

# MAIL.RU GROUP LIMITED (THE “COMPANY”) LEGAL COMPLIANCE POLICY

## **1. Introduction**

This Legal Compliance Policy (the “**Policy**”) embodies the commitment of Mail.ru Group Limited (“**Mail.ru**”) and its subsidiaries (collectively, the “**Mail.ru Group**”) to conduct our business in accordance with applicable laws, rules, codes, standards and regulations.

The Policy should be read together with the Group’s Code of Ethics which provides that we are at all times to act fairly, honestly and with integrity.

## **2. Who must follow the Policy?**

Mail.ru Group directors, officers and employees.

Non-controlled affiliates should be encouraged to follow the Policy.

## **3. Basic Compliance Principles**

Quite apart from the more specific compliance policies and procedures, all directors and employees must comply with the following Basic Compliance Principles.

### **a. Act with integrity towards Third Parties**

#### **i. Improper Payments**

- An illegal payment to gain an advantage is not acceptable and could lead to Mail.ru and/or its directors or employees being prosecuted.

#### **ii. Privacy/Data Protection**

- Many countries control the collection and use of personal data relating to employees, customers and suppliers. Mail.ru must deal with such information in compliance with the applicable data protection rules.

### **b. Competition/Anti-trust**

Virtually all countries now have laws which –

- prohibit agreements which undermine competition;
- regulate the behaviour of dominant businesses; and
- require prior review, or sometimes approval, of mergers, acquisitions and transactions which materially reduce competition.



These laws are complex and a failure to comply with them can have extremely detrimental consequences. It is therefore essential that you involve legal counsel from the outset to guide you as to what is permissible and what is not.

### **c. Community**

Mail.ru shall adhere to:

- Fair Employment Practices;
- Protection of the Environment; and
- The rules relating to the Health and Safety of employees.

### **d. Protecting Mail.ru's Assets**

#### **i. Intellectual Property/Confidentiality**

- Mail.ru's intellectual property is a very important asset and all directors and employees must protect our patents, copyright, trademarks, trade secrets and other confidential and proprietary information of which they become aware. At the same time, it is essential to respect third parties' valid intellectual property – a failure to do so can expose Mail.ru to law suits and damages claims.

#### **ii. Conflicts of Interest**

- A conflict of interest arises when an individual's private interest improperly conflicts with that of the Mail.ru Group. Such conflicts of interest are prohibited, unless they have been disclosed to and approved by Mail.ru. In particular, an employee or a director must never use or attempt to use his/her position in Mail.ru to obtain improper personal benefit for him/her or for **anyone else**.

#### **iii. Public Disclosure**

- It is Mail.ru's policy that the information in its public communications must be honest, fair, accurate and understandable. Those directors and employees who are involved in communicating on behalf of the Mail.ru Group must familiarise themselves with the disclosure requirements applicable to the Group and comply with those requirements.

#### **iv. Insider Trading**

- In the course of the directors' and employees' duties they are likely to learn of specific or precise information regarding the Mail.ru Group which has not been made public and which, if it were made public, would be likely to have a material effect on the price of Mail.ru's Global Depositary Receipts ("GDRs"). Using such inside information for their or for others' benefit, including by buying or selling Mail.ru's GDRs or providing such information to third parties for use by them in trading such GDRs, constitutes a breach of this Policy and likely to amount to a criminal offence. Further such conduct might be a breach of the Disclosure and Transparency Rules of the UK Financial Services Authority.



## **4. Implementation**

Directors and employees must adhere to the Policy and promptly raise concerns about any actual or threatened violations.

Leaders in the various business units must generally create a culture of compliance in which employees understand their duties and feel free to raise issues relating to compliance without fear of retaliation. They must lead the compliance efforts by example.

Employees and directors who breach the Policy are subject to disciplinary action up to and including dismissal according to the applicable law.

## **5. Monitoring**

The internal audit function will monitor the adequacy and effectiveness of the Mail.ru Group's compliance procedures from time to time.