

# MANAGEMENT BOARD AND SOLE EXECUTIVE BODIES

## MANAGEMENT BOARD



THE MANAGEMENT BOARD IS A COLLEGIAL EXECUTIVE BODY THAT MANAGES THE COMPANY'S DAY-TO-DAY OPERATIONS.

The Management Board's remit includes the following key issues:

- general issues related to the Company's development;
- implementing the decisions of the General Meeting of Shareholders and of the Board of Directors;
- review of the Company's reports (management and accounting), including those prepared in accordance with IFRS;
- provision of recommendations to the Board of Directors on matters within its remit;
- approval of the Company's investment projects and capital investments, including transactions concluded as part of the implementation of such investment projects and capital investments;
- approval of the position of the Company's representative when voting at the general meetings of participants or when making decisions as the sole participant of controlled companies on issues that are within the remit of the Management Board.

The formation of the Management Board, including the determination of the number of members and the election of its members, with the exception of the President and the CEO, who are members of the Management Board ex officio, is determined by decision of the Board of Directors. Oversight of the Management Board's activities is performed by the Board of Directors.

Members of the Management Board are elected for a period of three years. Meetings of the Management Board are convened by the Chairman of the Management Board at his initiative or at the request of a member of the Management Board.

## MEMBERS OF THE MANAGEMENT BOARD

### Members of the Management Board until February 2018

- Alexander Tynkovan;
- Pavel Breev;
- Bilan Uzhakhov.

The members of the Management Board were elected by the Board of Directors on 7 June 2017 (minutes No. 126/2017 of 13 June 2017).

### Members of the Management Board since February 2018

- Alexander Tynkovan;
- Pavel Breev;
- Bilan Uzhakhov;
- Ekaterina Sokolova;
- Enrique Fernandez.

In February 2018, by decision of the Board of Directors (minutes No. 140/2018 of 16 February 2018), the Management Board was expanded from three to five members, with two new members joining the Management Board.



**Alexander Tynkovan**

*Information about Mr. Tynkovan is provided in the 'Board of Directors' section of this Report, p. 98–108*



**Pavel Breev**

*Information about Mr. Breev is provided in the 'Board of Directors' section of this Report, p. 98–108*



**Bilan Uzhakhov**

*Information about Mr. Uzhakhov is provided in the 'Board of Directors' section of this Report, p. 98–108*





**Enrique Fernandez**  
Member of the Management Board

#### *Biographical information*

Born in 1968.

**Education:** University of Zaragoza, Faculty of Economics, MBA from the ICADE School of Business and Economics (Madrid)

**2009–2016:** Commercial Director of LLC M.video Management.

**2017–2017:** CEO of LLC M.video Management.

**Since 2018:** member of the Management Board of PJSC M.video.

#### *Positions held in other organisations*

**Since 2017:** Chief Executive Officer of LLC MVM (formerly LLC M.video Management).

**Since 2018:** member of the Management Board of LLC ELDORADO.



**Ekaterina Sokolova**  
Member of the Management Board

#### *Biographical information*

Born in 1974.

**Education:** ACCA Diploma in International Financial Reporting, Institute of Business and Economics at the Russian Presidential Academy of National Economy and Public Administration, MBA; California State University, MBA

**2004–2013:** Vice President for Strategy, Economics and Finance, OJSC TNK-VR Management.

**2013:** Advisor to the President and Director of the Economics and Finance Department for the Refining and Trade Unit of OJSC NK Rosneft.

**Since 2016:** Chief Financial Officer of PJSC M.video.

**Since 2018:** member of the Management Board of PJSC M.video.

#### *Positions held in other organisations*

**Since 2016:** Chief Financial Officer of LLC MVM (formerly LLC M.video Management).

**Since 2018:** member of the Management Board of LLC ELDORADO.

## INFORMATION ABOUT MEMBERS OF THE MANAGEMENT BOARD

As of 31 December 2018, members of the Management Board did not have any equity holdings or own any ordinary shares of the Company, nor did they conclude any transactions involving the acquisition or disposal of the Company's shares in 2018.

Management Board members Bilan Uzhakhov and Enrique Fernandez were interested parties in the conclusion of transactions in 2018. This fact was taken into account during the approval of such transactions by the Company's executive bodies. There is no other information about the existence of a conflict

of interest involving these individuals (including in relation to the participation of individuals in the executive bodies of the Company's competitors).

The Company is unaware of the existence of a conflict of interest in relation to other members of the Company's Management Board (including in relation to the participation of these individuals in the executive bodies of the Company's competitors).

The Company is unaware of any claims filed against members of the Management Board in 2018.

## RESULTS OF THE MANAGEMENT BOARD'S WORK IN 2018

The Management Board held 32 meetings in 2018. The significant increase in the number of Management Board meetings compared with 2017 was due to the fact that, in 2017, the Management Board was formed only at the end of the first half of the year, the fact that the Management Board's powers were expanded in 2018, and also because of the merger with LLC ELDORADO,

which is controlled by PJSC M.Video and of vital importance to the Company.

The overwhelming majority of issues considered by the Management Board in 2018 are related to the activities of companies controlled by PJSC M.video.

## SOLE EXECUTIVE BODIES

The sole executive bodies of PJSC M.video are the President and the CEO, who act independent of one another within the remit stipulated by the Charter and the relevant regulations on the sole executive bodies.

The remit of the sole executive bodies includes the resolution of all issues related to the management of the day-to-day activities of PJSC M.video, with the exception of issues falling within the remit of the General Meeting of Shareholders, the Board of Directors or the Management Board, as well as implementation of the decisions of the General Meeting of Shareholders, the Board of Directors and the Management Board.

The President and the CEO are elected (dismissed) by decision of the Board of Directors and are accountable to the General Meeting of Shareholders and the Board of Directors.

In the event that a President is not elected, or in the case of the short-term or prolonged inability of the President to fulfil his official duties, the duties of the President are performed by the CEO.

In the event that a CEO is not elected, or in the case of the short-term or prolonged inability of the CEO to fulfil his official duties, the duties of the CEO are performed by the President.

The President chairs the meetings of the Management Board and ensures that minutes are kept at Management Board meetings.

In 2018, the Company's President was Alexander Tynkovan. Information about the President is provided in the 'Board of Directors' section of this Report.

In 2018, the Company's CEO was Bilan Uzhakhov. Information about the CEO is provided in the 'Board of Directors' section of this report.

## MEETINGS OF THE MANAGEMENT BOARD

in 2017

**6** in person

**1** in person using an online audio and video connection

in 2018

**23** in person

**8** in person using an online audio and video connection

**1** absentee voting



**Alexander Tynkovan**

*Information about Mr. Tynkovan is provided in the 'Board of Directors' section of this Report, p. 98-108*



**Bilan Uzhakhov**

*Information about Mr. Uzhakhov is provided in the 'Board of Directors' section of this Report, p. 98-108*