

APPROVED BY:
Resolution of Annual General Meeting of
Shareholders of PJSC ALROSA
Minutes No. __ dated ____, 2021

Amendments
to the Regulations on the Supervisory Board of PJSC ALROSA

Amend Clause 3.1.4 of the Regulations on the Supervisory Board of PJSC ALROSA to read as follows:

“3.1.4. Be remunerated for the performance of their duties under the procedure and in the amount determined by the General Meeting of Shareholders, if the General Meeting of Shareholders makes a resolution to pay remuneration to the members of the Supervisory Board.

Members of the Supervisory Board also have other rights in accordance with the Company's Charter and the applicable laws of the Russian Federation.

Pursuant to the procedure established in accordance with the legislation and the Rules for electronic interaction using the electronic system of operation of collegial bodies approved by the Supervisory Board:

- members of the Supervisory Board may vote on agenda items in its absentee voting by filling in questionnaires and signing them with an electronic signature;

- members of the Supervisory Board may use an electronic signature to sign written votes, requirements, statements, inquiries and other documents related to the performance of functions and obligations of the Supervisory Board members.

The above documents signed with an electronic signature are deemed equivalent to paper documents signed with a personal handwritten signature.”

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Resolution of Annual General Meeting of
Shareholders of PJSC ALROSA
Minutes No. __ dated ____, 2021

Amendments
to the Regulations on the Executive Committee of PJSC ALROSA

Amend Clause 3.2 of the Regulations on the Executive Committee of PJSC ALROSA to read as follows:

“3.2. When performing their functions, members of the Executive Committee shall have the right to:

- resolve issues of the Company’s day-to-day operations as part of the collegial executive body;
- take part in meetings of the Executive Committee, freely express their opinions, vote on all agenda items, demand that their written votes be attached to the minutes of the Executive Board’s meeting;
- request and receive from the Company’s structural divisions documents and information on the Company’s activities within the scope of competence of the Executive Committee;
- submit proposals to the agenda of Executive Committee’s meetings and request convocation of extraordinary meetings;
- express in writing their disagreement with the decisions of the Executive Committee and bring it to the attention of the Chief Executive Officer – Chairman of the Executive Committee and the Supervisory Board;
- exercise other rights stipulated by the laws of the Russian Federation and the Company’s Charter.

Pursuant to the procedure established in accordance with the legislation and the Rules for electronic interaction using the electronic system of operation of collegial bodies approved by the Supervisory Board:

- members of the Executive Committee may vote on agenda items in its absentee voting by filling in questionnaires and signing them with an electronic signature;
- members of the Executive Committee may use an electronic signature to sign written votes, requirements, statements, inquiries and other documents related to the performance of functions and obligations of the Executive Committee members.

The above documents signed with an electronic signature are deemed equivalent to paper documents signed with a personal handwritten signature.”

APPROVED BY:
Resolution of Annual General Meeting of
Shareholders of PJSC ALROSA
Minutes No. ____ dated _____, 2021

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

1. Amend Clause 1.5 of the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA to read as follows:

“1.5. The resolution to pay remuneration to the members of the Supervisory Board and to determine the amount of remuneration is made by the Company’s General Meeting of Shareholders, taking into account the recommendations of the Supervisory Board.”

2. Amend Clause 1.7 of the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA to read as follows:

“1.7. If at the end of the financial year there are any adverse factors associated with the deterioration of the Company’s financial standing, the General Meeting of Shareholders may decide not to pay remuneration to the members of the Supervisory Board or to pay remuneration in an amount less than the amount calculated in accordance with these Regulations.”

3. Amend Clause 2.2.2 of the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA to read as follows:

“2.2.2. The base part of the basic remuneration (Sbase) is set at 6 million rubles.”

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Resolution of Annual General Meeting of
Shareholders of PJSC ALROSA

Minutes No. ____ dated _____, 2021

Amendments
to the Code of Corporate Governance of PJSC ALROSA

Amend Clause 5.8.3 of the Code of Corporate Governance of PJSC ALROSA to read as follows:

“5.8.3. To improve the Company’s performance and sustainable development in the long term, a strategy and sustainable development committee has been established.

The tasks of the strategy and sustainable development committee include:

- definition of the strategic goals and strategic risks of the Company’s activities, including in the field of sustainable development; assessing the financial and non-financial risks of the Company (including operational risks, social risks, health, safety and environment risks, risks of development of human capital and regions of presence, risks of responsible business conduct and other non-financial risks, as well as the establishment of risk values); approval of a strategy (long-term program) of the group development and long-term investment raising;
- drawing up recommendations on the Company’s dividend policy;
- assessment of the Company’s long-term performance;
- preliminary consideration and drawing up of recommendations on the Company’s participation in other organizations (including direct and indirect acquisition and disposal of shares in the authorized capital of organizations, encumbrances of shares and interests);
- evaluation of voluntary and mandatory offers to purchase the Company’s securities;
- review of the financial model and the model for assessing the value of the Company’s business and business segments;
- addressing the issues of reorganization and liquidation of the Company and its controlled entities;
- addressing changes in the organization structure of the Company and its controlled entities;
- addressing the reorganization of business processes of the Company and its controlled entities;
- preliminary review and approval of periodic reports on the achievement of the strategic goals set in the strategy and sustainable development program of ALROSA Group;
- participation of the Company in global initiatives, organizations and associations for sustainable development and responsible business conduct.”

**Table of Amendments
to the Regulations on the Supervisory Board of PJSC ALROSA**

Regulations clause	Current version	New version
3.1.4.	<p>3.1.4. Be remunerated for the performance of their duties under the procedure and in the amount determined by the General Meeting of Shareholders, if the General Meeting of Shareholders makes a resolution to pay remuneration to the members of the Supervisory Board.</p> <p>Members of the Supervisory Board also have other rights in accordance with the Company's Charter and the applicable laws of the Russian Federation.</p>	<p>3.1.4. Be remunerated for the performance of their duties under the procedure and in the amount determined by the General Meeting of Shareholders, if the General Meeting of Shareholders makes a resolution to pay remuneration to the members of the Supervisory Board.</p> <p>Members of the Supervisory Board also have other rights in accordance with the Company's Charter and the applicable laws of the Russian Federation.</p> <p>Pursuant to the procedure established in accordance with the legislation and the Rules for electronic interaction using the electronic system of operation of collegial bodies approved by the Supervisory Board:</p> <ul style="list-style-type: none"> - members of the Supervisory Board may vote on agenda items in its absentee voting by filling in questionnaires and signing them with an electronic signature; - members of the Supervisory Board may use an electronic signature to sign written votes, requirements, statements, inquiries and other documents related to the performance of functions and obligations of the Supervisory Board members. <p>The above documents signed with an electronic signature are deemed equivalent to paper documents signed with a personal handwritten signature.</p>

**Table of Amendments
to the Regulations on the Executive Committee of PJSC ALROSA**

Regulations clause	Current version	New version
3.2.	<p>3.2. When performing their functions, members of the Executive Committee shall have the right to:</p> <ul style="list-style-type: none"> • resolve issues of the Company's day-to-day operations as part of the collegial executive body; • take part in meetings of the Executive Committee, freely express their opinions, vote on all agenda items, demand that their written votes be attached to the minutes of the Executive Board's meeting; • request and receive from the Company's structural divisions documents and information on the Company's activities within the scope of competence of the Executive Committee; • submit proposals to the agenda of Executive Committee's meetings and request convocation of extraordinary meetings; • express in writing their disagreement with the decisions of the Executive Committee and bring it to the attention of the Chief Executive Officer – Chairman of the Executive Committee and the Supervisory Board; • exercise other rights stipulated by the laws of the Russian Federation and the Company's Charter. 	<p>3.2. When performing their functions, members of the Executive Committee shall have the right to:</p> <ul style="list-style-type: none"> • resolve issues of the Company's day-to-day operations as part of the collegial executive body; • take part in meetings of the Executive Committee, freely express their opinions, vote on all agenda items, demand that their written votes be attached to the minutes of the Executive Board's meeting; • request and receive from the Company's structural divisions documents and information on the Company's activities within the scope of competence of the Executive Committee; • submit proposals to the agenda of Executive Committee's meetings and request convocation of extraordinary meetings; • express in writing their disagreement with the decisions of the Executive Committee and bring it to the attention of the Chief Executive Officer – Chairman of the Executive Committee and the Supervisory Board; • exercise other rights stipulated by the laws of the Russian Federation and the Company's Charter. <p>Pursuant to the procedure established in accordance with the legislation and the Rules for electronic interaction using the electronic system of operation of collegial bodies approved by the Supervisory Board:</p> <ul style="list-style-type: none"> - members of the Executive Committee may vote on agenda items in its absentee voting by filling in questionnaires and signing them with an electronic signature; - members of the Executive Committee may use an electronic signature to sign written votes, requirements, statements, inquiries and other documents related to the performance of functions and obligations of the Executive Committee members. <p>The above documents signed with an electronic signature are deemed equivalent to paper documents signed with a personal handwritten signature.</p>

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

Regulations clause	Current version	New version								
1.5.	1.5. The total amount of remuneration (including additional remuneration) to the members of the Supervisory Board shall not exceed 10% of the Company's net profit. If the total amount of remuneration to eligible members of the Supervisory Board calculated in accordance with Section 2 of these Regulations, exceeds 10% of the Company's net profit for the reporting period, the amount of remuneration payable to each member of the Supervisory Board, taking into account additional remuneration, will be reduced proportionally.	1.5. The resolution to pay remuneration to the members of the Supervisory Board and to determine the amount of remuneration is made by the Company's General Meeting of Shareholders, taking into account the recommendations of the Supervisory Board.								
1.7.	1.7. In the Company does not have net profit (profit for distribution), no remuneration will be assessed and paid to the members of the Supervisory Board.	1.7. If at the end of the financial year there are any adverse factors associated with the deterioration of the Company's financial standing, the General Meeting of Shareholders may decide not to pay remuneration to the members of the Supervisory Board or to pay remuneration in an amount less than the amount calculated in accordance with these Regulations.								
2.2.2.	2.2.2. The base part of the basic remuneration (Sbase) is established based on the revenue indicator calculated based on the consolidated financial statements prepared as per the International Financial Reporting Standards and amounts to: <table><tr><th>Revenue amount</th><th>Sbase</th></tr><tr><td>Over 200 billion rubles</td><td>6 million rubles</td></tr><tr><td>Over 30 billion rubles</td><td>4 million rubles</td></tr><tr><td>Over 10 billion rubles</td><td>2 million rubles</td></tr></table>	Revenue amount	Sbase	Over 200 billion rubles	6 million rubles	Over 30 billion rubles	4 million rubles	Over 10 billion rubles	2 million rubles	2.2.2. The base part of the basic remuneration (Sbase) is set at 6 million rubles.
Revenue amount	Sbase									
Over 200 billion rubles	6 million rubles									
Over 30 billion rubles	4 million rubles									
Over 10 billion rubles	2 million rubles									

Table of Amendments

to Clause 5.8.3 of the Code of Corporate Governance of PJSC ALROSA

(following the change in the name of the Committee based on the resolution of the Supervisory Board of February 15, 2021, Minutes No. 01-317-PR-NS)

Current version	New version
<p>To improve the Company's performance in the long term, a <i>strategic planning committee</i> has been established.</p> <p>The tasks of the strategy committee include:</p> <ul style="list-style-type: none"> • definition of the strategic goals of the Company's activities, monitoring of the implementation of the Company's strategy, drawing up recommendations to the Supervisory Board on adjusting the existing development strategy of the Company; • development of priority areas of the Company's activities; • drawing up recommendations on the Company's dividend policy; • assessment of the Company's long-term performance; • preliminary consideration and drawing up of recommendations on the Company's participation in other organizations (including direct and indirect acquisition and disposal of shares in the authorized capital of organizations, encumbrances of shares and interests); • evaluation of voluntary and mandatory offers to purchase the Company's securities; • review of the financial model and the model for assessing the value of the Company's business and business segments; • addressing the issues of reorganization and liquidation of the Company and its controlled entities; • addressing changes in the organization structure of the Company and its controlled entities; • addressing the reorganization of business processes of the Company and its controlled entities; • preliminary review and approval of periodic reports on the achievement of the strategic goals set in the strategy and sustainable development program of ALROSA Group; • participation of the Company in global initiatives, organizations and associations for sustainable development and responsible business conduct. 	<p>To improve the Company's performance in the long term, a <i>strategy and sustainable development committee</i> has been established.</p> <p>The tasks of the strategy and sustainable development committee include:</p> <ul style="list-style-type: none"> • definition of the strategic goals and strategic risks of the Company's activities, including in the field of sustainable development; assessing the financial and non-financial risks of the Company (including operational risks, social risks, health, safety and environment risks, risks of development of human capital and regions of presence, risks of responsible business conduct and other non-financial risks, as well as the establishment of risk values); approval of a strategy (long-term program) of the group developments and long-term investment raising; • drawing up recommendations on the Company's dividend policy; • assessment of the Company's long-term performance; • preliminary consideration and drawing up of recommendations on the Company's participation in other organizations (including direct and indirect acquisition and disposal of shares in the authorized capital of organizations, encumbrances of shares and interests); • evaluation of voluntary and mandatory offers to purchase the Company's securities; • review of the financial model and the model for assessing the value of the Company's business and business segments; • addressing the issues of reorganization and liquidation of the Company and its controlled entities; • addressing changes in the organization structure of the Company and its controlled entities; • addressing the reorganization of business processes of the Company and its controlled entities; • preliminary review and approval of periodic reports on the achievement of the strategic goals set in the strategy and sustainable development program of ALROSA Group; • participation of the Company in global initiatives, organizations and associations for sustainable development and responsible business conduct.