

**DRAFT RESOLUTIONS**  
**of the Annual General Meeting of Shareholders of PJSC ALROSA**  
**June 26, 2018**

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

**The issue put to vote:**

To approve the Annual Report of PJSC ALROSA for 2017.

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

**The issue put to vote:**

To approve the annual accounting statements including the report on financial results of PJSC ALROSA for 2017.

**3. Approval of the profit distribution of PJSC ALROSA according to the results of 2017.**

**The issue put to vote:**

To allocate net profit of PJSC ALROSA for 2017 as follows:

Distributable net profit:	RUB 16,854,208,000.00
For paying remuneration to the members of the Supervisory Board of PJSC ALROSA:	RUB 43,350,000.00
For paying dividends:	RUB 16,810,858,000.00
Profit left available to PJSC ALROSA:	RUB 0

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

**The issue put to vote:**

To allocate for the payment of dividends upon the results of 2017 a part of the undistributed profit of prior years as of January 1, 2018 in the amount of RUB 21,781,561,901.20.

**5. Size, terms and form of dividends payment in accordance with the results of 2017, and setting the date as of which the persons entitled to dividends shall be determined.**

**The issue put to vote:**

1) To pass a resolution on (declare) the dividend payment on the results of 2017 in the amount of five (5) rubles twenty-four (24) 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 2017:

- dividend is paid to the shareholders of PJSC ALROSA included in the list of persons entitled to a dividend by transfer of funds from ALROSA's account and in case of a paying agent, from the paying agent's account by postal or bank transfer; while the payment of dividends in cash to individuals whose rights to shares are accounted in the shareholder register, is effected by transferring funds to their bank accounts, the details of which are available to the registrar of the company or by a postal transfer of funds in case of absence

of information about bank accounts, and to other individuals whose rights to shares are accounted in the register of joint stock company via transfer of funds to their bank accounts;

- the amount of accrued dividend calculated on the basis of the amount of dividend per one share of PJSC ALROSA or in compliance with the ownership percentage of shares of PJSC ALROSA, is determined within the accuracy of one kopeck;
- if transferred dividends are returned for the reasons of incorrect payment and other details, the repeat payment of dividends shall be performed after submitting to the register holder of PJSC ALROSA the information on changes in the payment and other details and introducing the necessary amendments to the register of shareholders of PJSC ALROSA;
- commission fees for bank transfer and/or postal transfer of dividends shall be paid at the cost of PJSC ALROSA.

3) To determine the next date as of which the persons entitled to dividends shall be determined: **July 14, 2018.**

#### **6. Payment of remuneration for work in the Supervisory Board of PJSC ALROSA to its members – non-public servants, in the amount established by internal regulations of PJSC ALROSA.**

##### **The issue put to vote:**

To pay remuneration for work in the Supervisory Board of PJSC ALROSA to the members of the Supervisory Board – non-public servants for 2017-2018 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.

#### **7. Payment of remuneration for work in the Auditing Committee of PJSC ALROSA to its members – non-public servants, in the amount established by internal regulations of PJSC ALROSA.**

##### **The issue put to vote:**

Not to pay remuneration for work in the Auditing Committee of PJSC ALROSA to the members of the Auditing Committee – non-public servants for 2017-2018 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.

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

##### **The issue put to vote:**

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

1. Nikolay Pavlovich ALEXANDROV;
2. Petr Vyacheslavovich ALEKSEEV;
3. Yegor Afanasyevich BORISOV;
4. Maria Vladimirovna GORDON;
5. Evgeniya Vasilyevna GRIGORYEVA;
6. Kirill Alexandrovich DMITRIEV;
7. Ilya Yelizarovich YELIZAROV;
8. Sergey Sergeevich IVANOV;
9. Dmitry Vladimirovich KONOV;

10. Valentina Ivanovna LEMESHEVA;
11. Galina Maratovna MAKAROVA;
12. Sergey Vasilyevich MESTNIKOV;
13. Alexey Vladimirovich MOISEEV;
14. Leonid Gennadyevich PETUKHOV;
15. Anton Germanovich SILUANOV;
16. Oleg Romanovich FEDOROV;
17. Evgeny Alekseevich CHEKIN;
18. Alexey Olegovich CHEKUNKOV.

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

**The issue put to vote:**

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

1. Anna Ivanovna VASILYEVA;
2. Alexander Sergeevich VASILCHENKO;
3. Dmitry Gennadyevich VLADIMIROV;
4. Konstantin Konstantinovich POZDNYAKOV;
5. Viktor Nikolayevich PUSHMIN;
6. Alexander Alexeevich PSHENICHNIKOV.

#### **10. Approval of auditors of PJSC ALROSA.**

**The issue put to vote:**

1. 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 and under the Russian Accounting Standards based on the results of 2018.
2. To approve PricewaterhouseCoopers Audit Joint Stock Company as the statutory auditor of PJSC ALROSA for the mandatory auditing of consolidated financial statements of ALROSA Group, prepared in accordance with the International Financial Reporting Standards based on the results of 2018.

#### **11. Amendments to the Articles of Association of PJSC ALROSA.**

**The issue put to vote:**

To approve amendments to the Articles of Association of PJSC ALROSA (Annex N 1).

#### **12. Amendments to the Regulations on the Supervisory Board of PJSC ALROSA.**

**The issue put to vote:**

To approve amendments to the Regulations on the Supervisory Board of PJSC ALROSA (Annex N 2).

#### **13. Amendments to the Regulations on the Executive Committee of PJSC ALROSA.**

**The issue put to vote:**

To approve amendments to the Regulations on the Executive Committee of PJSC ALROSA (Annex N 3).

**14. Amendments to the Regulations on the Auditing Committee of PJSC ALROSA.**

**The issue put to vote:**

To approve amendments to the Regulations on the Auditing Committee of PJSC ALROSA (Annex N 4).

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

**The issue put to vote:**

To approve amendments to the Regulations on Remuneration to Members of the Supervisory Board of PJSC ALROSA (Annex N 5).