

DRAFT RESOLUTIONS
of the Annual General Meeting of Shareholders of PJSC ALROSA
June 30, 2017

1. Approval of the Annual Report of PJSC ALROSA.

The issue put to vote:

To approve the Annual Report of PJCS ALROSA for 2016.

2. Approval of the annual accounting (financial) statements of PJSC ALROSA.

The issue put to vote:

To approve the annual accounting (financial) statements for 2016.

3. Approval of the profit distribution of PJSC ALROSA according to the results of 2016.

The Issue put to vote:

To allocate net profit of PJSC ALROSA for 2016 as follows:

distributable net profit, total:	RUB 148,657,464 thousand
net profit less of earnings received from correction of financial investments value:	
RUB 90,915,549 thousand	
for paying dividends:	RUB 65,769,143 thousand
profit left available for PJSC ALROSA before remuneration to the members of the Supervisory Board of PJSC ALROSA:	RUB 25,146,406 thousand

4. Size, terms and form of dividends payment in accordance with the results of 2016, and setting the date as of which the persons entitled to receive dividends shall be determined.

The issue put to vote:

1) To pass a resolution on (declare) the dividend payment based on the results of 2016 in the amount of eight (8) rubles ninety-three (93) kopecks per one placed ordinary registered share of PJSC ALROSA with the face value of fifty (50) kopecks.

2) To fix the following dividend payment procedure based on the results of 2016:

- dividend is paid to the shareholders of PJSC ALROSA included in the list of persons entitled to a dividend by transfer of funds from ALROSA's account and in case of a paying agent, from the paying agent's account by postal or bank transfer;

- to individual shareholders that have not indicated the way for receiving dividends in the application form of a registered person, the dividends shall be paid by a postal transfer;

- the amount of accrued dividends calculated on the basis of the amount of a dividend per one share of PJSC ALROSA or in compliance with the ownership percentage of shares of PJSC ALROSA, is determined within the accuracy of one kopeck;

- if transferred dividends are returned for the reasons of incorrect payment details and other information contained in the list of persons entitled to a dividend, the repeat payment of dividends shall be performed after submitting to the register holder of PJSC ALROSA the information on changes in the payment and other details and introducing the necessary amendments to the register of shareholders of PJSC ALROSA;

- commission fees for bank transfer and/or postal transfer of dividends shall be paid at the cost of PJSC ALROSA.

3) To determine the next date as of which the persons entitled to receive dividends shall be determined: July 20, 2017.

5. Payment of remuneration for work in the Supervisory Board to its members – non-public servants, in the amount established by internal regulations of PJSC ALROSA.

The issue put to vote:

To pay remuneration for work in the Supervisory Board to the members – non-public servants of the Supervisory Board of PJSC ALROSA, for 2016-2017 corporate period (year), in the amount and in the manner determined in accordance with the Regulations on Remuneration of Members of the Supervisory Board of PJSC ALROSA.

6. Payment of remuneration for work in the Auditing Committee to its members – non-public servants, in the amount established by internal regulations of PJSC ALROSA.

The issue put to vote:

To pay remuneration for work in the Auditing Committee to the members – non-public servants of the Auditing Committee of PJSC ALROSA, for 2016-2017 corporate period (year), in the amount and in the manner determined in accordance with the Regulations on Remuneration of Members of the Supervisory Board of PJSC ALROSA.

7. Election of the Supervisory Board members of PJSC ALROSA.

The issue put to vote:

To elect the following nominees to the Supervisory Board:

1. Petr Vyacheslavovich ALEKSEEV;
2. Sergey Vladimirovich BARSUKOV;
3. Georgiy Karlovich BASHARIN;
4. Yegor Afanasyevich BORISOV;
5. Alexander Sergeevich GALUSHKA;
6. Maria Vladimirovna GORDON (as an independent member of the Supervisory Board);
7. Evgeniya Vasilyevna GRIGORYEVA;
8. Andrey Andreevich GURYEV (as an independent member of the Supervisory Board);
9. Galina Innokentyevna DANCHIKOVA;
10. Kirill Alexandrovich DMITRIEV;
11. Sergey Sergeevich IVANOV;
12. Valentina Ilyinichna KONDRATYEVA;
13. Dmitry Vladimirovich KONOV (as an independent member of the Supervisory Board);
14. Valentina Ivanovna LEMESHEVA (as an independent member of the Supervisory Board);
15. Galina Maratovna MAKAROVA (as an independent member of the Supervisory Board);
16. Sergey Vasilyevich MESTNIKOV;
17. Andrey Anatolyevich PANOV;
18. Anton Germanovich SILUANOV;
19. Oleg Romanovich FEDOROV (as an independent member of the Supervisory Board);
20. Evgeny Alekseevich CHEKIN;
21. Alexey Olegovich CHEKUNKOV.

8. Election of the Auditing Committee members of PJSC ALROSA.

The issue put to vote:

To elect the following nominees to the Auditing Committee:

1. Anna Ivanovna VASILYEVA;
2. Alexander Sergeevich VASILCHENKO;
3. Dmitry Gennadyevich VLADIMIROV;
4. Viktor Nikolayevich PUSHMIN.

9. Approval of auditors of PJSC ALROSA.**The issue put to vote:**

1. To approve PricewaterhouseCoopers Audit Joint-Stock Company as the statutory auditor of PJSC ALROSA for the mandatory auditing of accounting (financial) statements of PJSC ALROSA, prepared in accordance with the Russian laws and under the Russian Accounting Standards based on the results of 2016-2018.

2. To approve PricewaterhouseCoopers Audit Joint-Stock Company as the statutory auditor of PJSC ALROSA for the mandatory auditing of consolidated financial statements of ALROSA Group, prepared in accordance with the International Financial Reporting Standards based on the results of 2016-2018.

10. Amendments to the Charter of PJSC ALROSA.**The issue put to vote:**

To approve amendments to the Charter of PJSC ALROSA (Annex 1).

11. Amendments to the Regulations on the General Meeting of Shareholders of PJSC ALROSA.**The issue put to vote:**

To approve amendments to the Regulations on the General Meeting of Shareholders of PJSC ALROSA (Annex 2).

12. Amendments to the Regulations on the Supervisory Board of PJSC ALROSA.**The issue put to vote:**

To approve amendments to the Regulations on the Supervisory Board of PJSC ALROSA (Annex 3).

13. Amendments to the Code of Corporate Governance of PJSC ALROSA.**The issue put to vote:**

To approve amendments to the Code of Corporate Governance of PJSC ALROSA (Annex 4).