



QIWI PLC
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**NOTICE FOR THE CONVOCAATION
OF AN ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF QIWI PLC**

TO: All the shareholders of QIWI plc

April 15, 2017

NOTICE IS GIVEN in accordance with the Articles of Association of QIWI plc (the “Company”), that an ANNUAL GENERAL MEETING of the shareholders of the Company (the “Meeting”) will be held on June 02, 2017, at 10:00 a.m. (Cyprus time) at QIWI’s office at Kennedy 12, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus for the purpose of taking into consideration the following matters and if thought proper approving the resolutions listed below:

PART A

ADOPTION OF THE COMPANY’S AUDITED FINANCIAL STATEMENTS FOR 2016 FINANCIAL YEAR

WHEREAS audited consolidated financial statements of the Company for 2016 financial year (as attached in Annex A hereto) and audited standalone financial statements of the Company for 2016 financial year (as attached in Annex B hereto) have been reviewed, considered, approved and recommended by the Board of Directors of the Company to the Meeting to be adopted.

PART B

APPOINTMENT OF THE COMPANY’S AUDITOR

WHEREAS the Board of Directors of the Company has recommended to re-appoint EY as the Company’s Auditor in accordance with the provisions of section 153 of the Companies Law Cap 113 to hold office from the conclusion of that annual general meeting until the conclusion of the next annual general meeting when they shall be eligible for re-election and to fix Auditors’ remuneration in the total amount of RUB 34 307 000 and EUR 27 700 both amounts excluding VAT (if applicable).

PART C

ELECTION OF DIRECTORS

1. Election of the Independent Directors.

WHEREAS at the date of the Meeting in accordance with Regulation 82B(c)(2) of the Articles each Independent Director shall retire from office.

WHEREAS the final slate of nominees for election (re-election) to the office of the Independent Directors to be voted on at the Meeting, prepared in accordance with Regulation 82B(a) of the Articles, shall be

circulated to all the Members entitled to attend and vote at the Meeting at least (fifteen) 15 days prior to the Meeting.

WHEREAS pursuant to Regulation 82B(b) of the Articles the Members shall have weighted voting rights whereby each Member shall have the right to cast amongst one or more nominees as many votes as the votes attached to its shares multiplied by a number equal to the number of Independent Directors to be so appointed.

2. *Election of the Elected Directors.*

WHEREAS at the date of the Meeting in accordance with Regulation 82A(c)(2) of the Articles all the Elected Directors shall retire from office.

WHEREAS the final slate of nominees for election (re-election) to the office of the Elected Directors to be voted on at the Meeting, prepared in accordance with Regulation 82A(a) of the Articles, shall be circulated to all the Members entitled to attend and vote at the Meeting at least (fifteen) 15 days prior to the Meeting.

WHEREAS pursuant to Regulation 82A(b) the Members shall have weighted voting rights whereby each Member shall have the right to cast amongst one or more nominees as many votes as the votes attached to its shares multiplied by a number equal to the number of Elected Directors to be so appointed.

PART D

APPROVAL OF DIRECTORS REMUNERATION

WHEREAS the Board of Directors has recommended to the Meeting to approve remuneration for non-executive Directors consisting of (i) an annual fee in the amount of US\$ 150 000 gross for participation in the Board meetings; (ii) annual fee of US\$ 25 000 gross for chairing the meetings of the Board of Directors and (iii) an annual fee of US\$ 25 000 gross for chairing the meetings of the Board committees and not to fix any remuneration for executive Directors of the Company.

PART E

APPROVAL OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION

WHEREAS the Board has noted the proposed amendments to the Articles of Association of the Company amended and restated Articles of Association of the Company are attached in **Annex C** hereto.

THE FOLLOWING ORDINARY RESOLUTIONS ARE PROPOSED:

PART A

- 1. THAT** audited consolidated financial statements of the Company for the 2016 financial year be and are hereby approved and adopted as being in the best interests of and to the advantage and further commercial benefit of and within the powers of the Company.
- 2. THAT** audited standalone financial statements of the Company for the 2016 financial year be and are hereby approved and adopted as being in the best interests of and to the advantage and further commercial benefit of and within the powers of the Company.

PART B

1. **THAT** Messrs. EY be and are hereby re-appointed as the Company’s Auditors to hold office from the conclusion of that annual general meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
2. **THAT** the Auditor’s remuneration amount is fixed in the total amount of RUB 34 307 000 and EUR 27 700 both amounts excluding VAT (if applicable) for the ensuing year.

PART C

1. **TO** cast the votes for Independent Directors as follows:

NAME OF NOMINEE	AMOUNT OF VOTES

2. **TO** cast the votes for Elected Directors as follows:

NAME OF NOMINEE	AMOUNT OF VOTES

PART D

1. **THAT** a remuneration for non-executive Directors of the Company consisting of (i) an annual fee in the amount of US\$ 150 000 gross for participation in the Board meetings; (ii) annual fee of US\$ 25 000 gross for chairing the meetings of the Board of Directors and (iii) an annual fee of US\$ 25 000 gross for chairing the meetings of the Board committees, be and is hereby approved.
2. **THAT** no remuneration shall be fixed for executive Directors of the Company.

THE FOLLOWING SPECIAL RESOLUTION IS PROPOSED:

PART E

THAT the amended and restated Articles of Association of the Company be and are hereby approved.

PROXY:

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote on his behalf, and such proxy need not be a shareholder of the Company.

A sample of the instrument appointing a proxy authorizing such proxy to attend the Meeting and to exercise discretion is enclosed herewith as **Annex D**.

A sample of the instrument appointing a proxy and authorizing such proxy to attend the Meeting and to vote on your behalf under your special instructions is enclosed herewith as **Annex E**.

The instrument appointing a proxy shall be in writing under the hand of the appointer or, if the appointer is a corporation, either under seal or under the hand of an officer.

NOTE: In the sample instrument of proxy the name of the Deputy CEO of the Company is inserted as proxy. The Deputy CEO of the Company will attend the Meeting. Accordingly, should you wish you may sign and deposit the instrument of proxy to attend the Meeting and vote on your behalf as you will specifically instruct on the instrument of proxy. The Deputy CEO of the Company will vote for the matters of the agenda on shareholder's behalf unless the proxy includes specific voting instructions.

Original of any instrument of proxy or its notarially certified copy shall be deposited at the registered office of the Company, for the attention of the Chairman of the Board of Directors/Secretary of QIWI plc:

(a) Kennedy 12, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus,

and a copy of such instrument of proxy shall be delivered to the Company:

(a) by electronic mail, to corporatelawyer@qiwi.com, OR

(b) by facsimile, to +357 22 76 09 18,

BEFORE the time for holding the Meeting, i.e. by June 01, 2017, 10:00 am (Cyprus time) (the “Cut Off Time”).

Proxies deposited after the Cut Off Time shall not be treated as valid.

Enclosed:

1. Annex A – Audited consolidated financial statements of the Company for 2016 financial year.
2. Annex B – Audited standalone financial statements of the Company for 2016 financial year.
3. Annex C – Amended and restated Articles of Association of the Company.
4. Annex D – Sample of Proxy to exercise discretion.
5. Annex E – Sample of Proxy to vote under instructions.

Yours faithfully,



Mr. Boris Kim

The Chairman of the Board of Directors
for and on behalf of QIWI plc