

TCS Group Holding PLC (TCS)

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## TCSGH PLC announces termination of pre-IPO Shareholders' Agreement

**Moscow, Russia - 27 December 2017.** TCS Group Holding PLC (TCS LI) (the "Group"), Russia's leading provider of online retail financial services via its Tinkoff.ru financial supermarket, announces that it has been informed by Tadek Holding & Finance SA, a significant shareholder controlled by founder Oleg Tinkov, that the Group's shareholders' agreement of 22 October, 2013 has terminated.

The shareholders' agreement was made between Tadek Holding & Finance SA and four other companies controlled by Oleg Tinkov, and four additional pre IPO investors, (1) ELQ Investors II Limited (ELQ), an entity wholly owned by The Goldman Sachs Group, Inc., (2) Vostok Emerging Finance (Cyprus) Limited (VEF) (following a reorganization from the original party Vostok Komi (Cyprus) Limited), (3) Rousse Nominees Limited (BV) a nominee company holding interests for limited partnerships comprising Baring Vostok Private Equity Fund IV, and (4) Lorimer Ventures Limited (Lorimer), an entity wholly owned by Emerging Europe Growth Fund II LLP, managed by its general partner Horizon Capital GP II LLC.

Lorimer had already ceased to be a party to the Shareholders' Agreement on disposing of its entire interest in the Group. While ELQ, VEF and BV do remain significant shareholders and/or GDR holders in the Group, the Shareholders' Agreement automatically terminated when their aggregate holdings fell below 10%.

Fuller details of the Shareholders' Agreement can be found under 'General Information' paragraph 9.9 (pages 247-248) in the Group's IPO Prospectus of 22 October, 2013, on the Group's website [www.tinkoff.ru/eng](http://www.tinkoff.ru/eng)

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### About the Group

TCS Group Holding PLC is an innovative provider of online retail financial services operating in Russia through a high-tech branchless platform. TCS Group includes Tinkoff Bank, mobile virtual operator network Tinkoff Mobile, Tinkoff Insurance, and Tinkoff Software DC, a network of development hubs across Russia.

The Group was founded in 2006 by the Russian entrepreneur Oleg Tinkov and has been listed on the London Stock Exchange since October 2013.

With no retail branches, the Group serves its customers remotely via online channels and its call centre, and operates a network of over 1,800 representatives to ensure smooth delivery of its products. The network covers all of Russia and allows next day delivery to most customers.

The Group's key business is Tinkoff Bank, Russia's first and only direct bank offering both own brand and partner retail financial services via its Tinkoff.ru platform. The product range includes daily banking (credit and debit cards, payments, money transfers), savings, investments, loyalty programmes, travel services, SME services, mortgage platform, and insurance. With its special focus on mobile business, the bank offers mobile applications both for its customer base (Mobile Bank) and beyond it (Traffic Fines, MoneyTalk, Card 2 Card instant money transfers).

As at 1 October 2017, the bank was the second largest player in the Russian credit card market, with a market share of 11.6%. The 9M 2017 IFRS net income of TCS Group Holding PLC amounted to RUB 12.6 bn, ROE stood at 48.8%.

Banki.ru, Russia's largest financial news portal, named Tinkoff Bank the Bank of the Year 2016. In October 2016 Tinkoff Bank was named the largest independent global direct bank by Frost & Sullivan. In 2015 and 2016, the Global Finance magazine named Tinkoff Bank as the Best Consumer Digital Bank in Russia. In 2016, the bank also won Global Finance's Best Integrated Consumer Bank Site award and was named the Best Digital Bank in the CEE by Euromoney. The bank's mobile application was

recognised as the best in Russia by Marksworld Rank & Report for three consecutive years in 2014, 2015 and 2016, and by Deloitte for four consecutive years from 2013 to 2016.

### Forward-looking statements

*Some of the information in this announcement may contain projections or other forward-looking statements regarding future events or the future financial performance of the Group and Tinkoff Bank. You can identify forward looking statements by terms such as "expect", "believe", "anticipate", "estimate", "intend", "will", "could," "may" or "might", the negative of such terms or other similar expressions. The Group and Tinkoff Bank wish to caution you that these statements are only predictions and that actual events or results may differ materially. The Group and Tinkoff Bank do not intend to update these statements to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events. Many factors could cause the actual results to differ materially from those contained in projections or forward-looking statements of the Group and Tinkoff Bank, including, among others, general economic conditions, the competitive environment, risks associated with operating in Russia, rapid technological and market change in the industries the Group operates in, as well as many other risks specifically related to the Group, Tinkoff Bank and their respective operations.*

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