

Public Joint Stock Company Detsky Mir

Location of the Company: bld.3, 37, Prospekt Vernadskogo, Moscow, 119415, Russian Federation

Tel.: 781-08-24



Explanatory Note regarding agenda items of the Extraordinary General Meeting of Shareholders of Public Joint Stock Company Detsky Mir

Format of the General Meeting of Shareholders – absentee voting. Mailing address for sending completed and signed bulletins: bld. 1, 20, B. Balkansky lane, Moscow, 129090. Final date to accept voting bulletins: September 18, 2020.

On the rules of procedure for holding the General Meeting of Shareholders of PJSC Detsky Mir.

The working bodies of the General Meeting of Shareholders shall be:

- (1) Chairman;
- (2) Secretary;
- (3) Counting Commission.

The Chairman (Chairperson) of the General Meeting of Shareholders shall be the Chairman of the Board of Directors – Madorskiy Evgeniy.

The Chairman of the General Meeting of Shareholders shall: ensure compliance with the procedure for holding the General Meeting of Shareholders, sign the Minutes of the General Meeting of Shareholders and the Report on the voting results at the General Meeting of Shareholders.

The Secretary of the General Meeting of Shareholders is the Corporate Secretary of the Company Bogatov Dmitriy. The Secretary of the General Meeting shall: organize the formalization of the Minutes of the General Meeting of Shareholders, coordinate the interaction between the shareholders, the Counting Commission and the Company; prepare and sign the Minutes of the General Meeting of Shareholders and Report on the voting results at the General Meeting of Shareholders.

The Counting Commission shall: verify the powers and register the persons who take part in the General Meeting of Shareholders; keep records of the journal of registration; check whether the power of attorneys of the representatives of shareholders are issued in compliance with the legislation of the Russian Federation; keep records on the power of attorneys and on the powers they endow with; send the voting bulletins, keep the journal of issued (sent) bulletins; determine the quorum of the General Meeting of Shareholders; ensure the observance of the established voting procedure and of the right of shareholders to take part in the voting; count the votes and finalize the results of voting; complete the protocol on the results of voting; to keep the archives of all the documents of the General Meeting of Shareholders, including the voting bulletins. Functions of the Counting Commission of the General Meeting of Shareholders of PJSC Detsky Mir are performed by JSC Reestr the registrar of the Company, (OGRN 1027700047275).

Agenda Item No.1:

Payment of dividends based on the results of 1st half year 2020.

The issue of distribution of the Joint Stock Company's Profit and payment of dividends is also to be considered during the General Meeting of Shareholders. In accordance with the current legislation the size of dividends may not be greater than the size of dividends recommended by the Company's Board of Directors. In this case, the part of the decision that specifies the date, on which the persons who are eligible to receive dividends are determined, shall be made only if proposed by the Company's Board of Directors. On August 14, 2020 the Board of Directors of PJSC Detsky Mir considered the issue regarding recommendations on payment of dividends based on the results of 1st half year 2020 and made the decision to give recommendations to the General Meeting of Shareholders on paying dividends in amount of 2.50 RUB per ordinary share and set the date on which the persons entitled to receive dividends are determined – September 29, 2020.

Procedure for decision making:

The decision is made by a simple majority of votes of the shareholders taking part in the Meeting.

Draft decision:

- 1.1. To direct the retained net profit of previous years for the payment of dividends.
- 1.2. To pay dividends in the amount of 2.50 RUB per ordinary registered share of Detsky Mir PJSC with a nominal value of 0.0004 (four ten-thousandths) rubles each. Total amount of dividends of Detsky Mir PJSC is 1,847,500,000 rubles.
- 1.3. To set a date for the preparation of a list of persons entitled to receive dividends – September 29, 2020. To pay dividends in monetary terms by a bank transfer within the timeframe set forth in clauses 6, 8 of Article 42 of the Federal Law "On Joint Stock Companies."