

NOTICE OF ANNUAL GENERAL MEETING

2nd May 2017

Notice is hereby given that the 2017 Annual General Meeting (“AGM”) of Mail.ru Group Limited (the “Company”) will be held on 2nd June 2017 at 11am at Office 501, Oceanic Building, 28th October Street 232, Limassol, Cyprus for the transaction of the following business.

1. 2016 Annual Report

To receive the Annual Report for the year ended 31st December 2016.

2. Directors

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

Dmitry Grishin
Vladimir Streshinskiy
Sergey Soldatenkov
Anna Serebryanikova
Vlad Wolfson
Mark Remon Sorour
Charles St. Leger Searle
Vasileios Sgourdos

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

Regulation 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 5th May 2017 (“**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 2016 (<https://corp.mail.ru/media/files/mail.rugrouparfy2016.pdf>); and
- Shareholder’s Proxy (<https://corp.imgsmail.ru/media/files/2017-form-of-proxy.pdf>).

By order of the Board



Elena Azarenko
Company Secretary