

THE CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF MAIL.RU GROUP LIMITED (“MAIL.RU”)

I. PURPOSE

The purpose of the Audit Committee of the Board of Directors (the “**Committee**”, the “**Audit Committee**” or the “**Audit & Risk Committee**”) is to assist Mail.ru’s Board of Directors (the “**Board**”) in fulfilling its responsibilities in respect of:

- the quality and integrity of Mail.ru’s integrated reporting including its financial statements;
- Mail.ru’s compliance with key, applicable legal and regulatory requirements as relating to financial reporting;
- the quality and independence of Mail.ru’s external auditors;
- the performance of Mail.ru’s internal audit function and the external auditors;
- the adequacy and effectiveness of internal control measures, accounting practices, risk management, information systems and audit procedures; and
- compliance with Mail.ru’s code of ethics.

II. COMPOSITION

The Committee is approved by Mail.ru’s Board and shall consist of 3 Directors, none of whom shall be Executive Directors, with one Director appointed by the Board serving as chairman.

The Committee, as a whole, must have an understanding of:

- integrated reporting, which includes financial reporting (specifically International Financial Reporting Standards and any other financial or sustainability reporting standards, regulations or guidelines applicable to Mail.ru);
- internal financial controls;
- external audit process;
- internal audit process;
- corporate law;
- risk management;
- information technology governance; and
- the governance processes within the Mail.ru group.

The collective skills of the members of the Committee must be appropriate to the Mail.ru’s size, circumstances and industry.

The Managing Director, the Chief Financial Officer (“CFO”), the Chief Executive Officer (Russia) and any other Directors of the Board may attend Committee meetings by invitation.

The Company Secretary serves as secretary of the Committee.



III. MEETINGS

The Audit Committee shall meet as often as it deems necessary in order to perform its responsibilities, but not less than once per six months. The external auditors may request a meeting if they consider this one is necessary.

Should an urgent meeting be required at short notice, such meeting may be held by means of a teleconference or by the circulation of a proposed resolution to all members. Any such resolution signed by a majority of the members of the Committee will be as effective as if it had been approved at a meeting of the Committee.

A quorum of the meeting will be represented by a majority of the members of the Committee being present.

IV. PROCEEDINGS

All meetings of the Committee will be conducted in accordance with this charter.

The CFO will in advance notify Committee members of forthcoming meetings and prepare an agenda detailing points of discussion, distribute the necessary papers and record the minutes of the meeting.

The chairman of the Committee will report to the Board at each scheduled Board meeting of Mail.ru. Such report may be verbal or in writing.

When required, internal and external auditors, and any other officer in the Group as determined by the Committee, or its chairman, may be requested to attend meetings and to supply information.

The lead external audit partner, the head of internal audit, the Managing Director and the CFO all have direct access to the chairman of the Committee.

The Committee must be informed when there is a disagreement on auditing or accounting matters between management and external auditors.

V. RESPONSIBILITIES

1. Review and approve for presentation to and approval by the Board of Mail.ru annual financial statements and interim financial results.

a) Review of all significant changes concerning the principles and practice of auditing and accounting used in preparing the Company's financial statements, as well as (at its discretion) all estimates and assumptions used by an external auditor or the Company's finance department in preparing financial statements.

b) In relation to the Company's new transactions or events involving the Company, determination of the independent external auditor's opinion on the adequacy of the accounting policy used by the Company or the Company's policy in regard to information disclosure.

c) When policies and procedures for the preparation of financial reports are being drawn up, and when the financial statements themselves are being analyzed, the Committee, in addition to other matters, must pay



particular attention to the following:

- The consequences of major new transactions for accounting;
- Changes in individual accounting principles or leaving these principles unchanged;
- Methods of applying accounting principles and their aggressiveness or conservatism;
- The use of reserves and accruals;
- Significant estimates and judgments used in preparing financial statements;
- The methods used by internal and external auditors for risk assessment and the results of such assessment;
- Changes in the scope of auditing as a result of such risk assessment;
- The effect of any external factors (economic, production or other) on financial statements and the auditing process;
- Any other matters that, in the Committee's opinion, may affect the quality of financial statements.

2. Review the regular internal reports to management prepared by the internal auditing department and management's response.

3. Receive the external auditors' reports directly from the external auditors, including the receipt and review of reports, which furnish, in a timely fashion, information relating to various accounting matters and matters relating to internal controls if applicable.

4. Review and update this Charter as conditions dictate and, if appropriate, recommend for approval by the board, required amendments thereto.

5. Perform periodically self-assessment of the effectiveness of the Committee, reporting these findings to the Board.

6. Annually review and report on the quality and effectiveness of the audit process, including assessing the external auditors' independence, whether they have performed the audit as planned and establish the reasons for any changes, obtaining feedback about the conduct of the audit from key members of Mail.ru's management, including the CFO.

7. Review the performance of the external auditors and evaluate the lead partner and discharge and replace, in consultation with Mail.ru, the external auditor or lead partner when circumstances warrant.

8. Nominate and select the external auditors considering independence and effectiveness and approve the terms of engagement and the fees and other compensation to be paid to the external auditors for audit services. On an annual basis, the Committee should review and discuss with the external auditors all significant relationships they have with Mail.ru to determine the external auditors' independence and, accordingly, the Committee shall:

8.1 request from the external auditors periodically a formal written statement delineating all relationships between them and Mail.ru;

8.2 discuss with the external auditors any such disclosed relationships and their impact on the external auditors' independence; and



8.3 oversee the independence of the external auditors.

9. Present the Committee's conclusions in respect of the external auditors to the Board.

10. Evaluate and provide commentary on the external auditors' audit plans, scope of findings, identified issues and reports.

11. To approve non-audit services performed by the external auditor.

12. Evaluate the effectiveness of internal audit, including its purpose, activities, scope, adequacy and costs, and approve the annual internal audit plan and any material changes thereto.

13. Satisfy itself that it has appropriately addressed the following aspects:

- financial reporting risks;
- internal financial controls;
- fraud risk as it relates to financial reporting; and
- IT risks as it relates to financial reporting.

14. Evaluate the nature and extent of the formal documented review of internal financial controls to be performed annually by internal audit on behalf of the Board. Weaknesses in internal financial controls that are considered to be material (individually or in combination with other weaknesses) and that resulted in actual material financial loss, fraud or material errors, to be reported to the Directors of Mail.ru.

15. Approve the internal audit charter.

16. Confirm the appointment or dismissal of the head of Mail.ru's internal audit function and periodically review his or her performance. Ensure the internal audit function is subject to an independent quality review from time to time.

17. Review internal audit's reports to the Committee.

18. Review procedures to ensure that the requirements of the United Kingdom Listing Authority (UKLA) and the London Stock Exchange (LSE) are complied with.

19. Monitor compliance with the Board-approved group levels of authority.

20. Evaluate:

- legal matters, which may affect the financial statements;
- matters of significance reported by the internal and external auditors, and any other parties, including implied potential risks to the group and recommendations on appropriate improvements;
- major unresolved accounting or auditing issues;
- progress in respect of the completion of all unfinished matters reported by the internal and external auditors.



21. Annually evaluate the performance of and appropriateness of the expertise and experience of the CFO and finance function.

22. To review the following risk related issues:

- Review and approve for recommendation to the Board a risk management policy and plan developed by the management.
- Monitor implementation of the risk policy and plan, ensuring that an appropriate enterprise-wide risk management system and process is in place with adequate and effective risk management processes that include strategy, ethics, operations, reporting, compliance, IT and sustainability.
- Make recommendations to the Board concerning risk indicators, levels of risk tolerance and appetite.
- Monitor that risks are reviewed by management, and that management considers and implements appropriate responses to identified risks, so that they are managed within the levels of risk tolerance and appetite approved by the Board.
- Ensure that risk management assessments are performed regularly by management.
- Issue a formal opinion to the Board about the effectiveness of the system and process of risk management.
- Review reporting concerning risk management that is to be included in the integrated report, ensuring it is timely, comprehensive and relevant.

23. Consideration of questions of appraising the Company's assets if applicable:

- Making recommendations on hiring professional appraisers (hereinafter, the "Appraisers").
- Analysis of all known relations or services that might affect the Appraiser's objectivity or independence.
- Analysis of the course of preparation and the Appraisers' official written report, with a description of all relations between the Appraisers and the Company.

VI. GENERAL

The Audit Committee may during the execution of its duties in terms of this charter obtain, at the company's expense, such external or other independent advice as it may deem appropriate to fulfill any of its responsibilities.

In case of any discrepancies between the Company's Memorandum and Articles of Association and this charter, provisions of the Memorandum and Articles of Association shall prevail.

