

# PJSC “MAGNIT” ANNUAL GENERAL SHAREHOLDERS MEETING VOTING RESULTS AND ADOPTED DECISIONS

1. General information	
1.1. Full company name of the issuer (for a noncommercial organization - name)	<i>Public Joint Stock Company “Magnit”</i>
1.2. Short company name of the issuer	<i>PJSC “Magnit”</i>
1.3. Address of the issuer	<i>15/5 Solnechnaya street, Krasnodar, Russian Federation</i>
1.4. Principal State Registration Number of the issuer	<i>1032304945947</i>
1.5. Taxpayer Identification Number	<i>2309085638</i>
1.6. Unique code of the issuer, assigned by the registration authority	<i>60525-P</i>
1.7. Website used by the issuer for information disclosure	<a href="https://www.e-disclosure.ru/portal/company.aspx?id=7671">https://www.e-disclosure.ru/portal/company.aspx?id=7671;</a> <a href="https://www.magnit.com/">https://www.magnit.com/</a>
1.8. Date of event (material fact) on which the report is made (if applicable)	<i>June 11, 2021</i>
2. Report content	
<p>2.1. Type of the issuer’s general shareholders meeting (annual (ordinary), extraordinary): <i>annual</i>.</p> <p>2.2. Form of the issuer’s general shareholders meeting (meeting (joint presence) or absentee voting): <i>absentee voting</i>.</p> <p>2.3. Date, venue, time of the issuer’s general shareholders meeting:  <i>Date of holding the general shareholders meeting (deadline for submitting the voting ballots (date of the General Shareholders Meeting): June 10, 2021.</i>  <i>Postal address to which the completed voting ballots may be delivered: 15/5 Solnechnaya street, Krasnodar, 350072, Russia.</i></p> <p>2.4. Quorum of the issuer’s general shareholders meeting:  Number of votes on the voting shares of the company on each agenda item of general meeting, determined in accordance with the provisions of paragraph 4.24 of the Regulation on the additional requirements to the procedure of preparation, calling and holding of the general shareholders meeting, approved by the Bank of Russia on November 16, 2018 No. 660-II:  <i>on the agenda item № 1 “Approval of the Annual report of PJSC “Magnit” for 2020” – 101,911,355 votes;</i>  <i>on the agenda item № 2 “Approval of the Annual Accounting (financial) reports of PJSC “Magnit” – 101,911,355 votes;</i>  <i>on the agenda item № 3 “Approval of distribution of profits (including payment (declaration) of dividends) of PJSC “Magnit” following the results of 2020 reporting year” – 101,911,355 votes;</i>  <i>on the agenda item № 4 “Election of members of the Board of Directors of PJSC “Magnit” – 917,202,195 votes (cumulative voting (9));</i>  <i>on the agenda item № 5 “Approval of the auditor of PJSC “Magnit” for the financial statements prepared in accordance with the Russian accounting standards” – 101,911,355 votes;</i>  <i>on the agenda item № 6 “Approval of the auditor of PJSC “Magnit” for the financial statements prepared in accordance with the International Financial Reporting Standards” – 101,911,355 votes;</i>  <i>on the agenda item № 7 “Approval of the new version of the Articles of Association of PJSC “Magnit” – 101,911,355 votes;</i>  <i>on the agenda item № 8 “Approval of the new version of the Regulations on the General shareholders meeting of PJSC “Magnit” – 101,911,355 votes;</i>  <i>on the agenda item № 9 “Approval of the new version of the Regulations on the Board of Directors of PJSC “Magnit” – 101,911,355 votes.</i></p> <p>Number of votes of shareholders participated in the general shareholders meeting:  <i>on the agenda item № 1 “Approval of the Annual report of PJSC “Magnit” for 2020” – 74,788,227 votes;</i>  <i>on the agenda item № 2 “Approval of the Annual Accounting (financial) reports of PJSC “Magnit” – 74,788,227 votes;</i>  <i>on the agenda item № 3 “Approval of distribution of profits (including payment (declaration) of dividends) of PJSC “Magnit” following the results of 2020 reporting year” – 74,788,227 votes;</i>  <i>on the agenda item № 4 “Election of members of the Board of Directors of PJSC “Magnit” – 671,148,225 votes (cumulative voting (9));</i>  <i>on the agenda item № 5 “Approval of the auditor of PJSC “Magnit” for the financial statements prepared in</i></p>	

*accordance with the Russian accounting standards” – 74,788,227 votes;  
on the agenda item № 6 “Approval of the auditor of PJSC “Magnit” for the financial statements prepared in accordance with the International Financial Reporting Standards” – 74,788,227 votes;  
on the agenda item № 7 “Approval of the new version of the Articles of Association of PJSC “Magnit” – 74,788,227 votes;  
on the agenda item № 8 “Approval of the new version of the Regulations on the General shareholders meeting of PJSC “Magnit” – 74,788,227 votes;  
on the agenda item № 9 “Approval of the new version of the Regulations on the Board of Directors of PJSC “Magnit” – 74,788,227 votes.*

The quorum is present to take decisions on all agenda items of the annual General Shareholders Meeting.

2.5. Agenda of the issuer’s general shareholders meeting:

- 1. Approval of the Annual report of PJSC “Magnit” for 2020;*
- 2. Approval of the Annual Accounting (financial) reports of PJSC “Magnit”;*
- 3. Approval of distribution of profits (including payment (declaration) of dividends) of PJSC “Magnit” following the results of 2020 reporting year;*
- 4. Election of members of the Board of Directors of PJSC “Magnit”;*
- 5. Approval of the auditor of PJSC “Magnit” for the financial statements prepared in accordance with the Russian accounting standards;*
- 6. Approval of the auditor of PJSC “Magnit” for the financial statements prepared in accordance with the International Financial Reporting Standards.*
- 7. Approval of the new version of the Articles of Association of PJSC “Magnit”;*
- 8. Approval of the new version of the Regulations on the General shareholders meeting of PJSC “Magnit”;*
- 9. Approval of the new version of the Regulations on the Board of Directors of PJSC “Magnit”.*

2.6. Voting results on the agenda items of the issuer’s general shareholders meeting, where quorum is present, and the decision’s statements, adopted by the issuer’s general shareholders meeting:

*on the 1<sup>st</sup> agenda item “Approval of the Annual report of PJSC “Magnit” for 2020”:*

*«for» - 70,105,285 votes, which amounts to 93.74% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;*

*«against» - 459,453 votes, which amounts to 0.61% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;*

*«abstained» - 4,001,040 votes, which amounts to 5.35% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item.*

*Adopted decision:*

*“To approve the Annual report of PJSC “Magnit” for 2020”.*

*on the 2<sup>nd</sup> agenda item “Approval of the Annual Accounting (financial) reports of PJSC “Magnit”:*

*«for» - 70,105,285 votes, which amounts to 93.74% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;*

*«against» - 459,453 votes, which amounts to 0.61% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;*

*«abstained» - 4,001,040 votes, which amounts to 5.35% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item.*

*Adopted decision:*

*“To approve the Annual Accounting (financial) reports of PJSC “Magnit” for 2020”.*

*on the 3<sup>rd</sup> agenda item “Approval of distribution of profits (including payment (declaration) of dividends) of PJSC “Magnit” following the results of 2020 reporting year”:*

*«for» - 69,734,414 votes, which amounts to 93.24% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;*

*«against» - 848,493 votes, which amounts to 1.13% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;*

*«abstained» - 3,982,871 votes, which amounts to 5.33% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item.*

*Adopted decision:*

*“1) To allocate the net profit of the PJSC “Magnit” for 2020 as follows:*

*- To allocate all net profit in the amount of 3,127,678,504.95 (Three billion one hundred and twenty-seven million six hundred and seventy-eight thousand five hundred and four rubles 95 kopecks) rubles for payment of dividends on PJSC «Magnit» ordinary registered shares;*

2) To restore as retained earnings the profit of previous years in the amount of 21,872,195, 990.10 (Twenty-one billion eight hundred and seventy-two million one hundred and ninety-five thousand nine hundred and ninety rubles 10 kopecks) rubles, previously distributed for the business development of PJSC “Magnit”.

3) To allocate the retained profit of previous years of PJSC “Magnit” in the amount of 21,872,195,990.10 (Twenty-one billion eight hundred and seventy-two million one hundred and ninety-five thousand nine hundred and ninety rubles 10 kopecks) rubles for payment of dividends on PJSC “Magnit” ordinary registered shares.

4) To pay dividends on PJSC “Magnit” ordinary registered shares in the amount of 24,999,874,495.05 (twenty four billion nine hundred ninety nine million eight hundred seventy four thousand four hundred ninety five rubles and 5 kopeks) which is 245.31 (two hundred forty five rubles and 31 kopeks) on one ordinary share.

5) To pay dividends as follows:

a. to pay dividends in monetary funds;

b. to determine the following dividend record date: June 25, 2021;

c. to pay dividends in accordance with the procedure and within the time limit established by the legislation of the Russian Federation.

on the 4<sup>th</sup> agenda item “Election of members of the Board of Directors of PJSC “Magnit”:

«for» the candidates – 663,246,642 votes, which amounts to 98.82% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;

«against all candidates» - 5,371,020 votes, which amounts to 0.80% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;

«abstained in respect of all candidates» - 528,498 votes, which amounts to 0.08% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item.

Votes «for» each candidate, cast as follows (cumulative voting (9):

1. Vinokurov Alexander Semyonovich – 126,003,635 votes;

2. Demchenko Timothy – 71,234,597 votes;

3. Dunning Jan Gezinus – 73,030,247 votes;

4. Zakharov Sergey Mikhailovich – 2,234,134 votes;

5. Koch Hans Walter – 81,116,726 votes;

6. Kuznetsov Evgeniy Vladimirovich – 69,855,051 votes;

7. Makhnev Alexey Petrovich – 71,132,737 votes;

8. Mowat Gregor William – 61,814,731 votes;

9. Ryan Charles Emmitt – 70,422,303 votes;

10. Simmons James Pat – 36,402,414 votes.

Adopted decision:

“To elect to the Board of Directors of PJSC “Magnit” the following 9 persons:

1. Vinokurov Alexander Semyonovich;

2. Demchenko Timothy;

3. Dunning Jan Gezinus;

4. Koch Hans Walter;

5. Kuznetsov Evgeniy Vladimirovich;

6. Makhnev Alexey Petrovich;

7. Mowat Gregor William;

8. Ryan Charles Emmitt;

9. Simmons James Pat.

on the 5<sup>th</sup> agenda item “Approval of the auditor of PJSC “Magnit” for the financial statements prepared in accordance with the Russian accounting standards”:

«for» - 68,066,148 votes, which amounts to 91.01% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;

«against» - 1,280,281 votes, which amounts to 1.71% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;

«abstained» - 5,219,349 votes, which amounts to 6.98% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item.

Adopted decision:

“To approve the Limited Liability Company Audit Firm “Faber Lex” (Taxpayer Id. Number 2308052975, address: 144/2 Krasnykh Partizan street, Krasnodar, Krasnodar Krai, 350049, Russian Federation) as the auditor of PJSC “Magnit” for the statements prepared in accordance with the Russian Accounting Standards”.

on the 6<sup>th</sup> agenda item “Approval of the auditor of PJSC “Magnit” for the financial statements prepared in accordance with the International Financial Reporting Standards”:

«for» - 45,366,371 votes, which amounts to 60.66% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;

«against» - 24,807,835 votes, which amounts to 33.17% of the total votes of the shareholders participated in the general shareholder’s meeting and entitled to vote on this item;

«abstained» - 4,391,572 votes, which amounts to 5.87% of the total votes of the shareholders participated in the

*general shareholder's meeting and entitled to vote on this item.*

*Adopted decision:*

***“To approve Ernst&Young Limited Liability Company (Taxpayer Id. Number 7709383532, address: bldg.1, 77 Sadovnicheskaya embankment, Moscow, 115035, Russian Federation), as the auditor for PJSC “Magnit” and its subsidiaries consolidated financial statements prepared in accordance with the International Financial Reporting Standards”.***

*on the 7<sup>th</sup> agenda item “Approval of the new version of the Articles of Association of PJSC “Magnit”:*

***«for» - 70,532,891 votes; which amounts to 94.31% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item;***

***«against» - 49,173 votes, which amounts to 0.07% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item;***

***«abstained» - 3,983,714 votes, which amounts to 5.33% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item.***

*Adopted decision:*

***“To approve the new version of the Articles of Association of PJSC “Magnit”.***

*on the 8<sup>th</sup> agenda item “Approval of the new version of the Regulations on the General shareholders meeting of PJSC “Magnit”:*

***«for» - 70,387,547 votes, which amounts to 94.12% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item;***

***«against» - 195,360 votes, which amounts to 0.26% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item;***

***«abstained» - 3,982,871 votes, which amounts to 5.33% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item.***

*Adopted decision:*

***“To approve the new version of the Regulations on the General shareholders meeting of PJSC “Magnit”.***

*on the 9<sup>th</sup> agenda item “Approval of the new version of the Regulations on the Board of Directors of PJSC “Magnit”:*

***«for» - 70,386,704 votes, which amounts to 94.11% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item;***

***«against» - 195,360 votes, which amounts to 0.26% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item;***

***«abstained» - 3,983,714 votes, which amounts to 5.33% of the total votes of the shareholders participated in the general shareholder's meeting and entitled to vote on this item.***

*Adopted decision:*

***“To approve the new version of the Regulations on the Board of Directors of PJSC “Magnit”.***

2.7. Date and number of the minutes of the general meeting: *minutes w/o № as of June 11, 2021.*

2.8. Identification characteristics of shares the holders of which are entitled to participate in the general shareholders meeting of the issuer: ***ordinary registered uncertified shares, state registration No. 1-01-60525-P of 04.03.2004, International Securities Identification Number (ISIN) RU000A0JKQU8.***