If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Yes ☐ No ☒

the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to

Form 20-F ☒ Form 40-F ☐

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

(Address of principal executive offices)

1087 Nicosia Cyprus

Kennedy Business Centre, 2nd Floor, Office 203

12-14 Kennedy Ave.

QIWI plc

For January 29, 2018

OF THE SECURITIES EXCHANGE ACT OF 1934

PURSUANT TO RULE 13A-16 OR 15D-16

REPORT OF A FOREIGN ISSUER

FORM 6-K

Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION

99.3

Report of the Board of Directors as of January 22, 2018

99.2

Extraordinary General Meeting of Shareholders 2018 – Notice for the convocation

99.1

“QIWI Announces Extraordinary General Meeting of Shareholders” press release dated January 29, 2018

Exhibits

Chief Financial Officer

Alexander Karavaev

Date: January 29, 2018

By:

/s/ Alexander Karavaev

QIWI PLC (Registrant)

the undersigned, thereunto duly authorized.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by

SIGNATURES

ir@qiwi.com

+357.25028091

Investor Relations

Varvara Kiseleva

Contact

and services across physical or online environments interchangeably.

network at least once a month. QIWI’s consumers can use cash, stored value and other electronic payment methods to order and pay for goods

terminals, and enabled merchants to accept over RUB 78 billion cash and electronic payments monthly from over 51 million consumers using its

payment services across physical, online and mobile channels. It has deployed over 19.0 million virtual wallets, over 152,000 kiosks and

QIWI is a leading provider of next generation payment services in Russia and the CIS. It has an integrated proprietary network that enables

About QIWI plc.

available on our website at http://investor.qiwi.com.

Copies of certain materials related to the EGM, including Notice for the convocation of the EGM and Report of the Board of Directors are

and the Company’s ADS holders through The Bank of New York Mellon.

Further details on the agenda and procedural matters related to the EGM will be made available to the Company’s shareholders by the Company

of issuance and allotment of new shares under the employee incentive programs.

1.

to approve the disapplication of shareholders pre-emption rights in relation to a maximum of 8,500,000 class B shares for the purpose

At the EGM, the following item will be submitted for shareholders’ approval:

invited to attend the EGM.

underlying shares must act through the depositary of the Company’s ADS program, The Bank of New York Mellon. Shareholders are cordially

adjourned meeting thereof. Holders of the Company’s American Depositary Shares (“ADS”) who wish to exercise their voting rights for the

Only shareholders of record at the close of business on January 29, 2018 are entitled to receive notice, attend and vote at the EGM and any

located at 12 Kennedy Avenue, Kennedy Business Centre, 2nd floor, 1087, Nicosia, Cyprus.

hold an extraordinary general meeting of shareholders (the “EGM”) on Tuesday March 6, 2018, at 10:00 a.m. (Cyprus Time) at QIWI’s office

NICOSIA, CYPRUS – January 29, 2018 – QIWI plc (Nasdaq: QIWI), (MOEX: QIWI) (“QIWI” or the “Company”) today announced that it will

QIWI Announces Extraordinary General Meeting of Shareholders

Exhibit 99.1

vote and take decision on proposed matters.

resolutions, and in case of their positive decision determined in accordance with section 59A(1)(b) of the Law, finally the General Meeting shall

which are affected by the change. Therefore, first, class A shareholders and class B shareholders shall vote separately and decide on proposed

out in section 59A of the Law. Subject to section 59A(1)(a) of the Law, separate voting shall take place for each class of shares, the rights of

from the articles, unless by way of a resolution of the general meeting and the general meeting shall decide in accordance with the regulations set

According to section 60(b)(5) of the Companies Law, Cap. 113, as amended, (the Law) the pre-emption right may not be restricted or excluded

1

IMPORTANT NOTE:

time to any person or persons and at any price provided that such price shall not be below the par value of such shares;

(b)

the shares to be allotted thereunder shall be allotted at the discretion of the Board of Directors of the Company, at any time and from time to

form of ADS, solely for the purpose of issuance and allotment of new shares under the employee incentive programs;

(a)

the Disapplication shall relate to a maximum of 8,500,000 class B shares, including to the extent relevant any class B shares issued in the

Company’s articles of association and sections 59A and 60B(5) of the Companies Law, Cap. 113, as amended, (the “Disapplication”

) as follows:

right to the purchase of shares in the Company or which are convertible into shares of the Company, as provided in Regulation 8(a) of the

THAT the shareholders resolve to waive and hereby waive their pre-emption rights in relation to all new shares and/or other securities giving

THE FOLLOWING ORDINARY RESOLUTIONS ARE PROPOSED:

be approved by both the holders of the relevant class of shares and the General Meeting.

AND WHEREAS, according to the section 59A(1)(a) and 60B(5) of the Companies Law, Cap 113, the disapplication of pre-emption right has to

allotments of class B shares in the Company.

issuance and allotment of new shares under the employee incentive programs for a period of five (5) years with respect to certain future

respect of 8,500,000 class B shares, including to the extent relevant any class B shares issued in the form of ADS, solely for the purpose of

January 22, 2018, as attached in Annex A hereto, which recommends to approve the disapplication of the shareholders’ preemption rights in

WHEREAS, the shareholders have been provided with and have considered the report of the Board of Directors of the Company as of

APPROVAL OF DISAPPLICATION OF SHAREHOLDERS PRE-EMPTION RIGHTS

PART A1

of taking into consideration the following matter and if thought proper approving the resolutions listed below:

10.00 a.m. (Cyprus time) at QIWI’s office, 12 Kennedy Avenue, Kennedy Business Centre, 2nd floor, P.C. 1087, Nicosia, Cyprus, for the purpose

EXTRAORDINARY GENERAL MEETING of shareholders of the Company (the Meeting) will be convened and held on March 06, 2018, at

NOTICE IS GIVEN in accordance with the Regulations 54(a) and 55 of the Articles of Association of the Company (the Articles), that an

January 29, 2018

TO: All shareholders of QIWI plc

(the Company)

OF QIWI PLC

OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

NOTICE FOR THE CONVOCATION

Tel.: +357 22-65-33-90, Fax: +357 22-76-09-18, E-mail: office@qiwi.com.cy, www.qiwi.com

12 Kennedy Avenue, Kennedy Business Centre, 2nd Floor, 1087-Nicosia, Cyprus

QIWI PLC

Exhibit 99.2

for and on behalf of QIWI plc

The Chairman of the Board of Directors

Boris Kim

Yours faithfully,

3.

Annex C – Sample of Proxy to vote under instructions.

2.

Annex B – Sample of Proxy to exercise discretion.

1.

Annex A – Report of the Board of Directors as of January 22, 2018.

Enclosed:

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

BEFORE the time for holding the Meeting, i.e. by March 05, 2018, 10.00 a.m. (Cyprus time) (the “Cut Off Time”).

(b)

by facsimile, to +357 22 76 09 18,

(a)

by electronic mail, to corporatelawyer@qiwi.com, OR

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

(a)

12 Kennedy Avenue, Kennedy Business Centre, 2nd floor, 1087, Nicosia, Cyprus,

the Chairman of the Board of Directors/Secretary of QIWI plc:

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

shareholder’s behalf unless the proxy includes specific voting instructions.

behalf as you will specifically instruct on the instrument of proxy. The Deputy CEO of the Company will not vote for any matter on any

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

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

under the hand of an officer.

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

instructions is enclosed herewith as Annex C.

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

Annex B.

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

shareholder of the Company.

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

PROXY:

\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*\*

to shares issued for in kind consideration.

(b)

the Disapplication only relates to shares issued for cash consideration noting that the shareholders have no pre-emption rights with respect

(a)

the Board’s authority shall be valid for a period of five (5) years from May 08, 2018; and

THAT the shareholders hereby, pursuant to the Disapplication, grant authority to the Board to allot the shares of the Company noting that:

consideration.

cash consideration and further noting that the shareholders have no pre-emption rights with respect to shares issued for in kind

(c)

the Disapplication shall be valid for a period of five (5) years starting from May 08, 2018, noting that it only relates to shares issued for

2018

Nicosia, Cyprus

DATED JANUARY 22, 2018

REPORT OF THE BOARD OF DIRECTORS OF QIWI PLC

QIWI PLC

TO THE SHAREHOLDERS OF

THE REPORT OF THE BOARD OF DIRECTORS AS OF JANUARY 22, 2018

ANNEX B

Exhibit 99.3

6.

The Board therefore recommends to extend the Disapplication for a new term as follows:

investors, the Company would wish to avoid a rights offering given the negative perception it may give to US investors.

(b)

Noting that the Company’s shares are listed on the NASDAQ Global Select Market and are traded among others by and between US

(a)

To allow maximum flexibility to the Company to issue and allot class B shares under the employee incentive programs

5.

The Board notes that it is recommended herein that the pre-emption rights be dis-applied for the following main reasons:

The Board’s recommendations

4.

Rights offerings in the US are generally associated with distressed companies and are therefore not perceived positively by US investors.

the opportunity to provide capital before it can access new investors.

3.

Without a waiver of pre-emption rights, the Company would be required to conduct rights offering in order to give the existing shareholders

the Restricted Stock Units Plan 2015 and the Employee Stock Option Plan 2017).

restrict the Company’s flexibility in issuing new class B shares under employee incentive programs (the Employee Stok Option Plan 2012,

2.

The Disapplication will no longer be effective and shall expire on the last day of the Validity Term (the “Expiration Date”), which will

consideration.

consideration and further noting that the shareholders have no pre-emption rights with respect to shares issued for in kind

Market occurred on May 08, 2013 (the “Validity Term”), noting that the Disapplication only relates to shares issued for cash

five (5) years as from the date of closing of the Company’s initial public offering with a listing on the NASDAQ Global Select

(c)

The Disapplication should be valid and the Board had been granted with authority to allot the shares of the Company for a period of

or persons and at any price provided that such price should not be below the par value of such shares;

(b)

The shares to be allotted thereunder should be allotted at the discretion of the Board, at any time and from time to time to any person

(a)

The Disapplication related to a maximum of 52,000,000 Class B shares;

and sections 59A and 60B(5) of the Law (the “Disapplication”

) as follows:

which are convertible into shares of the Company, as provided in Regulation 8(a) of the Company’s articles of association (the “Articles”)

waived their pre-emption rights in relation to all new shares and/or other securities giving right to the purchase of shares in the Company or

Depositary Shares (the “ADS”) on the NASDAQ Global Select Market, the shareholders of the Company by way of ordinary resolution

1.

Prior the Company’s Class B shares became listed on the NASDAQ Global Select Market and traded publicly in the form of the American

Legal and financial background

sections 59A and 60B of the Cyprus Companies Act, Cap. 113 (the “Law”).

the shareholders of the Company their reasoning for the proposed disapplication of the shareholders’ pre-emption rights as in accordance with

The present document (the “Board Report”) is drawn by the board of directors of the Company (the “Board”) with the purpose of setting out to

(the “Company”)

QIWI plc

QIWI plc

The Chairman of the Board of Directors

Boris Kim

Signed on January 22, 2018

pre-emption rights as stated in paragraph 6 above.

8.

Bearing all the above in mind, the Board recommends to the shareholders of the Company that they proceed with the Disapplication of their

programs.

the Board from time to time, in order to allow maximum flexibility to the Company to issue and allot shares under the employee incentive

Disapplication as stated in paragraph 6 (b) above should be at par value or at any price in excess of the par value, as may be determined by

7.

Having carefully considered the above, the Board considers it justified that the issue price of any shares allotted pursuant to the

for a period of five (5) years as from the Expiration Date in accordance with Section 62 of the Law.

(d)

To recommend to the General Meeting that the authority to allot the shares pursuant to the Disapplication be conferred to the Board

consideration noting that the shareholders have no pre-emption rights with respect to shares issued for in kind consideration;

(c)

The Disapplication shall be valid for a period of five (5) years as from the Expiration Date and it only relates to shares issued for cash

be below the par value;

(b)

The shares to be allotted thereunder shall be allotted at any price at the discretion of the Board, provided that such price shall be not

in the form of ADS, solely for the purpose of issuing and allotment of new shares under the employee incentive programs;

(a)

The Disapplication shall relate to a maximum of 8,500,000 class B shares, including to the extent relevant any class B shares issued