

**REPORT ON VOTING RESULTS**  
**at the Annual General Meeting of Shareholders**  
**of PAO “TMK”**

**Full legal name of the Company:** PAO “TMK” (hereinafter – the “Company”)

**Principal place of business of the Company:** Russia, 105062 Moscow, 40, Pokrovka St., building 2A.

**Type of meeting of the shareholders (hereinafter – the “general meeting”):** the annual general meeting.

**Form of the general meeting:** meeting (joint presence of shareholders for discussion of the agenda and decision making on the issues put to the vote)

**Date of determination of persons entitled to participate in the general meeting:** 26 May, 2019.

**Date of the meeting:** 20 June, 2019.

**Place of the general meeting:** 51, Rozy Luxembourg str., Sverdlovsk region, Russian Federation.

**Commencement time of the registration of persons entitled to participate in the general meeting:** 10:00 am (local time).

**Time of the opening of the general meeting:** 11:00 am (local time).

**Closing time of the registration of persons entitled to participate in the general meeting:** 11:46 am (local time).

**Closing time of the general meeting:** 12:18 am (local time).

**Postal address to which the completed bulletins have been sent:** 107996, Moscow, 18, Stromynka Str., block 13, p/o box 9, JSC “Registrar R.O.S.T.”.

**Web-sites at which the electronic forms of voting bulletins have been completed:** <https://lk.rrost.ru> or <http://www.tmk-group.ru/lka>.

Chairman of the general meeting: A.Yu.Kaplunov.

Secretary of the general meeting: M.V. Kurbatov.

In accordance with Article 56 of the Federal Law dated 26 December, 1995 №208-FZ “On Joint stock companies” the functions of the scrutiny commission have been performed by JSC “Registrar R.O.S.T.”, the registrar of the Company. In accordance with clause 3 of Article 67.1 of the Civil Code of the Russian Federation and within the terms of the performance of its functions the Registrar certified the number of the participants and decisions taken at the general meeting of the shareholders of the Company.

Place of business of the Registrar: 18, building 13, Stromynka str., Moscow 107996.

The authorized person of the Registrar: Trifonova Nina Alexeevna acting on basis of the Power of attorney № 042 dated 17.01.2019.

**Total number of votes owned by the shareholders – holders of voting shares of the Company - 1 033 135 366.**

**Number of votes owned by the shareholders who took part in the general meeting** – as of 11:00 am local time the persons holding in total 861 281 761 votes, which represents 83.37% of the total number of votes of the persons entitled to participate in the general meeting, were registered.

In accordance with the requirements of the current legislation, a general meeting held in form of a meeting, is opened, if at the moment of its opening the quorum is recorded for, at least, one of the items of the agenda of the general meeting.

The quorum for the opening of the general meeting **has been recorded.**

**AGENDA OF THE GENERAL MEETING:**

1. Distribution of the Company's profits as of the results of 2018.
2. Election of the Board of Directors of the Company.
3. Election of the Audit Commission of the Company.
4. Approval of the Auditor of the Company.
5. Approval of an interested party transaction.

## VOTING RESULTS AND TAKEN DECISIONS:

### On item 1 of the agenda:

#### VOTING RESULTS:

Number of votes owned by the persons included in the list of persons entitled to participate in the general meeting, on the given item of the agenda of the general meeting	1 033 135 366
Number of votes carried by voting shares of the Company on the given item of the agenda of the general meeting, determined taking into account the provisions of clause 4.24 of Regulations of Bank of Russia "On general meetings of shareholders" dated 16.11.2018 № 660-II (hereinafter – the "Regulations").	1 033 135 366
Number of votes owned by the persons who took part in the general meeting, on the given item of the agenda of the general meeting	861 281 761
Quorum on the given item of the agenda <b>has been recorded</b>	<b>83,37%</b>

Voting option	Number of votes given for each voting option	% out of number of persons who took part in the general meeting
<b>"FOR"</b>	<b>860 636 786</b>	<b>99.93</b>
"AGAINST"	39 844	0.005
"ABSTAINED"	589 536	0.07
Number of votes which were not counted due to invalidity of the bulletins or on other grounds provided by the Regulations		
"Invalid"	15 594	0.002
"On other grounds"	1	0.0000001
<b>TOTAL:</b>	<b>861 281 761</b>	<b>100</b>

#### TAKEN DECISION:

**1. Not to pay dividends as of results of the Company in 2018 reporting year.**

### On item 2 of the agenda:

#### VOTING RESULTS:

Number of votes owned by the persons included in the list of persons entitled to participate in the general meeting, on the given item of the agenda of the general meeting	11 364 489 026
Number of votes carried by voting shares of the Company on the given item of the agenda of the general meeting, determined taking into account the provisions of clause 4.24 of the Regulations	11 364 489 026
Number of votes owned by the persons who took part in the general meeting, on the given item of the agenda of the general meeting	9 474 098 679
Quorum on the given item of the agenda <b>has been recorded</b>	<b>83.37%</b>

№	Name of the candidate	Number of votes given for each voting option
"FOR", distribution of votes amount the candidates		

1	<b>Pumpyanskiy Dmitry Alexandrovich</b>	<b>1 138 331 136</b>
2	<b>Wende Frank-Detlef</b>	<b>984 069 932</b>
3	<b>Kuzminov Yaroslav Ivanovich</b>	<b>963 028 576</b>
4	<b>Chervonenko Natalya Anatolievna</b>	<b>962 930 281</b>
5	<b>Kravchenko Sergey Vladimirovich</b>	<b>961 395 865</b>
6	<b>Pumpyanskiy Alexander Dmitrievich</b>	<b>823 325 719</b>
7	<b>Shokhin Alexander Nikolaevich</b>	<b>748 596 341</b>
8	<b>Shiryaev Alexander Georgievich</b>	<b>737 540 041</b>
9	<b>Kaplunov Andrey Yurievich</b>	<b>737 062 633</b>
10	<b>Khodorovskiy Mikhail Yakovlevich</b>	<b>730 435 046</b>
11	<b>Chubais Anatoly Borisovich</b>	<b>676 130 726</b>
12	Papin Sergey Timofeevich	6 285 624
“AGAINST”		768 394
“ABSTAINED”		3 868 370
Number of votes which were not counted due to invalidity of the bulletins or on other grounds provided by the Regulations		
“Invalid”		291 071
“On other grounds”		38 924
ИТОГО:		9 474 098 679

**TAKEN DECISION:**

**2. To elect the following Board of Directors of the Company comprising of 11 (eleven) Избрать Совет директоров Общества в составе 11 (Одиннадцати) директоров:**

- 1. Wende Frank-Detlef;**
- 2. Kaplunov Andrey Yurievich;**
- 3. Kravchenko Sergey Vladimirovich;**
- 4. Kuzminov Yaroslav Ivanovich;**
- 5. Pumpyanskiy Alexander Dmitrievich;**
- 6. Pumpyanskiy Dmitry Alexandrovich;**
- 7. Chervonenko Natalya Anatolievna;**
- 8. Chubais Anatoly Borisovich;**
- 9. Shiryaev Alexander Georgievich;**
- 10. Shokhin Alexander Nikolaevich;**
- 11. Khodorovskiy Mikhail Yakovlevich.**

**On item 3 of the agenda:**

**VOTING RESULTS:**

Number of votes owned by the persons included in the list of persons entitled to participate in the general meeting, on the given item of the agenda of the general meeting	1 033 135 366
Number of votes carried by voting shares of the Company on the given item of the agenda of the general meeting, determined taking into account the provisions of clause 4.24 of the Regulations	1 032 801 409
Number of votes owned by the persons who took part in the general meeting, on the given item of the agenda of the general meeting	861 021 674
<b>Quorum on the given item of the agenda has been recorded</b>	<b>83.37%</b>

Voting option	Number of votes given for each voting option	% out of number of persons who took part in the general meeting
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“FOR”	<b>800 963 937</b>	<b>93.02</b>
“AGAINST”	5 118 448	0.59
“ABSTAINED”	54 935 788	6.38
Number of votes which were not counted due to invalidity of the bulletins or on other grounds provided by the Regulations		
“Invalid”	0	0
“On other grounds”	3 501	0.0004
TOTAL:	<b>861 021 674</b>	<b>100</b>

**TAKEN DECISION:**

**3. To elect the Audit Commission of the Company comprising of:**

- 1) Valeev Alexander Zainullovich;
- 2) Sidnev Sergey Yurievich;
- 3) Pozdnyakova Nina Victorovna.

**On item 4 of the agenda:**

VOTING RESULTS:

Number of votes owned by the persons included in the list of persons entitled to participate in the general meeting, on the given item of the agenda of the general meeting	1 033 135 366
Number of votes carried by voting shares of the Company on the given item of the agenda of the general meeting, determined taking into account the provisions of clause 4.24 of the Regulations	1 033 135 366
Number of votes owned by the persons who took part in the general meeting, on the given item of the agenda of the general meeting	861 281 761
Quorum on the given item of the agenda <b>has been recorded</b>	<b>83.37%</b>

Voting option	Number of votes given for each voting option	% out of number of persons who took part in the general meeting
“FOR”	<b>806 573 638</b>	<b>93.65</b>
“AGAINST”	54 321 022	6.31
“ABSTAINED”	31 230	0.004
Number of votes which were not counted due to invalidity of the bulletins or on other grounds provided by the Regulations		
“Invalid”	50	0.000006
“On other grounds”	355 821	0.04
TOTAL:	<b>861 281 761</b>	<b>100</b>

**TAKEN DECISION:**

**4. To approve Ernst & Young LLC as the Auditor of the Company.**

**On item 5 of the agenda:**

VOTING RESULTS:

Number of votes owned by the persons included in the list of persons entitled to participate in the general meeting, on the given item of the agenda of the general meeting	360 621 748
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Number of votes carried by voting shares of the Company on the given item of the agenda of the general meeting, determined taking into account the provisions of clause 4.24 of the Regulations	360 621 748
Number of votes owned by the persons who took part in the general meeting, on the given item of the agenda of the general meeting	188 880 275
Quorum on the given item of the agenda <b>has been recorded</b>	<b>52.38%</b>

Voting option	Number of votes given for each voting option	% out of number of persons who took part in the general meeting
“ <b>FOR</b> ”	<b>126 919 328</b>	<b>67.20</b>
“AGAINST”	61 373 554	32.49
“ABSTAINED”	233 992	0.12
Number of votes which were not counted due to invalidity of the bulletins or on other grounds provided by the Regulations		
“Invalid”	0	0
“On other grounds”	353 401	0.19
<b>TOTAL:</b>	<b>188 880 275</b>	<b>100</b>

**TAKEN DECISION:**

**5. In accordance with Article 83 of the Federal Law “On Joint stock companies” and taking into account limitations provided by subclause (17) of clause 13.2 of the Articles of Association of the Company to approve the interested party transaction by the Company.**

**Not to disclose the terms of the transaction including the price of the transaction, the parties, the beneficiaries in accordance with clause 16 of article 30 of the Federal Law dated 22.04.1996 № 39-FZ “On the Securities Market”.**

Date of preparation of the report: 24 June, 2019.

**Chairman of the general meeting**

**А.Ю. Каплунов**

**Secretary of the general meeting**

**М.В. Курбатов**