitable Foundation.</p>
<b>Felix Evtushenkov</b>	Born in Moscow in 1978.
Non-executive director	<p>In 2000, he graduated from the Griboyedov Institute of International Law and Economics with a degree in law.</p> <p>1999-2000 – Assistant to President of CJSC Sistema Invest, Executive Director of Industry Department at Sistema PJSFC.</p> <p>2000-2006 – Deputy CEO, CEO, CJSC Sistema Hals.</p> <p>2006-2008 – President, OJSC Sistema Hals.</p> <p>2008-2011 – Vice President, Head of Consumer Assets Business Unit, Sistema PJSFC.</p> <p>2011-2012 – First Vice President, Head of Core Assets Business Unit, Sistema PJSFC.</p> <p>2012-2018 – First Vice President, Sistema PJSFC.</p>

	<p>Member of the Board of Directors of Sistema PJSFC since 2015. Deputy Chairman of the Board of Directors of Sistema PJSFC. Chairman of the Ethics and Control Committee and member of the Strategy Committee of the Board of Directors of Sistema PJSFC. Chairman of the Board of Sistema Charitable Foundation.</p>
<b>Ron Sommer</b>	Born in 1949.
Non-executive director	<p>In 1971, obtained a doctoral degree in mathematics from the University of Vienna.</p> <p>1980-1986 – Managing Director, German branch, Sony Group.</p> <p>1986-1990 – Chairman of the Management Board, Sony Deutschland.</p> <p>1990-1995 – President and CEO, Sony Corporation USA, from 1993 – Sony Europe.</p> <p>1995-2002 – Chairman of the Management Board, Deutsche Telekom AG.</p> <p>1998-2018 – Member of the Supervisory Board of Munich Reinsurance.</p> <p>2004-2009 – Member of the Board of Directors, Motorola Inc., USA.</p> <p>2005-2011 – Member of the Board of Directors (independent director) of Sistema PJSFC, Chairman of the Investor Relations Committee of the Board.</p> <p>2009-2011 – First Vice President, Head of the Telecom Assets Business Unit, Sistema PJSFC.</p> <p>Chairman of the Board of Directors of PJSC MTS and Chairman of the Strategy Committee of the Board of Directors of PJSC MTS since June 2009.</p> <p>Mr Sommer is very active in the area of corporate governance; he is Chairman of the Supervisory Board of MTS Ukraine and member of the Board of Directors of Tata Consultancy Services, India.</p> <p>Member of the Board of Directors of Sistema PJSFC since 2017. Member of the Strategy Committee, the Audit, Finance and Risk Committee, and the Nomination, Remuneration and Corporate Governance Committee of Sistema's Board of Directors.</p>
<b>Robert Kocharyan</b>	Born in 1954 in Stepanakert, Nagorno-Karabakh Autonomous Region.
Independent director	<p>In 1982, he graduated from the Yerevan Polytechnic Institute.</p> <p>1991-1994 – Deputy of the first Supreme Council of the Nagorno-Karabakh Republic (NKR), Chairman of the State Defence Committee of the NKR and Prime Minister of the NKR.</p> <p>1994-1997 – President of the NKR.</p> <p>1997-1998 – Prime Minister of the Republic of Armenia.</p> <p>1998-2008 – President of the Republic of Armenia.</p> <p>Member of the Board of Directors of Sistema PJSFC since 2009. Chairman of the Nomination, Remuneration and Corporate Governance Committee, member of the Strategy Committee and the Ethics and Control Committee of the Board.</p>
<b>Jeannot Krecké</b>	Born in 1950 in Luxembourg.

Independent director	<p>Graduated from the Free University of Brussels. Further education in economics, accounting and taxation. Co-author of the annual manual on taxation in Luxembourg and of books on tax control and tax fraud monitoring.</p> <p>2004 – Minister of Sport, Luxembourg.</p> <p>2004-2011 – Minister of Economics and Foreign Trade, Luxembourg, representative of the Luxembourg Government in the Council of Ministers of the European Union.</p> <p>Member of the board of directors of East-West United Bank S.A. since 2013 and its Chairman since 2015.</p> <p>Co-founded the Alzheimer Association Luxembourg and became its President (1987-1997). President of the Alzheimer Foundation since 1997.</p> <p>1970-1977 – played for the Luxembourg national football team; participated in transatlantic and polar expeditions (Greenland, Svalbard).</p> <p>Member of the Board of Directors of Sistema PJSFC since 2012. Member of the Audit, Finance and Risk Committee and the Investor Relations and Dividend Policy Committee of the Board.</p>
<b>Roger Munnings</b>	Born in 1950 in the United Kingdom.
Independent director	<p>Graduated from the Oxford University with a degree of Master of Arts in Politics, Philosophy and Economics.</p> <p>Member of the UK Government's working group on trade and investments between Great Britain and Russia, Chairman of the Institute of Audit Committees of Russia.</p> <p>Roger had a long and successful career with the international auditor KPMG (1974-2008), including during his time as the President and Managing Partner of KPMG in Russia and the CIS (1996-2008), as well as Chairman of the world energy and natural resources committee of KPMG (1993-2008). Member of the Institute of Certified Accountants of England and Wales.</p> <p>Member of the Board of Directors of Sistema PJSFC since 2010. Chairman of the Audit, Finance and Risk Committee, member of the Investor Relations and Dividend Policy Committee, the Nomination, Remuneration and Corporate Governance Committee and the Ethics and Control Committee of the Board.</p>
<b>Mikhail Shamolin</b>	Born in Moscow in 1970.
Non-executive director	<p>He graduated from the Moscow Automobile and Road Technical Institute in 1992 and from the Russian Presidential Academy of Public Administration in 1993.</p> <p>In 1996-1997, completed a finance and management course for senior executives at the Wharton School of Business.</p> <p>In 1998-2004, worked for McKinsey&amp;Co, an international consultancy firm.</p> <p>2004-2005 – Managing Director for the Ferroalloys Division, Interpipe Corp (Ukraine).</p> <p>2005-2011 – Vice President for Sales and Customer Service, then Vice President, Head of Business Unit, President, OJSC MTS.</p>

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2011-2018 – President and Management Board Chairman, Sistema PJSFC.

Since 2018 – President of LLC Segezha Group MC.

Member of the Board of Directors of Sistema PJSFC since 2011. Member of the Strategy Committee of the Board Directors of Sistema PJSFC. Member of the Board of Sistema Charitable Foundation.

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**David Iakobachvili**

Born in 1957 in Georgia.

Independent director

Graduated from the Civil and Industrial Engineering Department of the Georgian Technical University in Tbilisi.

1986-2000 – private entrepreneur involved in various projects: official dealership of General Motors cars, tourism and hotel business, timber processing, retail, communications and banking.

In 1992, he became one of the founders of a food producing company Wimm-Bill-Dann.

1992-2011 – Member and later Chairman of the Board of Directors of Wimm-Bill-Dann.

President of LLC Orion Naslediye and Petrocas Enegy International. Vice President of the Russian Union of Industrialists and Entrepreneurs (RSPP) and Chairman of its Committee for Corporate Social Responsibility and Demographic Policy. Chairman of the Joint Ethics Commission of the RSPP. Chairman of the Board of Directors of RusBrand, the Association of Branded Goods Manufacturers in Russia. Head of the Russian-American Business Cooperation Council. Member of the Public Council of the Ministry of Construction and Utilities of the Russian Federation. Member of the General Council of LLC Business Russia. Member of the World Economic Forum in Davos and B20 summits. Member of the Franco-Russian Dialogue Association. Member of the President's Global Council at New York University (NYU). Owner of a private museum *Collection*.

Member of the boards of trustees of the Higher School of Economics, RSPP Business School, French University College in Russia, Mstislav Rostropovich Foundation for Scholarships, State Hermitage Museum, Russian Museum of Decorative, Applied and Folk Art, Russian Military History Society, Maria Charity, Family Education Boarding House, and Foundation for Supporting Underprivileged Children.

Member of the Board of Directors of Sistema PJSFC since 2011. Member of the Strategy Committee, the Nomination, Remuneration and Corporate Governance Committee, the Audit, Finance and Risk Committee, and of the Investor Relations and Dividend Policy Committee of the Board of Directors of Sistema PJSFC.