

## NOTICE OF ANNUAL GENERAL MEETING

11 May 2021

Notice is hereby given that the 2021 Annual General Meeting (“AGM”) of Mail.ru Group Limited (“**Mail.ru**” or the “**Company**”) will be held on 11 June 2021 at 11am at Office 402, 28<sup>th</sup> October Street 365, Limassol 3107, Cyprus for the transaction of the following business:

### 1. 2020 Annual Report

To receive the Annual Report for the year ended 31<sup>st</sup> December 2020.

### 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:** Co-Founder and Chairman of the Board of Mail.ru. Dmitry co-founded Mail.ru 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 he founded Grishin Robotics, a global investment company dedicated to supporting personal robotics around the world.

**Dmitry Sergeev:** Co-CEO of AliExpress Russia JV. Dmitry served as Deputy CEO of Mail.ru from 2014 to 2019. Before joining Mail.ru, he held upper management positions in a number of TV and media companies. He is a graduate of the School of International Law at the Moscow State Institute of International Relations.

**Vladimir Gabrielyan:** First Deputy CEO of Mail.ru. Vladimir began his career in IT as a system administrator at Russia Telecom and later launched his own project Web-Hosting.ru. He joined Mail.ru 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 was Mail.ru’s Vice President and CTO from 2005 to 2019. He is an established expert in machine learning and big data and runs a number of Mail.ru’s major projects and departments, leading all major technological initiatives.

**Alexandra Buriko:** Senior Vice President and CFO of Sberbank and its Executive Board member. From October 2013 till December 2019 she was CFO of United Company RUSAL also being CEO of this company from March 2018 till May 2018. From November 2012 till September 2013 she was Deputy CEO of En+ Group. She spent 16 years with KPMG in Russia and Canada; since 2005 she held the position of KPMG Partner leading its Metals and Mining Practice in Russia and CIS. Alexandra graduated from the Economic Faculty of Lomonosov Moscow State University. She is a member of the Canadian Institute of Chartered Accountants and the American Institute of Certified Public Accountants.

**Uliana Antonova:** CEO of MF Technologies, JSC. She has a vast experience in legal matters gained in a range of business sectors across different jurisdictions. In February 2020 Uliana was awarded the Certificate in Company Direction from IoD, UK. A graduate of the Faculty of Law at Lomonosov Moscow State University, Uliana previously served as Vice President for Legal and Leasing Affairs for the KARO cinema network (2014 - 2019) and Head of Legal at Rambler & Co (2009 - 2014). She worked for *Amtel-Vredestein* Group (2007 - 2009) and was a board member and Head of Legal for Tinkoff Group (2004 - 2007).

**Mark Remon Sorour:** Non-executive Director on the Naspers’ and on the listed Prosus’ Boards. A qualified chartered accountant, in 1994 he transitioned from investment banking to join the Naspers Group, where he went on to become its 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 and played a significant role in capital-market fundraising activities. Mark’s 25 years of experience in internet, technology and video entertainment businesses include business

development and dealmaking in Africa, the Middle East, Thailand, India, China, Europe, the U.S., Latin America and South-East Asia.

**Charles St. Leger Searle:** Chief Executive Officer of Internet Listed Assets at Naspers. Charles serves on the boards of a number of companies associated with the Naspers Group, including Tencent Holdings Ltd. He joined the Naspers Group in Hong Kong in 1998 to assist with the group's expansion into Asia, prior to which he held positions at Cable & Wireless plc and at Deloitte & Touche in London and Sydney. Charles is a graduate of the University of Cape Town and a member of the Institute of Chartered Accountants in Australia and New Zealand. He has more than 25 years of international corporate development experience in the telecommunications and internet industries.

**Jaco van der Merwe:** Head of Treasury at Naspers/Prosus Group. Jaco joined Naspers as Group Financial Manager of MIH in 2006. He has served on a number of boards of Prosus Group companies and as a member of the audit committees of Abril Media (Latin America's leading magazine publisher) and NMS Insurance Services (a short-term insurance company in South Africa). Prior to joining Prosus Group he was an audit partner at KPMG in South Africa. He graduated with a Bachelor of Commerce degree from the University of Johannesburg, South Africa, where he also received a Bachelor's degree (Hons) in Accounting. He is a registered member of the South African Institute of Chartered Accountants

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 Global Depositary Receipt 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 on 17 May 2021 ("**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 31<sup>st</sup> December 2020 (<https://corp.mail.ru/en/investors/reports/>); and
- Shareholder's Proxy (<https://corp.imgs.mail.ru/media/files/2021-form-of-proxy.pdf>).

By order of the Board



Elena Azarenko  
Company Secretary