

Detsky Mir Public Joint Stock Company

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

Tel: 781-08-24



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

The meeting will be held on March 12, 2021 at: 150 Prospekt Mira, Hotel Complex Kosmos, Vecherny Kosmos (Evening Space) Hall, Moscow, 129366. The meeting starts at 10:30 am. Registration starts at 10.00 am.

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

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

- (1) Chairperson;
- (2) Secretary;
- (3) Counting Commission;

The Chairman (Chairperson) of the General Meeting of Shareholders shall be the Chairperson of the Board of Directors – Evgeny Leonidovich Madorsky.

The Chairperson 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 shall be the Corporate Secretary of the Company Dmitry Gennadievich Bogatov. 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 powers of attorney of the representatives of shareholders are issued in compliance with the legislation of the Russian Federation; keep records on the powers of attorney and on the powers they are endowed 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; keep the archives of all the documents of the General Meeting of Shareholders, including the voting bulletins. Functions of the Counting Commission of the Extraordinary General Meeting of Shareholders of Detsky Mir PJSC are performed by Reestr JSC, the registrar of the Company, (OGRN 1027700047275).

1. Early termination of powers of the members of the Company's Board of Directors.
2. Election of the Company's Board of Directors.
3. Approval of the Company's internal document.

Agenda Item No. 1:

Early termination of powers of the members of the Company's Board of Directors.

In 2020, the Company's shareholders' structure changed, important shareholders AFK Sistema PJSC and Russia-China Investment Fund left the body of shareholders. Consequently, the Board of Directors proposes forming a new body of supervisory board that will reflect the actual structure of the shareholders capital. In accordance with the current legislation, early termination of powers is possible only for all members of the board of directors. To form a new Board of Directors, it is necessary to make a decision on early termination of the powers of the current Board of Directors.

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 prematurely terminate the powers of the Detsky Mir PJSC Board of Directors.

Agenda Item No. 2:

Election of the Company's Board of Directors.

The issue regarding election of members of the Board of Directors of Detsky Mir PJSC is submitted for decision by the Extraordinary General Meeting of Shareholders. The powers of the new Board of Directors shall be effective until the next annual General Meeting of Shareholders of Detsky Mir PJSC. On December 25, 2020 and February 15, 2021, the Board of Directors of Detsky Mir PJSC decided to include the following candidates on the ballot for election to the Board of Directors of Detsky Mir PJSC at the Extraordinary General Meeting of Shareholders:

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1. **Pavel Sergeevich Boyarinov:** Independent Director, Chairperson of the Audit Committee, member of the Committee on Appointments and Remunerations, member of the Strategy and Sustainable Development Committee. Year of birth 1986. Member of the Board of Directors of Detsky Mir PJSC since 2018.
Education: Higher, Bauman Moscow State Technical University, 2009, degree in Information Technology and Management Systems
CEO of PC Orion LLC (Internet store Matras.ru). The candidate was proposed by the Board of Directors of Detsky Mir PJSC. The candidate meets the criteria of independence of Moscow Exchange PJSC presented to members of the Board of Directors.
2. **Maria Sergeevna Davydova:** Executive Director, member of the Strategy and Sustainable Development Committee. Year of birth 1974. Member of the Board of Directors of Detsky Mir PJSC since 2020.
Education: Higher, 1998 Institute of Humanities, degree in Economics.
Chief Executive Officer of Detsky Mir PJSC: The candidate was proposed by the Board of Directors of Detsky Mir PJSC.
3. **Stanislav Valerievich Kotomkin:** Independent Director, Chairperson of the Committee on Appointments and Remunerations. Year of birth 1973. Member of the Board of Directors of Detsky Mir PJSC since 2018.
Education: Higher, Bauman Moscow State Technical University, 1996, degree in Special Machine-Building. Moscow School of Management SKOLKOVO, 2013, MBA Co-owner of AMF-International Flowers Delivery Network. The candidate was proposed by the Board of Directors of Detsky Mir PJSC. The candidate meets the criteria of independence of Moscow Exchange PJSC presented to members of the Board of Directors.
4. **Tony Maher:** Non-Executive Director Year of birth 1956. Member of the Board of Directors of Detsky Mir PJSC since 2018.
Education: Higher, Irish Management Institute, 1994 degree in Management.
Chairperson of the Board of Directors of Progress JSC (FrutoNyanya Brand) The candidate was proposed by the Board of Directors of Detsky Mir PJSC.
5. **Aleksander Viktorovich Shevchuk:** Independent Director, Chairperson of the Audit Committee, member of the Committee on Appointments and Remunerations, member of the Strategy and Sustainable Development Committee. Year of birth 1983. Member of the Board of Directors of Detsky Mir PJSC since 2018.
Education: Higher, Financial Academy under the Government of the Russian Federation, 2005, degree in Finance.
Executive Director, Association of Institutional Investors (API). The candidate was proposed by the Board of Directors of Detsky Mir PJSC. The candidate meets the criteria of independence of Moscow Exchange PJSC presented to members of the Board of Directors.
6. **Andrey Anatolievich Anishchenko:** Year of birth 1983. The candidate is being proposed for the first time.
Education: Higher, M.V. Lomonosov Moscow State University, 2002, degree in Physics. M.V. Lomonosov Moscow State University, 2005, Candidate in Physics and Mathematics. 2014, Graduate School of Business Administration at Stanford University, Growing Business Management Program.
Entrepreneur and investor in digital services and online marketing. The candidate was proposed by the Board of Directors of Detsky Mir PJSC. The candidate meets the criteria of independence of Moscow Exchange PJSC presented to members of the Board of Directors.
7. **Maria Vladimirovna Gordon:** Year of birth 1974. The candidate is being proposed for the first time.
Education: Higher, University of Wisconsin, 1995, degree in Political Science. 1998, Fletcher School of Law and Diplomacy, Tufts University, degree in Law and Diplomacy. Institute of Graduate Financial Analysts, 2001, degree in Financial Analysis. Harvard Business School, 2019, Continuing Education program on working on boards of directors. 2020, Stanford University, degree in Sustainable Development Strategies.
Senior Independent Director of Polyus PJSC Independent Director, Chairperson of the Audit Committee, member of the Compensations and Benefits Committee and member of the Audit Committee of Moscow Exchange PJSC. The candidate was proposed by the Board of Directors of Detsky Mir PJSC. The candidate meets the criteria of independence of Moscow Exchange PJSC presented to members of the Board of Directors.
8. **Michael Foss:** Year of birth 1957. The candidate is being proposed for the first time.
Education: Higher, University of Washington, 1979, degree in Finance, University of Michigan, 1983, MBA
Co-owner, Member of the Board of Directors Independent Pet Partners (wholesale chain of products for animals). The candidate was proposed by the Board of Directors of Detsky Mir PJSC. The candidate meets the criteria of independence of Moscow Exchange PJSC presented to members of the Board of Directors.
9. **Pavel Sergeevich Grachev:** Year of birth 1973. The candidate is being proposed for the first time.
Education: Higher, St. Petersburg State University, 1998, degree in Law. University of Trieste, 1997, degree in Law.
CEO of Polyus PJSC, CEO of Management Company Polyus LLC. The candidate was proposed by Gulf Investments Limited (shareholder owning 25% of voting shares in Detsky Mir PJSC).

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10. **Mikhail Borisovich Stiskin:** Year of birth 1983. The candidate is being proposed for the first time.
Education: Higher, Moscow State Institute of International Relations (University) of the Ministry of Internal Affairs of Russia, 2004, degree in Economics. University of Michigan (Ann Arbor, USA), 2006, degree in Economics.
Deputy CEO for Economics and Finance of Polyus PJSC, Senior Vice President for Finance and Strategy of Management Company Polyus LLC. The candidate was proposed by Gulf Investments Limited (shareholder owning 25% of voting shares in Detsky Mir PJSC).
11. **Dmitry Klenov:** Year of birth 1982. The candidate is being proposed for the first time.
Education: Higher, Moscow State Institute of International Relations (University) of the Ministry of Internal Affairs of Russia, 2004, degree in Law.
Chairperson of the bar council of the Moscow Bar Association Family Consultants, Director of UFG Investment Services Limited, Director of Altus Capital Management Limited. The candidate was proposed by Gulf Investments Limited (shareholder owning 25% of voting shares in Detsky Mir PJSC).
12. **Vladimir Gennadievich Klimanov:** Year of birth 1986. The candidate is being proposed for the first time.
Education: Higher, St. Petersburg State University of Economics, 2008, degree in Economics.
Deputy Director of the Department for Mergers and Takeovers of Management Company Polyus LLC. The candidate was proposed by Gulf Investments Limited (shareholder owning 25% of voting shares in Detsky Mir PJSC).

There are 10 people on the Board of Directors of Detsky Mir PJSC. The Company received consent for the election from all of the candidates.

Procedure for decision making:

In accordance with the current legislation of the Russian Federation, members of the Board of Directors should be elected by cumulative voting. In the event of cumulative voting, the number of votes belonging to each shareholder shall be multiplied by the number of persons who should be elected to the Board of Directors of Detsky Mir PJSC, and a shareholder is entitled to give the votes thus received to vote for one candidate only or to distribute them among two and more candidates. Candidates with the highest number of votes are deemed elected to the Board of Directors of the Company.

Draft decision:

2.1. To elect the Board of Directors in the following composition:

1. Andrey Anatolievich Anishchenko.
2. Pavel Sergeevich Boyarinov.
3. Maria Vladimirovna Gordon.
4. Pavel Sergeevich Grachev.
5. Maria Sergeevna Davydova.
6. Dmitry Klenov.
7. Vladimir Gennadievich Klimanov.
8. Stanislav Valerievich Kotomkin.
9. Tony Maher.
10. Mikhail Borisovich Stiskin.
11. Michael Foss.
12. Aleksander Viktorovich Shevchuk

Agenda Item No. 3:

Approval of the Company's internal document.

Submit the new revision of the Regulations "On Remuneration and Compensation Payable to the Members of the Board of Directors of Detsky Mir PJSC" for approval by the General Meeting of Shareholders. Pursuant to the current revision of the document, only independent Board of Directors members shall have the right to receive remuneration. The new document revision proposes paying remuneration to all Board of Directors members, with the exception of the Company's executive body members. The amount of basic remuneration of the Board of Directors member remained the same, 60,000 USD per year. It is proposed that the amount of remuneration of the Chairperson of the Board of Directors be set as 120,000 USD per year. It is also proposed lowering the amount of compensation for expenses related to a trip to the designation (transportation, hotel).

Procedure for decision making:

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

Draft decision:

3.1. Approve the new revision of the Regulations "On Remuneration and Compensation Payable to the Members of the Board of Directors of Detsky Mir PJSC".