

DRAFT RESOLUTIONS
of the Annual General Meeting of Shareholders of PJSC ALROSA
June 26, 2019

Item 1. Approval of the Annual Report of PJSC ALROSA.

Resolution:

To approve the Annual Report of PJSC ALROSA for 2018.

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

Resolution:

To approve the annual accounting (financial) statements of PJSC ALROSA for 2018.

Item 3. Approval of the profit distribution of PJSC ALROSA according to the results of 2018.

Resolution:

To approve the following distribution of net profit of PJSC ALROSA for 2018:

Net profit following the results of 2018:	RUB 29,307,611,000.00
Interim dividend on the basis of the first half-year of 2018:	RUB 43,674,246,185.90
Undistributed profit on the basis of 2018:	RUB 0

Item 4. Approval of the undistributed profit distribution of prior years.

Resolution:

To approve the following distribution of undistributed profit of prior years.

Undistributed profit of prior years as of January 1, 2019:	RUB 195,047,334,000.00
to be paid as remuneration to members of the Auditing Committee of PJSC ALROSA:	RUB 1,297,725.00
to be paid as dividends:	RUB 44,636,643,925.20
on the basis of the operating results for the first half-year of 2018	RUB 14,366,635,185.90
(paid)	
on the basis of the operating results for 2018 (to be paid):	RUB 30,270,008,739.30

Item 5. Size, terms and form of dividends payment in accordance with the results of 2018, and setting the date as of which the persons entitled to receive dividends shall be determined.

Resolution:

1) To pay (declare) the dividend based on the results of 2018 in the amount of four (4) rubles eleven (11) 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 2018:

–the dividend is paid to the shareholders of PJSC ALROSA included in the list of persons entitled to a dividend by transfer of funds from the account of PJSC ALROSA, and, in case of a paying agent, from the paying agent's account by mail order or bank transfer, in this case the dividend is paid in monetary funds to individuals whose rights to shares are accounted in the register of the company's shareholders by transfer of funds to their bank accounts the details of which are available to the company registrar, or if there is no information about bank accounts, by mail order, and to other persons, whose rights to shares are accounted in the register of the company's shareholders, by transfer of funds to their bank accounts;

–the amount of accrued dividend calculated based on the amount of the dividend per one share of PJSC ALROSA or in compliance with the ownership percentage of share(s) of PJSC ALROSA, is determined accurate to one kopeck;

–if the transferred dividend is returned for the reasons of incorrect payment details and other information, the repeat payment of dividend shall be made after the registrar of PJSC ALROSA receives the information about the changes made to payment details and other information, and relevant changes are made to the shareholders' register of PJSC ALROSA;

–commission fees for bank transfer and/or mail order of dividends shall be paid at the cost of PJSC ALROSA.

3) To determine the next date as of which the persons entitled to a dividend are to be defined: July 15, 2019.

Item 6. 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.

Resolution:

To pay remuneration for work in the Supervisory Board of PJSC ALROSA to the members of the Supervisory Board – non-public servants for 2018-2019 corporate period (year) in the amount and in the order established in accordance with the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA.

Item 7. Payment of remuneration for work in the Auditing Committee to its members – nonpublic servants, in the amount established by internal regulations of PJSC ALROSA.

Resolution:

To pay remuneration for work in the Auditing Committee of PJSC ALROSA to the members of the Auditing Committee – non-public servants for 2018-2019 corporate period (year) in the amount and in the order established in accordance with the Regulations on Remuneration to Members of the Auditing Committee of PJSC ALROSA.

Item 8. Election of the Supervisory Board members of PJSC ALROSA.

Resolution:

To elect the following nominees to the Supervisory Board of PJSC ALROSA:

1. Maria Vladimirovna GORDON
2. Evgeniya Vasilyevna GRIGORYEVA
3. Kirill Alexandrovich DMITRIEV
4. Andrey Ivanovich DONETS
5. Sergey Yefimovich DONSKOY
6. Sergey Sergeevich IVANOV
7. Andrey Vilievich KARKHU
8. Dmitry Vladimirovich KONOV
9. Galina Maratovna MAKAROVA
10. Sergey Vasilyevich MESTNIKOV
11. Alexey Vladimirovich MOISEEV
12. Aysen Sergeevich NIKOLAEV
13. Anton Germanovich SILUANOV
14. Vladimir Victorovich SOLODOV
15. Oleg Romanovich FEDOROV

Item 9. Election of the Auditing Committee members of PJSC ALROSA.

Resolution:

To elect the following nominees to the Auditing Committee of PJSC ALROSA:

1. Alexander Sergeevich VASILCHENKO;
2. Anzhelika Vladimirovna GURKOVA;
3. Nikolay Petrovich IVANOV;
4. Konstantin Konstantinovich POZDNYAKOV;
5. Viktor Nikolayevich PUSHMIN;

6. Alexander Alexeevich PSHENICHNIKOV.

Item 10. Approval of auditors of PJSC ALROSA.

Resolution:

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, based on the results of 2019, and consolidated financial statements of ALROSA Group, prepared in accordance with the International Financial Reporting Standards, based on the results of 2019.

Item 11. Approval of the revised version of the Articles of Association of PJSC ALROSA.

Resolution:

To approve the revised version of the Articles of Association of PJSC ALROSA (Appendix 1).

Item 12. Approval of the revised version of the Regulations on the General Meetings of Shareholders of PJSC ALROSA.

Resolution:

To approve the revised version of the Regulations on the General Meetings of Shareholders of PJSC ALROSA (Appendix 2).

Item 13. Approval of the revised version of the Regulations on the Supervisory Board of PJSC ALROSA.

Resolution:

To approve the revised version of the Regulations on the Supervisory Board of PJSC ALROSA (Appendix 3).

Item 14. Approval of the revised version of the Regulations on the Executive Committee of PJSC ALROSA.

Resolution:

To approve the revised version of the Regulations on the Executive Committee of PJSC ALROSA (Appendix 4).

Item 15. Approval of the revised version of the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA.

Resolution:

To approve the revised version of the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA (Appendix 5).