

NOTICE OF ANNUAL GENERAL MEETING

26th April 2019

Notice is hereby given that the 2019 Annual General Meeting (“AGM”) of Mail.ru Group Limited (the “Company”) will be held on 31st May 2019 at 11am at Office 402, 28th October Street 365, Limassol 3107, Cyprus for the transaction of the following business.

1. 2018 Annual Report

To receive the Annual Report for the year ended 31st December 2018.

2. Directors

To appoint 8 Elected Directors in accordance with Articles 10.2-10.5 of the Company’s Articles of Association out of the following candidates:

Dmitry Grishin (40): Co-Founder and Chairman of the Board. Dmitry Grishin was appointed Chairman of the Board in March 2012. He co-founded Mail.ru Group in 2005 and served as Chief Executive Officer (Russia) from November 2010 to October 2016. Dmitry joined Mail.ru in 2000 and was promoted to Technical Director in 2001. From 2003 to 2010, he led the business as CEO. Dmitry graduated from the Faculty of Robotics and Complex Automation at Moscow State Technical University and in 2012 founded Grishin Robotics, a global investment company that is dedicated to supporting personal robotics around the world.

Dmitry Sergeev (43): Deputy Chief Executive Officer (Russia). Dmitry Sergeev joined Mail.ru Group in September 2014 when the Group fully consolidated VK and was appointed Deputy Chief Executive Officer (Russia) in October 2014. In VK Dmitry has been Chief Operating Officer since January 2014. Dmitry graduated from the Moscow State Institute of International Relations in 1998 with a law degree. He worked at several investment companies, then at Alfa-Bank. From 2002 he was COO of Regional Media Group working on consolidation of media assets (TV, radio). From 2005 to 2006 Dmitry was a corporate director at TV-3 television network. In 2007 he was appointed COO of Media One Group, in 2009-2010 and 2011 he held positions of COO and CEO of UTH Holding respectively (Russian TV channels U Channel, Disney Channel Russia, a JV with The Walt Disney Company, and MUZ-TV). From 2012 to 2013 Dmitry was the President of Kommersant Publishing House, a major Russian business media including print, radio and digital media assets.

Vladimir Gabrielyan (36): Director. Vladimir Gabrielyan began his career in IT as a system administrator at Russia Telecom. He later launched his own project Web-Hosting. ru. Vladimir joined Mail.ru Group in 2001 as a system administrator. He then moved on to head the development and technical support of one of the Group’s largest assets – the Mail.ru email service. Vladimir Gabrielyan has been Mail.ru’s Vice-President and CTO since 2005. For 13 years Vladimir runs a number of major projects and departments, leading all major technological initiatives. Vladimir is an established expert in machine learning and big data.

Oleg (Alan) Vaksman (41): Director. Alan Vaksman was appointed to the Board in October 2018. In 2010 he joined the Board of Gazprombank as its Chief Risk Officer and in 2012 he became the Deputy Chairman of the Board. Currently, he is an independent strategic advisor, on all digital and technology investments, to the Chairman of the Board of Gazprombank group. Also he is the Chairman of the Boards of SpeechPro, Gazprombank Switzerland and Digital Horizon (early stage VC). Prior to the above positions, Alan Vaksman was employed by international banks and leading consulting companies in the Republic of South Africa, the United Kingdom and the Russian Federation and was a partner at PricewaterhouseCoopers, leading their Capital Markets and Risk Management division for Central and Eastern Europe. He was awarded a Bachelor of Economic Science degree and a Bachelor of Laws degree from the University of the Witwatersrand (SA). Also he holds an MBA from NYU Stern School of Business (USA).

Uliana Antonova (45). In April 2019 Uliana Antonova was appointed as the General Director of MF Technologies, JSC and brings a wealth of experience in legal matters built up over 15 years in a range of companies. Uliana graduated from the Faculty of Law at Lomonosov Moscow State University. Uliana was previously employed by (i) KARO cinemas net (2014-2019) (Vice President for Legal and Lease affairs); (ii) Rambler & Co (2009-2014) (Head of Legal); (iii) “Amtel-Vredestein” Group (2007-2009) and (iv) Tinkoff Group (2004-2007) (Member of the Board and Head of Legal). Uliana’s experience in internet and media, IT and financial services will complement Mail.ru Group’s objectives whilst her legal skills will contribute towards Mail.ru commitment to good corporate governance.

Mark Remon Sorour (57): Director. Mark Sorour was appointed to the Board in August 2010. As a qualified chartered accountant he transitioned from investment banking to join the Naspers Group in 1994 where he went on to become the Chief Investment Officer from 2002 to his retirement in 2018. During this time he led and held worldwide responsibility for the Naspers Group’s M&A, corporate finance and capital-market fundraising activities. Mark’s 25 years of experience in internet, technology and video entertainment businesses include business development and deal making in Africa, the Middle East, Thailand, India, China, Europe, the USA, Latin America and South-East Asia. He currently serves as a non - executive director on the Naspers’ Board.

Charles St. Leger Searle (55): Director. Charles Searle is currently Chief Executive Officer of Naspers Internet Listed Assets. He serves on the boards of a number of companies associated with the Naspers Group, including Tencent Holdings Ltd and MakeMyTrip Limited. Prior to joining the Naspers Group, he held positions at Cable & Wireless plc and at Deloitte & Touche in London and Sydney. Mr. Searle is a graduate of the University of Cape Town and a member of the Institute of Chartered Accountants in Australia and New Zealand. Mr. Searle has more than 25 years of international corporate development experience in the telecommunications and internet industries

Jaco van der Merwe (44). Jaco is a qualified Chartered Accountant (South Africa). He joined the Naspers Group, as Group Financial Manager of MIH, which owns South African listed Naspers’ Internet and Pay TV business, in 2006. He has been in his current role as head of treasury of the Naspers Group since 2011, overseeing corporate finance and financial risk management elements of the group. Jaco has served as a board member of various Naspers Group companies over the past ten years and as member of the audit committees of Abril Media (Latin America’s leading magazine publisher) and NMS Insurance Services (a regulated short term insurance company in South Africa). Prior to joining the Naspers Group he was an audit partner at KPMG in South Africa. At KPMG he specialised in US listed clients and headed up a US GAAP consulting group within KPMG South Africa.

or any other candidates nominated in accordance with Article 10.4 of the Company’s Articles of Association.

Article 10.5 stipulates that, *“the Elected Directors shall be appointed by a vote of the members, with each proposed candidate being put to the members for a vote, with voting on each candidate being treated as a separate vote and with each member being entitled to vote on each proposed candidate; and the eight candidates who attract the highest number of votes shall be elected as the eight Elected Directors.”*

For the purpose of the calculation each GDR represents one Ordinary Share.

Right to attend and vote

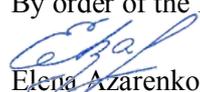
Entitlement to attend and vote at the meeting, and the number of votes which may be cast at the meeting, will be determined by reference to the Company’s register of members at 6th May 2019 (“**Record Date**”).

Documents available for inspection

Copies of the following documents may be inspected on the Company’s website:

- Annual Report for the year ended 31st December 2018 (<https://corp.mail.ru/en/investors/reports/>); and
- Shareholder’s Proxy (<https://corp.imgsmai.ru/media/files/2019-form-of-proxy.pdf>).

By order of the Board



Elena Azarenko
Company Secretary