



APPROVED
by the Board of Directors
of PJSC Rostelecom
14 March 2018

Minutes No 17, 14 March 2018

**PUBLIC JOINT-STOCK COMPANY LONG-DISTANCE AND INTERNATIONAL
TELECOMMUNICATIONS "ROSTELECOM"**

DIVIDEND POLICY

Moscow
2018

1. GENERAL PROVISIONS

- 1.1. This Dividend Policy of Rostelecom (hereinafter - the “Policy”) has been developed pursuant to applicable Russian Law, the Charter of PJSC Rostelecom (hereinafter sometimes to be referred to as the “Company”) and other internal regulations of the Company, the Code of Corporate Conduct as approved by the Board of Directors of the Bank of Russia on 21 March 2014, Methodological recommendations for development of dividend policy in joint stock companies with state ownership interest provided by the Federal Agency for State Property Management approved by the Order No. 524 of 29 December 2014, Methodological Recommendations of PJSC Moscow Stock Exchange on shaping and implementation of dividend policies by public companies, developed in 2017, and the best international practices.
- 1.2. In approving this Policy, the Company’s Board of Directors strives to ensure predictability and transparency of the Company’s dividend payments mechanism.
- 1.3. The Policy establishes the basic principles of the Company’s dividend policy, procedures associated with a dividend payment decision, a procedure for calculation of the amount of dividends and their payment.

2. TERMS AND DEFINITIONS

- 2.1. Terms and definitions used herein shall have the same meaning as when they are used in applicable law, rules and regulations, unless otherwise is expressly stated in this Policy.
- 2.2. For the purpose of this Policy the following terms and definitions shall apply:
 - “**Shareholder**” or “**Eligible for Dividend Person**” shall mean a person who is an owner of shares of a certain class (type) or a person exercising rights attached to the relevant shares according to applicable federal law, as at the end of the banking day which is determined according to the dividend payment decision as the date to finalize the list of persons eligible to receive dividends;
 - “**Depositary Receipts**” shall mean securities issued on the underlying shares of Rostelecom according to provisions of foreign law in order to facilitate trading in the Company’s shares beyond Russian Federation;
 - “**General Shareholders' Meeting**” shall mean annual or extraordinary shareholders' meeting of PJSC Rostelecom;
 - “**Rosimushchestvo**” shall mean the Federal Agency for State Property Management of the Russian Federation;
 - “**Free Cash Flow**” (hereinafter the “FCF”) shall mean the net cash from operating activities, (1) net of cash paid for purchase of property, plant and equipment and intangible assets, (2) plus proceeds from sale of property, plant and equipment and intangible assets and (3) plus interest received. The FCF shall be determined according to the Cash Flow Statement of the Company consolidated financial statements pursuant to requirements of the International Financial Reporting Standards (hereinafter the “IFRS”);
 - **The “Board of Directors**” shall mean the Board of Directors of PJSC Rostelecom;
 - “**Dividend Payment Term**” shall mean the time interval within which the dividend payment obligation shall be discharged according to applicable law and the Company’s Charter;
 - **The “Charter**” shall mean the current issue of the Charter of PJSC Rostelecom as amended;

- **“Net Debt/OIBDA”** shall mean a performance indicator to be calculated as the ratio of: 1) the Net Debt as of the reporting date (long-term and short-term Loans and borrowings net of Cash and cash equivalents and Other financial assets^{*}), to 2) OIBDA over the 12 months preceding the reporting date (operating earnings before depreciation and amortization and non-cash expenses under a long-term program of management motivation); with all these amounts to be determined pursuant to the Company’s financial statements according to IFRS;
- **“RAS Net Profit”** shall mean the Company’s net profit after tax to be determined according to the Company’s financial statements in accordance with requirements of applicable Russian law (RAS), as stated in line 2400 Net profit (loss) of the Profit and Loss Statement;
- **“IFRS Net Profit”** shall mean after tax profit to be determined pursuant to consolidated financial statements according to IFRS requirements.

3. KEY DIVIDEND PROVISIONS

- 3.1. A General Shareholders’ Meeting shall be entitled to pass a decision to pay (declare) dividends on the outstanding shares as at the end of a reporting year as well as at the end of the first quarter, a half year and nine months of a relevant reporting year unless otherwise is prescribed by applicable Russian law.
- 3.2. The date on which, in accordance with the decision on payment (declaration) of dividends, the list of persons eligible to receive dividends is finalized, cannot be set earlier than 10 days after the date of passing a decision on payment (declaration) of dividends and later than 20 days after passing such a decision.
- 3.3. Dividends are paid to a nominee holder and beneficial owner who is a professional securities market player registered in the shareholders’ register, within 10 business days, and to other persons registered in the shareholders register – within 25 business days after the date on which the list of persons eligible to receive dividends is finalized.
- 3.4. The source of dividend payment is the Company's net profit. According to the Company’s Charter dividend shall be payable in cash funds except situations where at the Company’s General Meetings of Shareholders a decision regarding dividend on ordinary shares is made to pay out dividend in other form of assets. Dividend on the Company’s preferred shares shall be payable in cash funds only.
- 3.5. Payments of the declared dividend shall be the Company’s obligation, except cases specified in Article 43 of the Federal law "On Joint-Stock Companies" No208-FZ of 26 December 1995 (hereinafter the “Federal Law on Joint-Stock Companies”). The Company shall be liable to shareholders according to applicable law for failure to perform this obligation.
- 3.6. Depositary Receipts shall entitle their holders to receive dividends in the amounts according to the number of the underlying shares of the Company assigned to such Depositary Receipts
- 3.7. This Policy, as well as procedural matters related to payment of dividends and their taxation, are posted on the Company’s official website.

^{*} Other financial assets are determined as the line of the same name in Current assets section of Consolidated statement of financial position prepared in accordance with IFRS

4. PRINCIPLES OF THE COMPANY DIVIDEND POLICY

4.1 This Policy prescribes the following principles of apodting recommendations with respect to dividend amount determination and dividend payments:

- observance and protection of shareholders' rights conferred by applicable law, rules and regulations and contemplated by the highest standards of best corporate governance practices;
- ensuring financial stability of the Company, obtaining the highest possible credit rating assigned by international rating agencies S&P's, Moody's, Fitch, the Analytical Credit Rating Agency (ACRA), Expert RA and maintaining debt burden corresponding to Net Debt/OIBDA ratio not greater than 2.5x on an annual basis;
- ruling out dividend payments where such payments might lead to signs of insolvency (bankruptcy) according to the Russian law on insolvency (bankruptcy);
- achievement of an optimal balance between the Company's need in funds to ensure its further growth and the shareholders' need in dividend repayments of funds invested in the Company's shares provided that an optimal capital structure is held;
- enhancing the investment appeal of the Company's securities for current and potential shareholders, and as a consequence, growth of the Company's capitalization;
- transparent arrangements for determination of the amounts and payments of dividend
- priority to be assigned to ensuring stable and sustainable growth of the Company given the effects of macroeconomic factors;
- creating equal conditions for receiving dividend payments by the Company's shareholders owning shares of the same class (type) throughout the Dividend Payment Term.

5. DIVIDEND DETERMINATION

5.1 The Company's Board of Directors shall make recommendations on the amount of dividend payable on the Company's shares based on principles specified in Article 4 of this Policy.

5.2 The Company will aim to allocate to dividend payments (payable on ordinary and preferred shares in total) during 2019, 2020 and 2021 (i.e. upon results of 2018, 2019 and 2020) at least **75% of the FCF** for each reporting year.

5.3 The Company will aim to pay dividend in the amount of at least **5 rubles** per one ordinary share for each reporting year.

5.4 The Company will aim to ensure that the amount of dividend payments (payable on ordinary and preferred shares in total) should not exceed 100% of net profit according to IFRS for the reporting year, but in no case it shall be less than the level recommended by Rosimushchestvo and the Russian government for companies with state ownership interest if such requirement is applicable to the Company.

5.5 In some specific situations where in the reporting year the Company's operating results were significantly affected by certain individual operations, the amount of FCF specified for dividend payment determination can be adjusted according to the amount of related cash flow stated for such individual operations.

5.6 The Board of Directors may decide to recommend that a General Shareholders' Meeting (1) should pay dividends after changing the amount of dividend payments as compared to those specified in this Policy for the reporting year in which the individual activities took place

that had a material impact on the Company's performance, or (2) take a decision to recommend that a General Shareholders' Meeting should not pay dividends for the reporting year, in which the individual Company operations took place, which had a significant impact on the Company's performance.

Such individual operations include:

- significant capital expenditures related to meeting legal requirements;
- material M&A transactions;
- transactions that will lead to an increase in Net debt/OIBDA ratio up to the annual level of more than 2.5;
- other operations that had a significant impact on the Company's performance.

- 5.7 In accordance with the Charter, the total amount paid as an annual dividend for each preferred type A share is set as 10 (ten) percent of net profit under the RAS standard as at the end of the last reporting year divided by the number of shares making 25 (twenty five) percent of the Company's registered capital. Thus, dividend per one preferred share shall be calculated using the following formula:

$$D = \frac{10\% \times NP}{OS \times 0.25}, \text{ where}$$

D shall mean dividend per one preferred type A share;

NP - net profit under RAS standard as at the end of the last reporting year;

OS – total number of outstanding ordinary and preferred Company shares (information about the number of outstanding ordinary and preferred shares of the Company is available on the Company's website).

In this case, if the amount of dividends paid by the Company per each ordinary share in a certain year exceeds the amount payable as dividends per each type A preferred share, the dividend payable on the latter should be increased to the amount of the dividend paid on ordinary shares. The amount of accrued dividends per one Company shareholder shall be calculated with accuracy of one kopeck.

- 5.8 The recommended amount of dividends shall be first discussed at a meeting in person of the Strategy Committee of the Board of Directors, with consideration of information provided by the management about Company's performance as at the end of the reporting year, as well as the existence/absence in the reporting year of operations listed in Par. 5.6 hereof that had a significant impact on Company's performance.
- 5.9 A notice on convocation of a General Shareholders' Meeting to consider payment of dividends shall contain the text of a decision to pay dividends, including a detailed information about the amount of dividends on shares of each category (type), as well as explanation to the shareholders of the importance of timely notifying Company's registrar of any change in their data necessary for dividends payment (bank account details, postal address, etc.), as well as the consequences and risks associated with late notification of the registrar of any changes in such data.

- 5.10 The materials provided to shareholders for making a decision to pay dividends shall contain all necessary information indicating the existence or absence of conditions necessary for their payment.

6. FINAL PROVISIONS

- 6.1 This Policy is designed for three years and applies to dividend payments in 2019, 2020 and 2021 (i.e. upon results of 2018, 2019 and 2020).
- 6.2 This Policy is to be approved by Company's Board of Directors and shall become effective upon its approval. Introduction of any changes or additions to this Policy or recognizing it void is effected by a relative decision of the Board of Directors, in which case the Company will aim to explain to the shareholders the reasons and prerequisites of any changes in this Policy.
- 6.3 If as a result of any changes in the Russian Federation law or the Charter, some provisions of this Policy happen to conflict them, such provisions shall become invalid, and the Company shall be guided by the Russian Federation law and the Charter until relative changes are introduced to this Policy.
- 6.4 The invalidity of certain provisions of this Policy shall not entail invalidity of any other provisions of this Policy and/or this Policy as a whole.