



SISTEMA
PUBLIC JOINT STOCK FINANCIAL CORPORATION

Annual General Meeting of Shareholders of Sistema PJSFC on 27 June 2020

Nominees 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 of the above candidates have granted their consent to the nomination.

The Company's Board of Directors in its resolution dated 16 May 2020 (Minutes No.04-20 dated 18 May 2020) included the following candidates in the voting list for the election of the Company's Board of Directors:

- 1) Vladimir Evtushenkov,
- 2) Anna Belova,
- 3) Andrey Dubovskov,
- 4) Felix Evtushenkov,
- 5) Ron Sommer,
- 6) Robert Kocharyan,
- 7) Roger Munnings,
- 8) Vladimir Chirakhov,
- 9) Anatoly Chubais,
- 10) Mikhail Shamolin,
- 11) Etienne Schneider,
- 12) David Iakobachvili.

At its meeting on 15 May 2020 (minutes No.03-20 dated 15 May 2020), 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) Roger Munnings,
- 4) Anatoly Chubais,
- 5) Etienne Schneider,
- 6) David Iakobachvili.

The agenda of the annual General Meeting of shareholders includes determining the number of seats on the Board of Directors. Shareholders are therefore invited to vote on two ballots pertaining to the election of the Board: No.2a (assuming a Board of 12 seats) and No.2b (assuming a Board of 11 seats). In case the General Meeting decides in favour of expanding the Board to 12 seats, the teller committee will tally votes based on ballot No.2a. Otherwise, the teller committee will tally votes based on ballot No.2b.

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.

First name**Brief biography**

**Vladimir
Evtushenkov**



Born in 1948 in the Smolensk region.

In 1973, graduated from Moscow Mendeleyev Chemical-Engineering Institute, and in 1980, from the Economics Department of Moscow State Lomonosov University. Holds a PhD degree in Economics.

1975-1982 – shop manager; deputy director; chief engineer, the Karacharovo Plastics Factory.

1982-1987 – chief engineer, First Deputy CEO, the Polymerbyt Research and Manufacturing Association.

1987-1988 – Head of the Technical Department, then head of the Main Department of Science and Technology at the Moscow City Executive Committee.

1990 – Chairman of the Moscow Municipal Committee for Science and Technology.

1993 – co-founded Sistema Joint-Stock Financial Corporation.

Majority shareholder, Chairman of the Board of Directors and Chair of the Strategy Committee of the Board of Directors of Sistema PJSFC.

Chair of the Russian-Arab Business Council, member of governance bodies of Russia's major entrepreneurs' organisations: the Russian Union of Industrialists and Entrepreneurs and the Russian Chamber of Commerce and Industry.

Chair of the Board of Trustees of the development fund of the State Russian Museum (Friends of the Russian Museum), member of boards of trustees of numerous other charity, nonprofit and educational organisations, including Moscow State Lomonosov University, the Higher School of Economics, the Russian Geographic Society, etc.

Anna Belova



Born in 1961 in Aleksandrovsk, the Sakhalin region.

In 1984, graduated from Moscow Engineering & Physics Institute. PhD degree in Economics, Professor of the Higher School of Economics.

1993-1998 – CEO and area director at Booz Allen & Hamilton Inc. Russia.

2001-2003 – Deputy Railway Minister of Russia.

2004-2005 – Deputy Chair of the Management Board, Vice President for Corporate Governance, Reform and Computerisation at OJSC Russian Railways.

2005-2007 – advisor to the head of the Federal Nuclear Energy Agency.

2005-2007 – First Deputy CEO at OJSC TekhSnabExport.

2007-2011 – member of the Management Board, Deputy CEO, Director for Strategy, Corporate Development and Integration at OJSC SUEK.

2008-2016 – member of the Board of Directors (independent director) at OJSC Sheremetyevo International Airport.

From 2017 on, academic supervisor at the Systemic Transformation Centre of Moscow State Lomonosov University.

Member of the World Economic Forum's World Future Council.

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

Received numerous public and government awards, such as Independent Director of the Year in 2010 (established by the Russian Union of Industrialists and Entrepreneurs and the Association of Independent Directors), Best Board Chairperson of a State-Owned Company in 2014 (established by the Corporate Directors and Senior Managers' Association), and Best Independent Director ARISTOS Award in 2014 (established by the Managers' Association and Kommersant Publishing).

Deputy Chair of the Board of PJSC Unipro, member of the boards of directors of LLC Segezha Group and Tiscali S.p.A. Over the past 10 years, 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, Deputy Chair since June of 2019. Chair of the Investor Relations and Dividend Policy Committee; acting Chair of the Nomination, Remuneration and Corporate Governance Committee; member of the Strategy Committee; member of the Audit, Finance and Risk Committee; member of the Ethics and Control Committee.

Item 6 of the General Meeting's agenda contains a proposal that Deputy Chair of the Board of Directors A. Belova, who is also an independent director, be awarded RUB 17,800,000.00 for her work in corporate year 2019-2020, to be disbursed on or before 30 June 2021.

Andrey Dubovskov



Born in 1966 in Alma-Ata.

In 1993, graduated from Gerasimov Institute of Cinematography.

Has extensive expertise in telecom companies: since 1993, 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.

2002-2004 – CEO at Tele2 (Nizhny Novgorod).

In 2004, joined OJSC MTS as head of the company's Nizhny Novgorod branch.

2006-2007 – Head of MTS Ural Macroregion.

In 2007, became First Deputy CEO of CJSC UMS (MTS Ukraine); in 2008, appointed head of the MTS Ukraine business unit.

2011-2018 – President of PJSC MTS.

President of Sistema PJSC From March of 2018 to April 2020.

Member of the Board of Directors of Sistema PJSC since 2015, Deputy Chair since April of 2020. Member of the Strategy Committee of the Board. Member of the Board of Sistema Charitable Foundation.

Felix Evtushenkov



Born in Moscow in 1978.

In 2000, graduated from the Griboyedov Institute of International Law and Economics with a degree in law.

1999-2000 – assistant to President of CJSC Sistema Invest, Executive Director of Industry Department at Sistema PJSC.

2000-2006 – Deputy CEO, CEO, CJSC Sistema Hals.

2006-2008 – President, OJSC Sistema Hals.

2008-2011 – Vice President, Head of Consumer Assets Business Unit at Sistema JSFC.

2011-2012 – First Vice President, Head of Core Assets Business Unit at Sistema JSFC.

2012-2018 – First Vice President at Sistema JSFC/Sistema PJSC.

2018-2019 – Deputy Chairman of the Board of Directors of Sistema PJSC.

Chair of the Board of Directors of PJSC MTS since 2019.

Member of the Board of Directors of Sistema PJSC since 2015. Member of the Strategy Committee of the Board. Chair of the Board of Sistema Charitable Foundation.

Зоммер Рон



Родился в 1949 году.

Изучал математику в Венском Университете, где в 1971 году получил докторскую степень.

1980-1986 гг. – управляющий директор немецкого филиала Sony Group.

1986-1990 гг. – председатель Правления Sony Deutschland.

1990-1995 гг. – Президент и главный исполнительный директор Sony Corporation в США, а с 1993 г. – в Sony Europe.

1995-2002 гг. – председатель Правления Deutsche Telekom AG.

1998-2018 гг. – член Наблюдательного совета компании Munich Reinsurance.

2004-2009 гг. – член Совета директоров Motorola Inc., USA.

2005-2011 гг. – независимый директор в составе Совета директоров ОАО АФК «Система», где также исполнял обязанности председателя Комитета по связям с инвесторами.

2009-2011 гг. – первый Вице-президент – руководитель бизнес-единицы «Телекоммуникационные активы» ПАО АФК «Система».

2009-2019 гг. – Председатель Совета директоров ПАО «МТС», председатель Комитета по стратегии при Совете директоров ПАО «МТС».

Член Совета директоров ПАО АФК «Система» с 2017 года. Член Комитета по стратегии, Комитета по аудиту, финансам и рискам и Комитета по назначениям, вознаграждениям и корпоративному управлению Совета директоров ПАО АФК «Система».

Robert Kocharyan



Born in 1954 in Stepanakert, Nagorno-Karabakh Autonomous Region.

In 1982, graduated from Yerevan Polytechnic Institute.

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.

1994-1997 – President of the NKR.

1997-1998 – Prime Minister of the Republic of Armenia.

1998-2008 – President of the Republic of Armenia.

Member of the Board of Directors of Sistema PJSC since 2009. Chair of the Nomination, Remuneration and Corporate Governance Committee; member of the Strategy Committee; member of the Audit, Finance and Risk Committee.

**Маннингс Роджер
(Roger Munnings)**



Родился в 1950 году в Великобритании.

В 1972 году окончил Оксфордский университет со степенью магистра гуманитарных наук по специальности «Политика, философия, экономика».

В настоящее время является членом рабочей группы при Правительстве Великобритании по вопросам торговли и инвестиций между Великобританией и Россией, а также Председателем Института аудиторских комитетов России.

С 1974 по 2008 год работал в международной аудиторской компании KPMG, в том числе в качестве Президента и Управляющего партнера KPMG в России и СНГ (1996-2008 гг.), а также в качестве Председателя Комитета KPMG по мировой энергетике и природным ресурсам (1993-2008 гг.). Является членом Института дипломированных бухгалтеров Англии и Уэльса.

Входит в состав Совета директоров ПАО АФК «Система» с 2010 года. Председатель Комитета по аудиту, финансам и рискам, член Комитета по связям с инвесторами и дивидендной политике, Комитета по назначениям, вознаграждениям и корпоративному управлению и Комитета по этике и контролю Совета директоров ПАО АФК «Система».

Vladimir Chirakhov



Born in Tbilisi (Georgia) in 1974.

In 1996, graduated with honours from the Russian Federal Security Service Academy with a degree in applied mathematics. In 2000, studied system analysis and business management at Moscow International Higher Business School MIRBIS. In 2001, graduated from the Russian Presidential Academy of National Economy with a degree in management. In 2013, completed Executive MBA at Moscow Skolkovo School of Management.

2005-2009 – category manager, project manager at LLC M.Video.Management

2009 – Sales Director at LLC Lindex.

2009-2012 – Sales Director, Executive Director, CEO at LLC Korablik-R.

Appointed Deputy CEO for Sales at OJSC Detsky Mir in March of 2012. CEO of OJSC Detsky Mir from September of 2012 to March of 2020.

Appointed President of Sistema PJSFC effective 20 April 2020.

Chair of the Board of Directors of PJSC Detsky Mir, member of the board of directors of JSC Progress and LLC Internet Resheniya.

Awarded a national Order of Friendship in March of 2020.

Anatoly Chubais



Born in Borisov (Belarus) in 1955.

In 1977, Graduated from Palmiro Togliatti Leningrad Institute of Engineering and Economics (LEEI). In 2002, graduated from Moscow Power Engineering Institute (major in Problems of the Contemporary Energy Generation).

1990-1991 – deputy, then first deputy chair of the Executive Committee of the Leningrad Communist Party.

1991-1994 – Chair of the Committee for the Management of State Property, author and coordinator of privatisation in Russia.

1992-1996 – Deputy Prime Minister, then First Deputy Prime Minister of the Russian Federation for economic and financial policy.

1995-1996 – Member Country Governor at the World Bank and the International Monetary Fund.

1997-1998 – First Deputy Prime Minister and Minister of Finance of the Russian Federation.

1996-1997 – Chief of Staff at the Presidential Executive Office.

1998-2008 – Chair of RAO Unified Energy System of Russia.

2008 – appointed CEO of Russian Corporation of Nanotechnologies by presidential decree.

In December of 2013, appointed Chair of the Management Board of LLC RUSNANO Corporation.

Co-Chair of Russia-EU Entrepreneurs' Round Table (as Russian representative) since 2000. President of Russian Renewable Energy Development Association since 2018.

Mikhail Shamolin



Born in Moscow in 1970.

In 1992, graduated from the Moscow Automobile and Road Technical Institute, and in 1993 from the Russian Presidential Academy of Public Administration.

In 1996-1997, completed a finance and management course for senior executives at the Wharton School of Business.

In 1998-2004, worked for McKinsey&Co, an international consultancy firm.

2004-2005 – Managing Director for the Ferroalloys Division, Interpipe Corp (Ukraine).

2005-2011 – Vice President for Sales and Customer Service, then Vice President, Head of Business Unit, President at OJSC MTS.

2011-2018 – President and Management Board Chairman at Sistema JSFC/Sistema PJSFC.

President of LLC Segezha Group MC since 2018.

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

Etienne Schneider



Born in 1971 in Luxembourg.

Studied at IICHEC Brussels Management School and at Greenwich University in London. In 1995, received a degree in business and finance.

1997-2004 – secretary general of the Luxembourg Socialist Workers' Party (LSAP).

1995-2005 – councilor in Kayl, Luxembourg. 2005-2010 – elected first alderman of the municipality.

In 2012, joined the Government of the Grand Duchy of Luxembourg as Minister of the Economy and Foreign Trade. In 2013, appointed Deputy Prime Minister, Minister of the Economy, Minister of Internal Security and Minister of Defence of the Grand Duchy of Luxembourg.

2018-February 2020 – Deputy Prime Minister, Minister of the Economy and Minister of Health of the Grand Duchy of Luxembourg.

David Iakobachvili



Born in Tbilisi (Georgia) in 1957.

Education: Graduated from Tbilisi Polytechnical Institute with a degree in industrial and civil engineering.

Private entrepreneur in 1986-2000: official dealership for General Motors, travel and hospitality, timber processing, retail, telecom, and banking.

In 1992, co-founded Wimm Bill Dann, sold to US PepsiCo in 2011.

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

In 2011, invested in Bioenergy Corporation, becoming its co-owner and chairman of the board of directors.

President of Orion Heritage Co, Ltd, Founder of Private Sobraniye Museum, Chair of the Board of Petrocas Enegy International.

Vice President of the Russian Union of Industrialists and Entrepreneurs (RUIE), Chair of RUIE's Committee for Corporate Social Responsibility and Demographic Policy; Chair of RUIE's Ethics Commission. Member of the Consumer Market Council of the Russian Chamber of Commerce and Industry. President of the InOil Research and Production Group. Chair of the Board of Directors of RusBrand, the Association of Branded Goods Manufacturers in Russia. President of the Russian-American Business Council. Member of the Community Board of the Russian Ministry of Construction Industry, Housing and Utilities Sector. Member of the General Board of Business Russia, a national public organisation. Member of Association Dialogue Franco-Russe. Member of the Presidential International Council of the University of New York (NYU).

Member of the Boards of Trustees of: the Higher School of Economics; RUIE's Business School; the French College of Moscow State Lomonosov University; the Mstislav Rostropovich Scholarship Fund; the State Hermitage Museum; the All-Russian Decorative Art Museum; the Russian Society of Military History; Maria Charity; the Family Boarding School for Orphans; and the Underprivileged Children Support Foundation.

Member of the Board of Directors of Sistema PJSC since 2011. Member of the Strategy Committee; member of the Nomination, Remuneration and Corporate Governance Committee; member of the Investor Relations and Dividend Policy Committee.