

Approved by the Resolution of the  
Annual General Meeting of  
Shareholders of PJSC ALROSA  
on \_\_.\_\_.2017  
(Minutes No. \_\_\_\_ dd. \_\_.\_\_.2017)

## Amendments to the Charter of PJSC ALROSA

1. Paragraph 2 of the clause 2.2 shall be amended as follows:

“Mailing address of the Company: 6 ul. Lenina, Mirny, Republic of Sakha (Yakutia).”

2. Clause 5.4.6 shall be amended as follows:

“5.4.6 Representative office of PJSC ALROSA in Moscow located at: 24, Ozerkovskaya naberezhnaya, Moscow.”

3. Sub-clause 7 of the clause 11.1.1 shall be amended as follows:

“(7) passing resolutions on authorization or subsequent approval of large-scale transactions (including large-scale interested party transactions which are related-party transactions but not subject to approval as related-party transactions according to the legislation) in cases stipulated by Cl. 3 Art. 79 of the Federal Law On Joint Stock Companies.”

4. Sub-clause 15 of the clause 11.1.2 shall be amended as follows:

“(15) passing resolutions on authorization or subsequent approval of large-scale transactions in cases stipulated by Cl. 2 Art. 79 of the Federal Law On Joint Stock Companies;”

5. Sub-clause 17 of the clause 11.1.2 shall be amended as follows:

“(17) passing resolutions on authorization or subsequent approval of related-party transactions in cases stipulated by Art. 83 of the Federal Law On Joint Stock Companies (the resolution shall be passed by majority of votes held by all not interested shareholders – owners of voting shares participating in voting);”

6. Paragraph 1 of the clause 11.2.2 shall be amended as follows:

“Any resolution of the General Meeting of Shareholders on any matter put to vote shall be passed by majority of votes (as provided in clause 11.1. hereof) of the Shareholders participating at the General Meeting of Shareholders – holders of shares with voting rights on this matter; and on matters of authorization or subsequent approval of related-party transactions – by majority of votes of Shareholders not interested in such transactions – holders of voting shares participating in voting.”

7. Paragraphs 3-4 of the clause 11.2.2 shall be amended as follows:

“Participants of the General Meeting shall be shareholders registered for participation including those registered via the website address in the information and

telecommunication network Internet specified in a message on holding the General Meeting of Shareholders; and shareholders whose voting ballots are received or electronic form of ballots is completed on the website address in the information and telecommunication network Internet specified in such a message, no later than two days before the General Meeting of Shareholders;

Participants of the General Meeting of shareholders held in the form of absentee voting shall be shareholders whose voting ballots are received or electronic form of ballots is completed on the website address in the information and telecommunication network Internet specified in a message on holding the General Meeting of Shareholders before the ballot receipt deadline.”

8. Sub-clauses 6, 7 of the clause 11.2.3 shall be amended as follows:

“(6) passing resolutions on authorization or subsequent approval of related-party transactions in cases stipulated by the Federal Law On Joint Stock Companies.

(7) passing resolutions on authorization or subsequent approval of large-scale transactions stipulated by the Federal Law On Joint Stock Companies.”

9. Sub-clause 9 of the clause 11.2.3 shall be amended as follows:

“(9) approval of internal documents regulating activities of the Company’s bodies (Regulation on the General Meeting of Shareholders; Regulation on the Supervisory Board; Regulation on the Auditing Committee; Regulation on the Executive Committee; Regulation on the President; Code of Corporate Governance);”

10. Sub-clause 10 of the clause 11.2.3 shall be deleted.

11. Sub-clause ‘g’ of the clause 11.4.1.2 shall be amended as follows:

“(d) approval of annual reports, annual accounting (financial) statements.”

12. Sub-clause ‘b’ of the clause 11.4.2.2 shall be amended as follows:

“(b) the date, place, time of the General Meeting of Shareholders and mailing address for sending completed voting ballots, as well as the website address in the information and telecommunication network Internet, where electronic form of ballots may be filled in; or in the event of the General Meeting of Shareholders in the form of absentee voting - voting ballots receipt deadline and mailing address for sending completed ballots, as well as the website address in the information and telecommunication network Internet, where electronic form of ballots may be filled in.”

13. To add sub-clause (i) to the clause 11.4.4.6:

“(i) website address in the information and telecommunication network Internet, where electronic form of ballots may be filled in.”

14. Sub-clause 14 of the clause 12.1.1. shall be amended as follows:

“(14) establishment of branches and opening of representatives offices, and their liquidation.”

15. Sub-clause 28.1 of the clause 12.1.1 shall be amended as follows:

“(28.1) assessment of financial and non-financial risks of the Company, including operational, social, ethical, ecological and other non-financial risks, as well as acceptable risk determination, assessment of the system of internal control and risk management;”

16. Sub-clause 2 of the clause 12.1.2 shall be amended as follows:

“(2) creation of the committees of the Company’s Supervisory Board, election of the members of the Supervisory Board committees, including election of the committees’ chairmen, changes in the membership of the committees (including early termination of the powers of all or any committee members), approval of the regulations on committees of the Supervisory Board of the Company and internal documents on the remunerations and (or) compensations for any expenses connected with the performance of the duties of a Committee Member by any person not being the Member of the Supervisory Board.”

17. Sub-clauses 2, 3 of the clause 12.1.3. shall be amended as follows:

“(2) authorization or subsequent approval of transactions stipulated in Chapter XI of the Federal Law On Joint Stock Companies – a resolution shall be passed by the majority of votes of the Supervisory Board according to Cl. 3 Art. 83 of the Federal Law On Joint Stock Companies (provided a Member of the Supervisory Board or its affiliated person who is an official of a contracting party possessing managerial authority but formally not included in executive bodies of the Company’s contracting party, is considered related party in the Company’s transactions with a contracting party)

(3) authorization or subsequent approval of large-scale transactions (including major related-party transactions which are not subject to approval as a related-party transaction according to the legislation) in cases stipulated in Chapter X of the Federal Law On Joint Stock Companies – a resolution shall be passed unanimously by all the Members of the Supervisory Board.”

President of PJSC ALROSA

Sergey Ivanov