

**CHARTER OF THE STRATEGY COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
QIWI PLC**

**1) Purpose**

- a) The Strategy Committee (the "Committee") is a committee of the board of directors (the "Board") of QIWI plc ("QIWI") established for the following purposes:
  - i) Assessing the strategic development plans, business plans, major financing and investment proposals and other material issues that affect the development of QIWI and its subsidiaries; and
  - ii) Defining top-priority areas, strategic targets and major principles of strategic development of QIWI and its subsidiaries.
- b) Capitalized terms used without definition in this Charter have the meanings ascribed to such terms in QIWI's Articles of Association.

**2) Committee Membership**

- a) The Committee will consist of at least three members of the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board.
- b) Each Committee member must have, or obtain within a reasonable period of time after the appointment to the Committee, familiarity with the key issues relevant to the work of the Committee.
- c) The Board shall designate one member of the Committee as its chairperson.

**3) Meetings and Procedures**

- a) The Committee will set its own schedule of meetings and will meet at least quarterly, with the option of holding additional meetings at such times as it deems necessary or appropriate. The same procedural rules concerning notice of meetings, action by means of written consent or telephonic meetings and other procedural matters shall apply to Committee meetings as apply to Board meetings pursuant to QIWI's Articles of Association.
- b) An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the Board.
- c) The Committee may request that any officers or other employees of QIWI, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Attendance by any directors who are not members of the Committee shall be on a non-voting basis. The Committee may exclude from its meetings anyone the Committee deems appropriate.
- d) At the next meeting of the Board after any Committee meeting, the chairperson will provide the Board with a report on the matters addressed at the Committee meeting. The chairperson may provide the Board with a report on the activity of the Committee more often in the sole discretion of the chairperson.
- e) The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

**4) Authority and Responsibilities**

- a) To the extent deemed necessary or appropriate, the Committee shall:
  - i) examine plans for QIWI's strategic development, business plans and annual budgets and make suggestions in relation to the same to the Board;
  - ii) determine the priority targets of the activities of QIWI and its subsidiaries
  - iii) review and make recommendations to the Board on significant investment and financing plans;

- iv) review and make recommendations to the Board on significant merger and acquisition transactions;
  - v) review and discuss plans in relation to launch of projects in geographical areas and lines of business that are new to QIWI and its subsidiaries;
  - vi) review and discuss any HR, IT and marketing plans that are material to QIWI and its subsidiaries;
  - vii) perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, QIWI's internal documents and applicable law; and
  - viii) maintain and update, as appropriate, this Charter by means of recommendations to the Board.
- b) The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, (i) to inspect any relevant records of QIWI and its subsidiaries and (ii) to request any officer or employee of QIWI or its subsidiaries, outside counsel, internal auditors, internal audit service providers or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
  - c) The Committee shall have the right to investigate the implementation of QIWI's strategic development plans, business plans, major financing and investment plans and other measures within the scope of its authority, including through attending relevant meetings of management bodies of QIWI and its subsidiaries as observers or visitors and requiring the senior management members or relevant persons in charge to make oral or written working reports to the Committee.
  - d) The Committee's decisions shall be of a recommendatory nature and not mandatory or binding for the Board of Directors.

**5) Amendment of this Charter**

This Charter and any amendment to it must be approved by the affirmative vote of a majority of members of the Board.

**6) Availability**

This Charter will be made available on the Company's website.