

## **Recommendations of the Supervisory Board of PJSC ALROSA on the agenda items of the Annual General Meeting of Shareholders of PJSC ALROSA**

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

#### Position of the Supervisory Board:

To preliminary approve the Annual Report of PJSC ALROSA for 2020 and to recommend the Annual General Meeting of Shareholders of the Company to approve the submitted Annual Report of PJSC ALROSA.

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

#### Position of the Supervisory Board:

Having considered the submitted materials, including the independent auditor's report according to which annual accounting (financial) statements fairly, in all material respects, reflect financial condition of PJSC ALROSA as of December 31, 2020, its financial performance and cash flow for 2020 according to the accounting principles established in the Russian Federation, to propose to the Annual General Meeting of Shareholders of PJSC ALROSA to approve annual accounting (financial) statements of PJSC ALROSA for 2020.

### **Item 3. Approval of 2020 profit distribution of PJSC ALROSA.**

#### Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA:

To approve the following distribution of net profit of PJSC ALROSA for 2020:

<b>Net profit following the results of 2020:</b>	<b>RUB 12,263,828,000.00</b>
<b>to be paid as remuneration to members of the Auditing Committee of PJSC ALROSA:</b>	<b>RUB 1,776,644.00</b>
<b>to be paid as dividend:</b>	<b>RUB 12,262,051,356.00</b>
<b>profit remaining at the disposal of PJSC ALROSA:</b>	<b>RUB 0</b>

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

#### Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA:

To approve the following distribution of the part of undistributed profit of prior years:

<b>Undistributed profit of prior years as of January 1, 2021:</b>	<b>RUB 188,148,864,000.00</b>
<b>to be paid as dividend:</b>	<b>RUB 57,999,720,754.20</b>

### **Item 5. Size, terms and form of 2020 dividend payment, and setting the date as of which the persons entitled to dividends shall be determined.**

#### Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA:

1) To pay (declare) the 2020 dividend in the amount of nine (9) rubles fifty-four (54) kopecks per one placed ordinary registered share of PJSC ALROSA with the face value of fifty (50) kopecks.

2) To fix the following 2020 dividend payment procedure:

Dividends are to be paid in cash.

The amount of accrued dividends calculated for one shareholder is determined accurate to one kopeck.

The time limit for the payment of dividends to a nominal holder and trust manager who is a professional participant of the securities market, which are registered with the Company's

shareholder register, shall not exceed 10 business days, and to other persons registered with the shareholder register—25 business days from the date as of which the persons entitled to dividends are defined.

3) To approve July 4, 2021, as the date as of which the persons entitled to dividends are to be defined.

To pay total dividends for 2020 in the amount of **RUB 70,261,772,110.20**.

#### **Item 6. Payment of remuneration to members of the Supervisory Board of PJSC ALROSA.**

##### Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA to pass the following resolution on the agenda item ‘Payment of remuneration to members of the Supervisory Board of PJSC ALROSA’:

“To pay remuneration to members of the Supervisory Board of PJSC ALROSA for 2020-2021 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 to members of the Auditing Committee of PJSC ALROSA.**

##### Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA to pass the following resolution on the agenda item ‘Payment of remuneration to members of the Auditing Committee of PJSC ALROSA’:

“To pay remuneration to members of the Auditing Committee of PJSC ALROSA for 2020-2021 corporate period (year) in the amount and in the order established in accordance with the Regulations on Remuneration and Compensations to Members of the Auditing Committee of PJSC ALROSA.”

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

##### Position of the Supervisory Board:

In compliance with the proposals of the shareholders of PJSC ALROSA, to put on the list of nominees for voting on election to the Supervisory Board of PJSC ALROSA the candidates as follows:

1. Maria Vladimirovna GORDON;
2. Evgenia Vassilievna GRIGORIEVA;
3. Igor Konstantinovich DANILENKO;
4. Kirill Alexandrovich DMITRIEV;
5. Andrey Ivanovich DONETS;
6. Vasily Vasilyevich EFIMOV;
7. Sergey Sergeevich IVANOV;
8. Dmitry Vladimirovich KONOV;
9. Sergey Vasilyevich MESTNIKOV;
10. Alexey Vladimirovich MOISEEV;
11. Aysen Sergeevich NIKOLAEV;
12. Alexey Petrovich NOSKOV;
13. Vladimir Valerievich RASHEVSKY;
14. Anton Germanovich SILUANOV;
15. Alexander Vyacheslavovich CHEREPANOV.

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

Position of the Supervisory Board:

To include the following persons in the list of candidates for election to the Auditing Committee of PJSC ALROSA in accordance with the proposals of PJSC ALROSA shareholders:

1. Pavel Nikolaevich BAGYNANOV;
2. Nikita Valerievich KOZHEMYAKIN;
3. Alexander Vladimirovich MARKIN;
4. Maria Alexandrovna TURUKHINA;
5. Niyurguyana Vladimirovna ROMANOVA.

**Item 10. Approval of the auditor of PJSC ALROSA.**

Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA to approve AO PricewaterhouseCoopers Audit 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 consolidated financial statements of ALROSA Group, prepared in accordance with the International Financial Reporting Standards, based on the results of 2021.

**Item 11. Approval of amendments to the Regulations on the Supervisory Board of PJSC ALROSA.**

Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA to approve amendments to the Regulations on the Supervisory Board PJSC ALROSA.

**Item 12. Approval of amendments to the Regulations on the Executive Committee of PJSC ALROSA.**

Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA to approve amendments to the Regulations on the Executive Committee PJSC ALROSA.

**Item 13. Approval of amendments to the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA.**

Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA to approve amendments to the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA.

**Item 14. Approval of amendments to the Corporate Governance Code of PJSC ALROSA.**

Position of the Supervisory Board:

To recommend the Annual General Meeting of Shareholders of PJSC ALROSA to approve amendments to the Corporate Governance Code of PJSC ALROSA.