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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 Articles of Association of PJSC ALROSA

1. Clause 5.4 shall be excluded.

2. In the first paragraph of Clause 11.2.2, sub-clauses 6, 7 of Clause 11.2.3, the word in Russian “совершении” (the word “performance” in the prepositional case) shall be replaced with the word in Russian “совершение” (the word “performance” in the accusative case).

3. Sub-clause 11 of Clause 11.2.3 shall be considered sub-clause 10 of Clause 11.2.3.

4. Words “mentioned in Clause 11.4.1.1” in sub-clause 11.4.4.2 shall be replaced by words “mentioned in Clause 11.4.4.1”.

5. Sub-clauses 1, 11, 22 “b”, 23, 25-27 of Clause 12.1.1 shall be excluded.

6. Clause 12.1 shall be supplemented with sub-clause 12.1.4 as follows:
“12.1.4. Resolutions on the following matters shall be passed by majority vote of the total number of Supervisory Board Members:
1) determination of business priorities of the Company, including approval of a development strategy (long-term program) of the group and a business plan of the Company, attraction of long-term investments;
2) approval of dividend policy;
3) approval of recommendations on size of dividends on shares, procedure for their payment, procedure for dividend payment in non-monetary form, as well as setting the date as of which persons entitled to dividends shall be determined;
4) determination of a price and approval (or sub-sequent approval) of the following material transactions of the Company:
a) acquisition and sale of the Company’s shares held on the balance sheet of the Company;
b) transactions with price (value) more than 10% of the book value of the Company’s assets (except for diamond sale transactions);
c) obtaining or granting credits, pledges, guarantees which result or may result in the liabilities of the Company in the amount exceeding 5% of the book value of the Company’s assets according to the accounting data as on the date of such transaction;
d) agreements with the territorial entities of the Russian Federation and municipal entities that entail or may entail expenses or other liabilities of the Company in the amount exceeding 1% of the book value of assets;
e) The Company’s donations (including charity, contributions, grants), including membership dues (other expenses), connected with the Company’s participation in non-commercial organizations, exceeding the costs of the Company on these items of expenses stipulated by the Company’s budget approved by the Supervisory Board for a relevant period.
5) approval of resolutions on listing of the Company’s shares and (or) equity securities of the Company convertible into its shares; submitting to the General Meeting of Shareholders of the Company issues related to the delisting of the Company’s shares and (or) securities of the Company convertible into its shares;
6) approval of recommendations regarding the voluntary or mandatory proposal received by the Company;

7) consideration of significant business issues and determination of the position of the Company (representatives of the Company) on the following agenda items of general meetings of shareholders (participants) and meetings of boards of directors (supervisory boards) of the Company's controlled and related companies (hereinafter – "CRC") included in the list approved by the Supervisory Board, in particular instruction to vote or not to vote on agenda items, to vote "for", "against" or "abstain" on draft resolutions on:
a) reorganization of CRC;
b) liquidation of CRC;
c) fixing the number, par value, category (class) of the authorized shares of CRC and rights attached to such shares;
d) increasing of the authorized capital of CRC by increasing of par value of the shares or by placement of additional shares;
e) placement of CRC securities convertible into ordinary shares;
f) approval of large-scale deals to be made by CRC;
g) election of the sole executive body of CRC and determining the main terms of the contract with it;
h) transactions in the amount (balance, market or cadastral price) of more than 2% of the assets of the Company's IFRS balance sheet, which are not carried out in the ordinary course of business;
i) any transactions with the shares of the Company or CRC (including encumbrances);
j) in case if CRC owns the Company's shares – submission of proposals to the agenda of the Meeting of Shareholders of the Company and the Company's Supervisory Board, voting with the Company's shares at a Meeting of the Company's Shareholders;
k) listing of shares and (or) equity securities convertible into shares;
8) determination of the Company's position at consideration by the managing bodies of subsidiary of controlled commercial companies of the Company of matters regarding acquisition thereby of stock (shares in the authorized capital) of other commercial companies, as well as at their establishment, in case if a price of such transaction comprises 15 or more percent of the balance value of assets of subsidiary or controlled commercial company, defined according to the data of its accounting (financial) statements as of the last reporting date."

7. In the first paragraph of Clause 19.1, the word in Russian «его» (the word "his") shall be replaced with the word in Russian «её» (the word "her").

8. Clauses 21.1 – 21.3 shall be amended as follows:
"21.1. The Company shall provide shareholders with access to the following documents at their request:
1) Company's foundation agreement, resolution on forming of the Company, Articles of Association of the Company, as well as duly registered amendments and supplements entered into the Articles of Association;
2) document confirming the state registration of the Company;
3) resolution on the issue (additional issue) of securities, changes in the resolution on the issue (additional issue) of securities, report on results of the issue (additional issue) of securities, notification of results of the issue (additional issue) of securities;
4) internal documents of the Company approved by the General Meeting of Shareholders which regulate the activity of the Company's bodies;
5) regulations on branches and representative offices of the Company;
6) annual reports;
7) annual accounting (financial) statements and auditor's conclusion on it;
8) formed in accordance with the requirements of the Federal Law On Joint Stock Companies, appraisers' reports in case of shares redemption by the Company at the request of a shareholder;
9) documents received by the Company in accordance with the chapter XI.1 of the Federal Law On Joint Stock Companies;
10) minutes of general meetings of shareholders;
11) lists of affiliated persons of the Company;
12) conclusion of the Auditing Committee of the Company;

13) issue prospectus, quarterly reports of the issuer and other documents containing information subject to publishing or other disclosure in accordance with the Federal Law On Joint Stock Companies and other federal laws;
14) notices to the Company of shareholders' agreements and lists of persons who entered into such agreement;
15) judicial acts related to disputes connected with the foundation of the Company, its management and participation therein, as well as judicial acts on such disputes, including determination of initiation by an arbitral tribunal of proceedings in case and adoption of a statement of claim or an application to change the grounds or subject matter of previous claimed action.
21.2.
At the request of a shareholder (shareholders) holding at least 1 percent of voting shares in the Company, the Company shall ensure access to the following information and documents:
1) information regarding transactions (unilateral transactions) that are, in accordance with the Federal Law On Joint Stock Companies, major transactions and (or) related party transactions, including type, subject, content and size of such transactions, date of their execution and deadline for fulfillment of obligations thereon, information on adoption of a decision on obtaining consent for commission or on subsequent approval of such transactions;
2) minutes of meetings of the Supervisory Board of the Company;
3) reports of appraisers on valuation of property for which the Company made transactions which, in accordance with the Federal Law On Joint Stock Companies, are major transactions and (or) related party transactions.
Request of a shareholder (shareholders), holding at least 25 percent of voting shares of the Company, for provision of documents and information, stipulated by the current clause, shall specify a business purpose with which documents are requested.
21.3. The Company shall provide at the request of a shareholder (shareholders), holding at least 25 percent of voting shares of the Company, access to minutes of meetings of the Executive Committee and accounting documents."

7. The article 21 shall be supplemented with clauses 21.4, 21.5 as follows:
"21.4. Access to documents shall be provided based on the written request, which shall be forwarded by a shareholder to the Company by registered letter at the address of the Company or filed to the Corporate Secretary.
The request for providing a shareholder with the documents for reviewing shall contain:

- for an individual – surname, name, patronymic;
- for a legal entity – name and location;
- the number and category (class) of the shares in the Company held by such shareholder;
- details of identifying documents.

In case if the rights to the shares of a shareholder requesting for the documents are accounted on a depo account, a statement from depo account issued not earlier than three (3) business days prior to the date of the request shall be attached to such request.

21.5. Documents provided for in clause 22.1 of these Articles of Association shall be presented by the Company within seven business days after filing the relevant request for reviewing them at the premises of the executive body of the Company. The Company shall, on request of the persons entitled to access the documents, provide them with the copies of the said documents. The cost charged by the Company for the copies may not exceed the cost of making the same.
The time for the performance of the obligation to provide documents containing confidential information is reckoned not earlier than from date of signing of a non-disclosure agreement (confidentiality agreement) between the Company and a shareholder who filed request for access to documents. The terms of the non-disclosure agreement (confidentiality agreements) may be determined by the Company in a record form or in another standard form and must be the same for all shareholders of the Company. The Company publishes on its website in the information and telecommunication network Internet the terms of this agreement. In case of a group call of shareholders, this agreement shall be signed by each of them, and in case of granting access to

documents to a representative of a shareholder by proxy, either by a shareholder itself or by his/her representative."

7. Clauses 22.1, 22.2 shall be amended as follows:
"22.1. The Company shall keep the documents stipulated by the Federal Law On Joint Stock Companies, these Articles of Association, internal documents of the Company, resolutions of the General Meeting of Shareholders, the Supervisory Board, executive bodies of the Company, as well as documents stipulated by the regulatory legal acts of the Russian Federation.
22.2. The Company shall keep the documents stipulated by Clause 22.1 of these Articles of Association at the location of the executive body in the manner and within the time limits established by the Bank of Russia."

8. Clauses 23.2, 23.3 shall be amended as follows:
"23.2. The Company may be liquidated voluntarily according to procedure stipulated by CC RF subject to the requirements of the Federal Law On Joint Stock Companies and these Articles of Association.
23.3. The Company may be liquidated by court decision on the grounds stipulated by CC RF."

Chief Executive Officer –
Chairman of the Executive Committee of
PJSC ALROSA **Sergey Ivanov**