

APPROVED BY:
the Resolution of the Extraordinary General
Meeting of Shareholders of PJSC ALROSA,
Minutes No. 44 dated 30.09.2021

Amendments No. 1 to the Articles of Association
of Public Joint Stock Company ALROSA

Amend the Articles of Association of Public Joint Stock Company ALROSA as follows:

1. Amend Clause 11.4.1.1 of the Articles of Association of PJSC ALROSA to read as follows:

“11.4.1.1. The General Meeting of Shareholders may be held in the form of a meeting (joint presence of shareholders to consider the items on the agenda and make decisions on issues put to a vote), as well as in the form of absentee voting.

When holding the General Meeting of Shareholders in the form of a meeting, information and communication technologies can be used to ensure the possibility of remote participation of a shareholder using information and communication technologies (electronic or other technical means) that allow identifying reliably the person taking part and participating in the consideration of any items on the agenda, making decisions on issues put to a vote, without being present at the place of the General Meeting of Shareholders, subject to this being provided for by the legislation of the Russian Federation.

The General Meeting of Shareholders may be held by combining voting at the meeting and absentee voting, if this is provided for by the legislation of the Russian Federation”.

2. Amend Clause 11.4.2.2 of the Articles of Association of PJSC ALROSA to read as follows:

“11.4.2.2. In the course of preparing a General Meeting of Shareholders, the Supervisory Board of the Company shall fix:

(a) The form of the General Meeting of Shareholders (joint presence (if applicable – remote participation method) and (or) absentee voting);

(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. In the event that the General Meeting of Shareholders is held in the form of a meeting by way of joint remote participation to consider the items on the agenda and make decisions on issues put to vote, using information and communication technologies, the place of the General Meeting of Shareholders is not determined;

(c) The date of determining (fixing) the persons entitled to participate in the General Meeting of Shareholders;

(d) The agenda of the General Meeting of Shareholders;

(e) The procedure of notifying the Shareholders about the General Meeting of Shareholders;

(f) The list of information (materials) presented to the Shareholders in the course of preparing and holding the General Meeting of Shareholders and the procedure of presenting thereof;

(g) The form and wording of the voting ballot in case of voting by ballots, as well as the wording of decisions on the agenda of the General Meeting of Shareholders, which should be sent electronically (in the form of electronic documents) to nominee holders of shares registered in the register of shareholders;

(h) The closing date for accepting proposals of shareholders on nominating candidates for election to the Supervisory Board, if the agenda for the extraordinary General Meeting of Shareholders comprises the item with election of the members of the Supervisory Board”.

3. Amend Clause 11.4.4.5 of the Articles of Association of PJSC ALROSA to read as follows:

“11.4.4.5. The materials that shall be presented for reviewing to the Shareholders during the preparation to a General Meeting of Shareholders shall include:

- annual report of the Company, annual accounting (financial) statements and audit opinion thereabout;
- opinion of the Auditing Committee following the results of annual audit of the Company’s annual report and annual accounting (financial) statements;
- details of candidates to the Supervisory Board, the Auditing Committee and the Counting Commission including information sufficient to make an opinion about the personal and professional qualities of candidates to the Supervisory Board and other bodies including information about their experience, biography and compliance with the specified requirements if such are established by the applicable laws;
- details of proposed auditors which are sufficient to make an opinion about their professional qualities and independence including the name of a self-regulating organization of auditors, to which a candidate belongs, a description of procedures used when selecting auditors to provide for their independence and objectiveness, information about the proposed remuneration of auditors to be paid for the services connected and not connected with audit (including information about compensatory payments and other expenses connected with auditor engagement), and other material terms of agreements with auditors;
- draft resolutions of the General Meeting of Shareholders;
- position of the Supervisory Board in terms of the agenda of the General Meeting and special opinions of the Supervisory Board members on each item on the agenda;
- report on interested-party transactions made by the Company during the reporting year;
- substantiation of a proposed distribution of net profit and assessment of its compliance with the dividend policy adopted, including for the payment of dividends and for the Company’s own needs, with explanations and economic substantiation of a need for allocating a certain part of net profit to own needs;
- when making decisions to amend the Articles of Association and/or internal documents, draft amendments to be introduced into the Company’s Articles of Association and internal documents and/or redrafted Articles of Association and internal documents, comparative tables of amendments introduced to the current version, substantiation of a need for such decisions and explanation of potential effects thereof on the Company and its Shareholders should they be adopted;
- when making decisions to increase the Company’s authorized capital by issuing additional shares to be paid by property, information about the results of appraisal of market value of property contributed in terms of payment for the shares issued additionally by the Company, as well as the property and/or shares, if such an appraisal was made by an appraiser, or other information which enables a shareholder to make an opinion about the actual value of the property and any changes thereof;
- when making decisions to increase or reduce the authorized capital, information about a consent to or subsequent approval of major transactions and interested-party transactions, substantiation of a need for such decisions and explanations of potential effects thereof on the Company and its Shareholders should they be adopted;
- when making decisions to consent to or subsequently approve major transactions, opinions of the Supervisory Board on a major transaction;
- when making decisions to consent to or subsequently approve an interested-party transaction, a list of persons that are recognized interested in the transaction with indication of grounds upon which such persons are recognized interested;
- when considering a matter of delegating the powers of the sole executive body to a management organization or a manager, details of such a management organization (including details of its affiliation with persons that control the Company) or a manager;
- details of corporate actions which resulted in a degradation of dividend rights of the shareholders and (or) dilution of their shares, as well as information about court decisions which establish the facts of using other income generation methods by the shareholders at the cost of the Company save for dividends and liquid value;

- details of shareholder's agreements concluded within a year before the date of the General Meeting of Shareholders provided by Article 32.1 of the Federal Law On Joint Stock Companies;
- other information (materials) provided by these Articles of Association and the laws.

At least 30 days before the date of the General Meeting of Shareholders, unless a longer period is provided by the applicable laws, the materials hereunder shall be made available to persons entitled to attend the General Meeting of Shareholders for reviewing in the premises of the Company's executive body or in other places the addresses of which are specified in the notice of the General Meeting of Shareholders.

The above materials shall be made available to persons attending the General Meeting of Shareholders during the course thereof.

Upon the request of a person entitled to attend the General Meeting of Shareholders, the Company shall provide it with copies of the above documents. A charge for the provision of such copies may not exceed the cost of their making.

The information (materials) for the meeting of shareholders shall be published on the Company's website".

4. Amend Clause 11.4.4.6 of the Articles of Association of PJSC ALROSA to read as follows:

"The notice of General Meeting shall contain:

- (a) full firm-name and location of the Company;
- (b) the names of initiators of convening of General Meeting of Shareholders, its type (annual or extraordinary) and form of holding (joint presence or absentee voting);
- (c) the date of determining (fixing) the persons entitled to participate in General Meeting of Shareholders;
- (d) Address (addresses) for reviewing and obtaining copies of the materials presented to the Shareholders in the course of preparing and holding the General Meeting of Shareholders;
- (e) The date, place and time of commencing the registration of the participants of the meeting, if applicable – remote participation method;
- (f) information on the documents that must be presented for admission to the premises where the meeting will be held, reminder of the necessity for the participants of the meeting to have an identifying document, and for a representative of a Shareholder – a certified power of attorney;
- (g) categories (types) of shares the holders of which are entitled to vote on all or some items on the agenda of the General Meeting of Shareholders;
- (h) website address in the Internet information and telecommunication network Internet, where electronic form of ballots may be filled in".

5. Amend Clause 11.4.4.7 of the Articles of Association of PJSC ALROSA to read as follows:

"11.4.4.7. In case a General Meeting of Shareholders is being held in the form of joint presence, the notice shall also contain the date, place and time of the Meeting (including information about the premises where the meeting will be held), if applicable – remote participation method".