Annex N____

Approved by the Resolution of the
Annual General Meeting of Shareholders
of PJSC ALROSA
on June __, 2018
(Minutes N 37 of June __, 2018)

Amendments to the Regulations on
Remuneration to Members of the Supervisory Board of PJSC ALROSA

1. Paragraph 8 of Clause 1.1 shall be amended as follows:
"Other compensations connected with the execution of a Supervisory Board member's duties shall be payable on the basis of a separate decision of the authorized management body of the Company."

2. To exclude the first paragraph of Clause 1.7.

3. Clause 2.3 shall be amended as follows:
"2.3. Increment for execution of additional duties connected with the chairmanship of the Supervisory Board, as well as chairmanship and (or) membership of committees under the Supervisory Board."

4. Clause 2.3.1 shall be amended as follows:
"2.3.1. In addition to the remuneration stipulated by Clause 2.2 hereof, premium S(2) shall be fixed equal to:

- 50% of S(1) to a chairman of the Supervisory Board;
- 30% of S(1) to a chairman of the Supervisory Board committee;
- 20% of S(1) to a member of the Supervisory Board committee."

5. To add "and (or) membership" after "The premium for chairmanship" in the Clause 2.3.3.

6. To add "and (or) membership" after "The premium for chairmanship" in the Clause 2.3.4.

7. To supplement the Clause 2.3 with the subparagraph 2.3.5 as follows:
"The premium for membership and (or) chairmanship in committees under the Supervisory Board is calculated for each committee separately.

The size of the premium for membership and (or) chairmanship in committees under the Supervisory Board of each member of a committee is calculated taking into account the total number of meetings of a Committee for the past Corporate Year, held as of March 31 of the Current Year in which a Committee's member participated, according to the formula:

$$N_k = 20\% * \frac{\Sigma\, nk}{m}$$

$$N_p = 30\% * \frac{\Sigma\, nk}{m}$$

where:

Nk – premium for membership in a committee under the Supervisory Board;

Np – premium for Chairmanship in a committee under the Supervisory Board;

Σ nk – number of meetings of a committee under the Supervisory Board, held during the Corporate Year as of March 31 of the current year in which a relevant member and (or) chairman of a committee under the Supervisory Board participated. Wherein:

nk = 1, if a member and (or) chairman of a committee under the Supervisory Board participated in a meeting of a committee under the Supervisory Board where personal attendance is required, or submitted filled out questionnaires on agenda items by the date of a meeting of a committee under the Supervisory Board held in the form of absentee voting;

nk = 0.5, if a member and (or) chairman of a committee under the Supervisory Board did not participate in a meeting of a committee under the Supervisory Board where personal attendance is required but submitted a written opinion on agenda items of a meeting;

nk = 0, if a member and (or) chairman of a committee under the Supervisory Board did not participate in a meeting of a committee under the Supervisory Board where personal attendance is required and did not submit a written opinion on agenda items of a meeting, as well as did not submit filled out questionnaires on agenda items of a meeting by the date of a meeting of a committee under the Supervisory Board held in the form of absentee voting;

m – total number of meetings of a committee under the Supervisory Board (regardless of their form), held during the Corporate Year as of March 31 of the current year or within the period in office during the Corporate Year (for newly elected (retired) members of a committee under the Supervisory Board).”

8. Clause 3.3. shall be amended as follows:

“3.3. The remuneration under these Regulations shall be paid by the Company via transfer of the funds to the Supervisory Board members’ private bank account (by a bank transfer) in Russian rubles.

According to the Currency legislation of the Russian Federation remuneration to the Supervisory Board members – non-residents of the Russian Federation may be paid in foreign currency at the rate of the Bank of Russia on the date of adoption of a remuneration decision by the General Meeting of Shareholders.”

9. To exclude the second paragraph of the Clause 3.6.

10. Clause 3.8. shall be amended as follows:

“3.8. By the decision of the General Meeting of Shareholders of the Company, members of the Supervisory Board that do not fall under the limitations set out in Clause 1.2 of the Regulations, in the period of discharge of their duties may be compensated for the expenses related to the discharge of their duties (transportation, accommodation costs, expenses for ensuring technical conditions for the participation in meetings of the Supervisory Board and/or committees under the Supervisory Board held in the videoconference mode or with the use of other technical communications).”

11. Clause 4.2 shall be amended as follows:

“4.2. These Regulations shall apply to any relations arising since the date of the Annual General Meeting of Shareholders held in 2018 (i.e. from June 30, 2018) and the provisions hereof shall apply to calculation of the base remuneration and premium to the Supervisory Board members elected on June 30, 2018, and thereafter.”