NanduQ

ANNUAL REPORT

2024

CONTENTS

INTRODUCTION

NanduQ is an innovative provider of cutting-edge fintech services. We stand at the forefront of fintech innovations to facilitate and secure the digitalization of payments.

ABOUT THE REPORT

This Annual Report provides a comprehensive overview of NanduQ plc's financial and operational activities for the period from January 1, 2024, to December 31, 2024. All financial data and reporting boundaries of this Report correspond to the consolidated financial statements of NanduQ plc and its subsidiaries ("the Group") for the same period unless stated otherwise.

NanduQ plc ("NanduQ", "the Company", "we"), formerly QIWI plc, is a public company limited by shares and incorporated under the laws of the Republic of Cyprus on February 26, 2007. The Company officially changed its name following approval at the Annual General Meeting held on August 27, 2024, with the change becoming effective on February 6, 2025. The registered and principal executive office is located at 12 Kennedy Avenue, Kennedy Business Centre, 2nd Floor, Office 203, 1087 Nicosia, Cyprus. The company's registration number is HE193010, and its Legal Entity Identifier (LEI) is 253400VWDGA1977ZTQ68.

The American Depository Shares (ADS), representing Class B ordinary shares of NanduQ plc, are traded on the Astana International Exchange (AIX) under the ticker symbol NNDQ and on the Moscow Stock Exchange (MOEX) under the ticker QIWI.

This report is based on applicable regulations and guidelines, including the AIFC Market Rules (AIFC Rules No. FR0003 of 2017, with amendments as of December 15, 2024, effective from January 1, 2025), the AIX Business Rules, as adopted by the AIX Board of Directors and approved by AFSA, with amendments up to September 4, 2024, the AIX Guide to Continuing Obligations of Companies Admitted to the AIX Official List (Version 4.0, February 2025), and the Cyprus Companies Law Cap. 113.

The report may contain forward-looking statements that reflect NanduQ's current views regarding future events and financial performance. These statements are based on assumptions and are subject to risks and uncertainties that may cause actual results to differ materially. Factors that could cause such differences include, but are not limited to, economic and market conditions, regulatory developments, operational challenges and other factors that are beyond the Company's control. Thus, forward-looking statements do not guarantee future performance. NanduQ does not undertake any obligation to update these forward-looking statements to reflect events or circumstances after the date of this report.

The Board of Directors of NanduQ plc approved this Annual Report on May 22, 2025.

COMPANY OVERVIEW

At NanduQ, we are driven by a vision of financial inclusion. By combining virtual and physical distribution channels, we empower individuals—especially those who are underbanked and underserved—as well as businesses, including small and medium-sized enterprises (SMEs), with simple and secure tools to manage and transfer money, making financial services accessible to everyone.

01

AT A GLANCE

NanduQ is an innovative provider of cutting-edge fintech services. We stand at the forefront of fintech innovations to facilitate and secure the digitalization of payments.

An integrated proprietary network lies at the core of our operations. It enables our customers and partners to use various payment methods and transfer money across both virtual and physical environments seamlessly.

NanduQ's payment services are designed to cater to a wide array of financial needs, encompassing:

- Virtual distribution services, including digital wallets and other applications.
- Physical distribution, including a network of kiosks and partnerships with over 650 agents.
- Merchant-focused services, including acquiring and payment gateways.

MISSION

To create adaptive fintech solutions that connect companies and millions of people in a changing world.

183 employees
(+13% compared to 2023)

VALUES

Benefit

- Generating value for customers, employees, and shareholders
- Achieving a result you can be proud of
- Making own decisions, setting goals, and looking for effective ways to achieve them

Drive

- Having enough energy to motivate yourself and your team to complete the project and achieve a result
- Acting fast. Taking responsibility for people, tasks, and business as if the latter were your own

Team play

- Working as a team where everyone understands their role, contribution, and value
- Respecting people, their ideas, and opinions
- Acting and communicating in an open and transparent manner at all levels, developing horizontal ties

Mastery

- Being a pro and seeking continuous improvement
- Daring to create something that others are afraid to create
- Looking for opportunities by thinking outside the box

WHAT NANDUQ STANDS FOR

In February 2025, NanduQ plc completed its rebranding from QIWI plc, marking a new chapter in the Company's evolution. The new name reflects NanduQ's commitment to technological innovation, operational excellence, and inclusive financial services.

"Nandu" refers to a family of flightless birds native to South America, symbolizing agility, adaptability, and forward momentum. The letter "Q" represents quickness and quality—core values that underscore the Company's focus on speed, reliability, and high standards in everything it delivers.

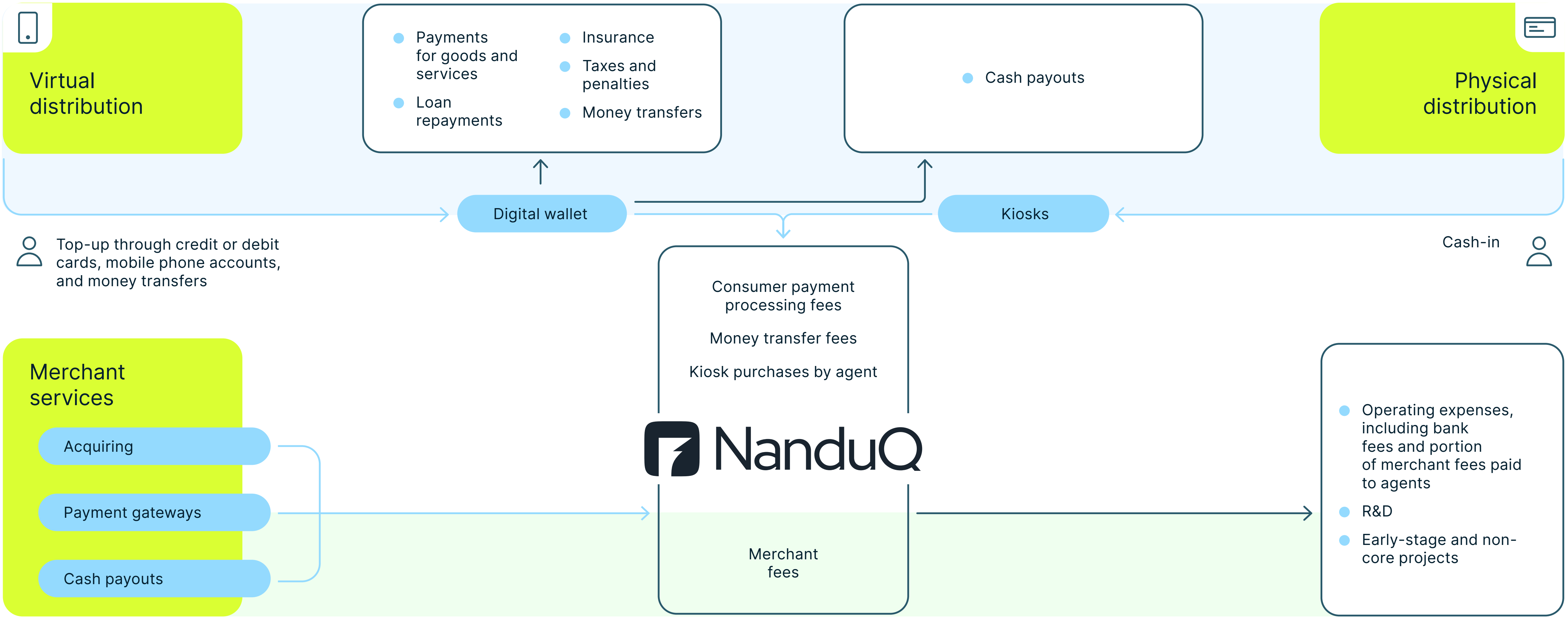
OUR KEY STRENGTHS

NanduQ combines worldwide reach, advanced security, and integrated payment solutions across digital and physical channels. With a focus on financial inclusion and innovation, the Company is well-positioned to serve both traditional and emerging market segments.

Learn more on our website

- Seamless integration of physical and digital payment services
- Personalized financial solutions
- Support for emerging market segments
- Convenient access, fast onboarding, and premium service quality
- Frictionless, secure payment processing
- Scalable open API infrastructure
- Intuitive, user-friendly interfaces
- Robust anti-fraud and anti–money laundering protocols

BUSINESS MODEL



Payment services segments

Money inflow channels

Money outflow channels

PRODUCTS AND SERVICES

NanduQ offers a comprehensive platform integrating digital and physical channels to create a seamless and secure payment ecosystem, purpose-built to meet the evolving needs of individuals and businesses.

VIRTUAL DISTRIBUTION

NanduQ's flagship product is the digital wallet—a versatile financial tool that allows consumers to:

- Make online payments for goods and services
- Store funds securely
- Pay taxes and penalties
- Get access to a wide range of everyday financial services

The digital wallet is a powerful tool for financial inclusion, particularly among underbanked populations. It is accessible through multiple interfaces, including mobile applications, our website, kiosk touchscreens, and third-party platforms, with seamless onboarding that requires only a phone number for registration.

Consumers can replenish their wallets through:

- Cash deposits at NanduQ or partner kiosks
- Linked bank cards or mobile phone accounts
- Online loan disbursements
- The microfinance institutions' payouts directly to the wallet

Users can use digital wallets or prepaid cards to make online purchases without exposing sensitive bank card information, thereby reducing the risk of fraud and enhancing confidence in digital transactions.

USD 1.1 billion
payment-services payment volume

The synergy between physical kiosks and digital wallets is one of our key competitive advantages, creating a self-reinforcing network effect that supports user acquisition, retention, and growth in transaction volume.

PHYSICAL DISTRIBUTION

Our kiosk network remains a foundational part of NanduQ's infrastructure, serving as a key cash-in channel and enabling users to:

- Reload their digital wallets
- Pay for utilities and services

Each kiosk functions as a standalone, fully equipped payment terminal with a touchscreen interface, a cash acceptor, a receipt printer, and a transaction recorder, along with proprietary software that connects seamlessly to our processing platform. **The kiosk network is crucial in areas where digital finance adoption is still in its early stages.**

Under our proprietary agent model, kiosks are assembled by third-party manufacturers to NanduQ's specifications and purchased by over 650 active agents. These agents are responsible for kiosk placement, operation, and maintenance in high-traffic retail locations.

We support agents through technical infrastructure, compliance assistance, operational tools, and performance-based incentives.

While some agents are large retailers or banks, many are small to medium-sized enterprises, enabling us to support local communities by empowering individual entrepreneurs.

15,198
kiosks

MERCHANT SERVICES

NanduQ provides a full spectrum of merchant-focused services, enabling businesses of all sizes to accept and manage payments with ease. Our merchant base includes online retailers, financial institutions, mobile network operators, utility providers, and remittance companies.

Consumers can access these merchants through the digital wallet, while larger merchants are also featured prominently on kiosk screens via clickable icons. Since every kiosk supports wallet registration and account access, the merchant offering remains consistent across all interfaces.

Key services for merchants include:

- Acquiring solutions that support major payment methods and are fully integrated with merchant checkout systems
- Payment gateways embedded into mobile apps and websites for fast and secure consumer payments
- Wallet-based payouts
- Advertising services through targeted placements on kiosk screens

Merchants benefit from a robust, secure infrastructure that includes:

- AML/CFT compliance
- Fraud monitoring systems
- Legal and accounting support
- Customer identity verification tools

We deliver value to merchants by expanding their customer reach, enabling integrated payout solutions, and providing seamless access to our payment infrastructure.

714
merchants active in the system

TECHNOLOGY BEHIND OUR SOLUTIONS

All NanduQ services are built on a proprietary, high-performance microservices architecture designed for agility, scalability, and security.

Our technology stack includes:

- The core processing system, enabling card payments, and secure transfers
- A private cloud infrastructure that supports high availability, load balancing, and real-time scalability
- The specialized kiosk software, developed in-house to ensure secure, real-time transaction processing
- A modular environment with daily feature releases, ensuring a fast response to market demand

This architecture delivers maximum uptime, high transaction speeds, PCI DSS–compliant data security, advanced cryptography, and fraud protection.

We continue to invest in research and development, with a focus on expanding digital use cases, enhancing partner integrations, and exploring underpenetrated market verticals. Our flexible platform enables early-stage experimentation and rapid deployment of new services, reinforcing NanduQ's position as a trusted developer of fintech solutions.

CUSTOMER PRIVACY

At NanduQ, the protection of personal data is a core principle guiding our operations. Our approach to data security is risk-based, encompassing access controls, encryption, data breach response procedures, regular audits, and ongoing compliance reviews. Data protection by design and by default is embedded in all our systems, ensuring our platform remains secure, transparent, and fully aligned with data protection obligations.

As the controller of personal data, we are committed to safeguarding the rights and freedoms of all data subjects whose information we process. Our Privacy Notice outlines the fundamental principles governing our data processing activities and the organizational and technical measures we implement to ensure compliance with the General Data Protection Regulation (GDPR) and applicable local legislation.

We process personal data strictly for predefined business purposes. These activities are conducted transparently and responsibly, with clearly defined safeguards and procedures to maintain the confidentiality, integrity, and availability of personal data. In cases where personal data is transferred to third parties, NanduQ ensures that appropriate contractual protections are in place. Data subjects are granted full access to their rights under the GDPR, including the right to access, correct, delete, restrict, or transfer their data, as well as the right to object to processing or lodge complaints with supervisory authorities.

STRATEGIC REVIEW

NanduQ’s largest operating unit in 2024 was its Kazakhstan business, branded as QIWI. Amid Kazakhstan’s fast-evolving financial landscape, NanduQ has focused on shaping an efficient strategy for long-term resilience, agility, and operational effectiveness.

02

MARKET OVERVIEW

Kazakhstan's financial services sector saw rapid evolution in 2024, driven by digital innovation and tightening regulatory oversight.

Kazakhstan's financial services sector is underpinned by a strong legislative framework[1] and involves multiple regulatory bodies, including the National Bank of the Republic of Kazakhstan (NBRK), the Ministry of Finance, and the Agency for Regulation and Development of the Financial Market (ARDFM). These authorities oversee licensing, prudential standards, and general compliance for services such as payments, electronic money, insurance, banking, and securities.

The country operates under a two-tier banking structure, with NBRK constituting the first tier and commercial banks (excluding the state-owned Development Bank of Kazakhstan) forming the second tier. The financial landscape in Kazakhstan is dominated by traditional retail banks offering robust electronic payment platforms. Key players include Kaspi Bank, Halyk Bank, Bank CenterCredit, Jusan Bank, and Eurasian Bank.

This sector in 2024 was intensely competitive and primarily driven by rapid digital transformation. Key trends included the accelerated adoption of mobile banking, internet payments, digital wallets, and fintech solutions, facilitated by increasing internet penetration and the widespread use of smartphones. Kaspi Bank led the market in digital commerce, digital entertainment, and payment solutions for self-employed individuals, leveraging its extensive infrastructure and significant market share.

Although banks remain central to the financial ecosystem, Kazakhstan has also witnessed a rapid expansion of its fintech startup scene in recent years. Fintech ventures increased from around 50 in 2018 to over 200 by 2024, accompanied by a 4.6x increase in active online banking users (from 5 million in 2019 to 23.1 million in 2023)[2].

Kazakhstan's payment landscape is fueled by favorable demographics, e-commerce and gig economy growth, infrastructure advances, and supportive government initiatives. However, the regulatory landscape[3] has also grown more stringent, especially with the introduction of Resolution No. 10[4], which raised capital requirements and imposed new standards for automation and cybersecurity for electronic money system operators.

Currently, the market includes several payment service providers such as QIWI, Kassa24, PayDala, Aitu, AsiaPay, Yurta, and JETPAY, and businesses like S1lkpay, Wooppay, and Simply, which offer customized B2B products like branded virtual cards. Zolotaya Korona is the dominant player in the money transfer segment, while Western Union also maintains a notable presence.

Kazakhstan has demonstrated openness to innovations in blockchain-based payment technologies. In 2021, the government approved the Roadmap for the Development of the Crypto Industry and Blockchain Technologies, laying the groundwork for future digital infrastructure. The Digital Tenge initiative was launched in 2023 under the Digital Kazakhstan national project. Its objectives include expanding non-cash payment adoption, ensuring the continuous operation of the national payment system, improving transaction efficiency, and boosting the competitiveness of the financial sector.

To date, approximately 250 billion digital tenge have been issued. Kazakhstan has piloted a digital VAT project based on the Digital Tenge, aimed at streamlining VAT administration and accelerating refund processes.

1 Two key pieces of legislation are the Law No. 2155 of March 30, 1995, on the National Bank of the Republic of Kazakhstan (amended on June 19, 2024), and the Law No. 2444 of August 31, 1995, on banks and banking activity (amended on March 15, 2025). These laws authorize regulatory oversight, inspections, and special regulatory regimes.

2 Source: Kazakhstan Fintech Report by RISE Research, the National Payment Corporation of Kazakhstan, Mastercard, and Tarlan Payments (the 2nd edition, July 2024).

3 The primary law establishing the basis for payment services in Kazakhstan is the Law of the Republic of Kazakhstan of July 26, 2016, No. 11-VI ZRK, about payments and payment systems (amended on January 10, 2025). It sets forth the requirements for payment service providers and the list of accepted payment methods and payment processing procedures. The rules of issuance, use and repayment of electronic money, as well as requirements for issuers of electronic money and electronic money systems on the territory of the Republic of Kazakhstan, were approved by the Resolution of the Board of the National Bank of the Republic of Kazakhstan dated August 31, 2016, No. 202. The Rules for Making Non-Cash Payments or Money Transfers in the Republic of Kazakhstan (approved by the Decree of the Management Board of the National Bank of the Republic of Kazakhstan No. 208 dated August 31, 2016) have set forth requirements for payment documents and terms and conditions of payment processing.

4 Its full name is the Resolution No. 10 of the Management Board of the National Bank of the Republic of Kazakhstan dated February 19, 2024, on amendments and additions to specific resolutions of the Management Board of the National Bank of the Republic of Kazakhstan regarding the improvement of the regulation of market participants providing payment services and cashless payments.

NANDUQ'S MARKET POSITION

QIWI Kazakhstan (a subsidiary of NanduQ plc) is registered as a payment organization under the Payment Systems Law and officially recognized by the NBRK as one of the five systemically significant financial organizations. This status allows it to:

- Accept cash payments without opening a sender's bank account (directly or via agents/subagents).
- Distribute electronic money and cards.
- Accept and process electronic payments, facilitate transactions via data exchange with banks or other financial institutions, and perform other financial services.

National Bank of Kazakhstan initiated an audit of books and records of QIWI Kazakhstan in 2024. The audit was finalized in May and the report was issued by the authorities in June 2024. As a result of the audit the Company retained its license and registration with the National Bank of the Republic of Kazakhstan.

Today, the Company's operations are fully supported by its partners. According to the Republic of Kazakhstan's legislation, the opening of electronic wallets and storing funds may only be carried out by second-tier banks. In full compliance with this requirement, QIWI's digital wallet services are partnered with Halyk Bank (Kazakhstan) and supported by third-party technology providers.

In 2024, the Company implemented several technological and operational upgrades:

- Integration and activation of new payout gateways.
- Customization of services to meet client-specific needs.
- Geographic expansion into new regions.
- Deployment of solutions for online conversion and accounting of foreign currency operations in dealings with non-resident counterparties.

The Group continues to pursue initiatives aimed at enhancing business resilience and revenue generation by establishing new partnerships. Its R&D priorities include:

- Sustained market share growth in the payment services segment and expansion of the partner network.
- Restoration of transaction volumes.
- Penetration into new market segments.

STRATEGY

In 2024, NanduQ has redirected its strategic focus toward international markets, with Kazakhstan serving as the primary operational base within the course of the year.

The divestiture of Russian assets at the beginning of 2024 marked a significant turning point in the Company's strategic direction, resulting in a comprehensive realignment of its business model and operations. This transition involved a shift toward international markets, with an emphasis on payment solutions for underserved segments and efficient cross-border transactions.

The shift required the optimization of operating expenses, reallocation of resources, and adaptation of technological infrastructure. While the divestiture initially led to a period of adjustment, cost-control measures and targeted investments in international growth areas helped to stabilize financial performance throughout 2024. The Company also successfully retained its highly skilled team, ensuring continuity in innovation and the ongoing development of services. Overall, the divestiture enabled NanduQ to build a more agile and resilient business.

Following this transition, NanduQ has concentrated on shaping an efficient strategy aimed at long-term sustainability.

This strategy is centered on developing an international payment platform, supported by payout and acquiring gateways and a merchant aggregation system.

Strategic pillars

- Enhancing operational efficiency to align with the evolving business landscape
- Diversifying revenue streams by offering varied options to customers
- Driving business synergy by leveraging expertise, technologies, licenses, gateways, and customer bases
- Leveraging a highly skilled team with deep industry expertise to drive innovation and ensure sustainable growth

In 2025, the Company will focus on reaching operational efficiency, developing an international payment ecosystem, broadening its range of services, and advancing technological capabilities. In particular, NanduQ aims to:

- Expand the payment ecosystem and increase its adoption among merchants and users.
- Strengthen the efficiency of cross-border payment services.
- Optimize expenses to support business sustainability.

This growth will be supported by creating synergies across business areas. The Company also intends to systematically explore new strategic directions to maintain long-term competitiveness.

NanduQ's mid- to long-term plans involve solidifying its position in niche payment solutions, diversifying the revenue base, continuously optimizing operations, and adapting to market evolution. Expansion initiatives will be pursued strategically to ensure profitable growth.

FINANCIAL REVIEW

03

FINANCIAL REVIEW

The year 2024 marked a period of substantial operational transformation, laying the foundation for the restructuring of NanduQ's business around international markets, with a particular focus on Kazakhstan.

As a result of Russian business disposal, the Group has changed the composition of its operating segment, which resulted in a change in reportable segment. The majority part of reported revenue and profit or loss from continuing operations relates to payment services. Therefore, management identified one segment – Payment Services. Starting from January 2024 CODM (the Chief Executive Officer (CEO) of the Group is considered to be the chief operating decision-maker of the Group) has been monitoring performance within one segment for making operating decisions. Accordingly, the Group has restated the previously reported segment information for the year ended December 31, 2023. Payment Services (PS) is the operating segment that generates revenue through operations of the payment processing system offered to the Group's customers through a diverse range of channels and interfaces. All corporate expenses were allocated to this segment accordingly.

CONTINUING OPERATIONS FY 2024 RESULTS

Following the sale of Russian business, comparative historical data related to those assets has been reclassified to discontinued operations in order to conform to the current period's presentation. Unless otherwise stated, the following discussion on operating and financial results of the Company refers to continuing operations.

FY 2024 key operating and financial highlights[i,ii]

	FY 2023 USD thsd. (restated)[iii]	FY 2024 USD thsd.	YoY
Consolidated Group results, Continuing operations			
Revenue	**84,252**	**35,949**	**(57.3%)**
Net Revenue	**33,612**	**19,403**	**(42.3%)**
Payment Volume, USD billion	*2.8*	*1.1*	*(61.8%)*
Net Revenue Yield	*1.18%*	*1.78%*	*0.60 p.p.*
Adjusted EBITDA	**12,577**	**(44,673)**	**(455.2%)**
Adjusted EBITDA margin	*37.4%*	*(230.2%)*	*(267.7 p.p.)*
(Loss) / Profit for the period	**27,961**	**(66,055)**	**(336.2%)**
Adjusted Net (Loss) / Profit	**20,262**	**(20,899)**	**(203.1%)**
Adjusted Net (loss) / profit margin	*60.3%*	*(107.7%)*	*(168.0 p.p.)*

[i] Effective from January 1, 2024 the Company has adopted the change in its functional currency from RUB to USD. The change in functional currency has been accounted for prospectively in accordance with IAS 21 The Effects of Changes in Foreign Exchange Rates. The Company determined that after the sale of the Russian business the main part of the Group's cash is generated and expended in USD.

[ii] Along with the change in the functional currency, the Group has changed the presentation currency of the consolidated financial statements. Effective from January 1, 2024, the Group has adopted the USD as the presentation currency, replacing the RUB which was used up until December 31, 2023. The change in the presentation currency represents a change in accounting policy, therefore, for comparative purposes, the consolidated statement of comprehensive income for the year ended December 31, 2023 includes an adjustment to reflect that change. Items of income and expenses were recalculated at exchange rates at the dates of transactions, or an appropriate approximation thereof.

[iii] Amounts do not correspond with the previously presented due to change in the presentation currency.

PAYMENT VOLUME AND NET REVENUE

Payment Volume was 61.8% lower YoY and amounted to USD 1.1 bn due to the requirement to update technological solutions and secure new partners following the sale of the Russian business and the subsequent revocation of QIWI Bank's JSC ("QIWI Bank") license.

Revenue and Net Revenue decreased by 57.3% YoY to USD 35,949 thousand and by 42.3% YoY to USD 19,403 thousand respectively mainly due to the decline in payment volume.

Net Revenue Yield was 60 bps higher YoY, and amounted to 1.78% driven by the favorable mix effect resulting from a larger share of operations with higher margins.

Operating expenses and other non-operating income and expenses[i]

	FY 2023	FY 2024	YoY
	USD thsd. (restated)[i]	USD thsd.	
Operating expenses	**(72,477)**	**(81,442)**	**12.4%**
% of Net Revenue	***(215.6%)***	***(419.7%)***	***204.1 p.p.***
Cost of revenue, exclusive of items shown separately below	(50,640)	(16,546)	(67.3%)
% of Net Revenue	*(150.7%)*	*(85.3%)*	*(65.4 p.p.)*
Selling, general, and administrative expenses	(10,847)	(13,297)	22.6%
% of Net Revenue	*(32.3%)*	*(68.5%)*	*36.3 p.p.*
Personnel expenses	(14,276)	(13,290)	(6.9%)
% of Net Revenue	*(42.5%)*	*(68.5%)*	*26.0 p.p.*
Depreciation and amortization	(802)	(820)	2.2%
% of Net Revenue	*(2.4%)*	*(4.2%)*	*1.8 p.p.*
Credit loss (expense)/income	4,690	(37,489)	(899.3%)
% of Net Revenue	*14.0%*	*(193.2%)*	*(207.2 p.p.)*
Impairment of non-current assets	(602)	-	(100.0%)
% of Net Revenue	*(1.8%)*	-	*(1.8 p.p.)*
Other non-operating income and expenses	**19,149**	**(18,926)**	**(198.8%)**
% of Net Revenue	***57.0%***	***(97.5%)***	***(154.5 p.p.)***
Gain on disposal of subsidiaries, net	5,536	-	(100.0%)
% of Net Revenue	*16.5%*	-	*(16.5 p.p.)*
Share of loss of an associate	(1,654)	(4,106)	148.2%
% of Net Revenue	*(4.9%)*	*(21.2%)*	*16.2 p.p.*
Foreign exchange gain/(loss), net	5,239	(43,716)	(934.4%)
% of Net Revenue	*15.6%*	*(225.3%)*	*(240.9 p.p.)*
Interest income and expenses, net	(12)	23,688	197,500.0%
% of Net Revenue	*(0.0%)*	*122.1%*	*122.1 p.p.*
Other income and expenses, net	10,040	5,208	(48.1%)
% of Net Revenue	*29.9%*	*26.8%*	*(3.0 p.p.)*

[i] Amounts do not correspond with the previously presented due to change in presentation currency.

Operating expenses increased by 12.4% YoY to USD 81,442 thousand primarily due to a credit loss expense of USD 37,489 thousand resulting from the provision accrued in relation to receivables from the sale of the Russian business, according to the latest approved payment schedule, in the amount of USD 34,127 thousand. In contrast, there was a gain of USD 4,690 thousand in FY 2023, resulting from the release of allowance for expected credit losses (ECL) on restricted cash accounts. Consequently, operating expenses as a percentage of Net Revenue rose by 204.1 ppts to 419.7%. Other growth factors in operating expenses are explained in the paragraphs below.

Cost of revenue decreased by 67.3% to USD 16,546 thousand mainly due to payment volume decrease.

Selling, general and administrative expenses increased by 22.6% YoY to USD 13,297 thousand and by 36.3 ppts YoY to 68.5% as a percentage of Net Revenue mainly driven by increased expenses on legal services and additional expenses on IT infrastructure.

Personnel expenses decreased by 6.9% YoY to USD 13,290 thousand driven by cost optimization. Personnel expenses as a percentage of Net Revenue increased by 26.0 ppts to 68.5% as a result of processes and functions adjustments related to corporate restructuring.

Other non-operating expenses (net) amounted to USD 18,926 thousand compared to other non-operating income (net) of USD 19,149 thousand last year and included (i) share of loss of an associate in the amount of USD 4,106 thousand, (ii) the foreign exchange loss (net) of USD 43,716 thousand associated with the revaluation of a portfolio of assets and liabilities in a foreign currency and primarily resulted from foreign exchange loss on receivables from the sale of the Russian business in the amount of USD 36,477 thousand, (iii) interest income, net amounting to 23,688 USD mainly related to the interest income under the effective interest method, net of loss on modification of receivable for sale of discontinued operations equaled to USD 22,577 thousand, (iv) other income (net) of USD 5,208 thousand.

Profitability results

	FY 2023 USD thsd. (restated)[i]	FY 2024 USD thsd.	YoY
Adjusted EBITDA	**12,577**	**(44,673)**	**(455.2%)**
Adjusted EBITDA margin, %	*37.4%*	*(230.2%)*	*(267.7 p.p.)*
Adjusted Net (Loss) / Profit	**20,262**	**(20,899)**	**(203.1%)**
Adjusted Net (loss) / profit margin, %	*60.3%*	*(107.7%)*	*(168.0 p.p.)*

Adjusted EBITDA decreased by 455.2% YoY to USD (44,673) thousand mainly due to (i) Net Revenue decline by 42.3% YoY, and (ii) a credit loss expense of USD 37,489 thousand resulting from the provision accrued in relation to receivables from the sale of the Russian business, according to the latest approved payment schedule, in the amount of USD 34,127 thousand. Adjusted EBITDA margin decreased by 267.7 ppts YoY to (230.2)% driven by the factors described above.

Adjusted Net loss was USD 20,899 thousand compared to Adjusted Net profit of USD of 20,262 thousand for FY 2023. As a result, Adjusted Net loss margin deteriorated by 168.0 ppts YoY to (107.7)% primarily driven by an increase in operating and non-operating expenses.

[i] Amounts do not correspond with the previously presented due to change in presentation currency.

NON-IFRS FINANCIAL MEASURES AND SUPPLEMENTAL FINANCIAL INFORMATION

This financial review presents Net Revenue, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net (Loss) / Profit, Adjusted Net (Loss) / Profit margin, which are non-IFRS financial measures. These non-IFRS financial measures should not be considered as substitutes for or superior to revenue, in the case of Net Revenue; Net (Loss) / Profit, in the case of Adjusted EBITDA, Adjusted Net (Loss) / Profit each prepared in accordance with IFRS.

Furthermore, because these non-IFRS financial measures are not determined in accordance with IFRS, they are susceptible to varying calculations and may not be comparable to other similarly titled measures presented by other companies. NanduQ encourages investors and others to review our financial information in its entirety and not rely on a single financial measure. For more information regarding Net Revenue, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted Net (Loss) / Profit and Adjusted Net (Loss) / Profit margin, including a quantitative reconciliation of Adjusted EBITDA and Adjusted Net (Loss) / Profit to the most directly comparable IFRS financial performance measures, which is Net (Loss) / Profit in the case of Adjusted EBITDA and Adjusted Net (Loss) / Profit, see Reconciliation of IFRS to Non-IFRS Operating Results in our earnings releases.

We define non-IFRS financial measures as follows:

Net Revenue is a key measure used by management to observe our operational profitability since it reflects our portion of the revenue net of fees that we pass through, primarily to our agents and other reload channels providers. In addition, under IFRS, most types of fees are presented on a gross basis whereas certain types of fees are presented on a net basis.

Adjusted EBITDA from continuing operations is a key measure used by management as a supplemental performance measure that facilitates operating performance comparisons from period to period and company to company by backing out potential differences caused by variations in capital structures, changes in foreign exchange rates that impact financial assets and liabilities denominated in currencies other than our functional currency, tax positions, the age and book depreciation of property and equipment, non-cash charges, and certain one-off income and expenses. Adjusted EBITDA also excludes other expenses, share in losses of associates and impairment of investment in associates because we believe it is helpful to view the performance of our business excluding the impact of entities that we do not control. Because Adjusted EBITDA facilitates internal comparisons of operating performance on a more consistent basis, we also use Adjusted EBITDA in measuring our performance relative to that of our competitors.

Adjusted Net (Loss) / Profit from continuing operations is a key measure used by management to observe the operational profitability of the company. We believe Adjusted Net (Loss) / Profit is useful to an investor in evaluating our operating performance because it measures a company's operating performance without the effect of non-recurring and one-off items or items that are not core to our operations. For example, fair value adjustments and their amortization, interest income under the effective interest method net of loss on modification of receivable for sale of discontinued operations, impairment of non-current assets and penalties do not represent the core operations of the business and do not have a substantial cash effect. Nevertheless, such gains and losses can affect our financial performance.

- "Net Revenue" is calculated by subtracting cost of revenue from revenue.
- "Adjusted EBITDA from continuing operations" is a key measure used by management as a supplemental performance measure that facilitates as Net (loss) / profit from continuing operations plus/(less): (1) depreciation and amortization, (2) other (income) and expenses, net, (3) foreign exchange (gain), net, (4) share of loss of an associate, (5) interest (income) and expenses, net, (6) income tax expense, 7) loss/(gain) from disposal of subsidiary.
- "Adjusted Net (loss) / profit from continuing operations" as Net (loss) / profit from continuing operations plus/(less): (1) fair value adjustments and their amortization, (2) interest income under the effective

interest method net of loss on modification of receivable for sale of discontinued operations, (3) credit loss expense (4) foreign exchange (gain)/loss, net, (5) impairment of non-current assets (6) penalties.

- "Adjusted EBITDA Margin from continuing operations" as Adjusted EBITDA from continuing operations divided by Net Revenue.
- "Adjusted Net (loss) / profit Margin from continuing operations" as Adjusted Net (loss) / profit from continuing operations divided by Net Revenue.

Payment volume provides a measure of the overall size and growth of the business, and increasing our payment volumes is essential to growing our profitability.

Net revenue yield. We calculate Net Revenue yield by dividing Net revenue by the Payment volume. The Net revenue yield provides a measure of our ability to generate net revenue per unit of volume we process.

[1] Amounts do not correspond with the previously presented due to change in presentation currency.

Reconciliation of IFRS to Non-IFRS Operating Results *(in thousands of US Dollars, except per share data)*

		Year ended
	December 31, 2023 (restated)[1]	December 31, 2024
	USD	USD
Continuing operations		
Revenue	**84,252**	**35,949**
Minus: Cost of revenue	(50,640)	(16,546)
Total Net Revenue from continuing operations	**33,612**	**19,403**
Discontinued operations		
Revenue	**760,216**	**31,949**
Minus: Cost of revenue	(368,606)	(13,919)
Total Net Revenue from discontinued operations	**391,610**	**18,030**
Profit/(loss) from continuing operations	**27,961**	**(66,055)**
Plus:		
Depreciation and amortization	802	820
Other (income) and expenses, net	(10,040)	(5,208)
Foreign exchange (gain), net	(5,239)	43,716
Share of loss of an associate	1,654	4,106
Interest (income) and expenses, net	12	(23,688)
Income tax expense	2,963	1,636
Loss/(Gain) from disposal of subsidiary	(5,536)	-
Adjusted EBITDA from continuing operations	**12,577**	**(44,673)**
Adjusted EBITDA margin	*37.4%*	*(230.2%)*
Profit/(loss) from continuing operations	**27,961**	**(66,055)**
Plus:		
Fair value adjustments and their amortization	(8,301)	(775)
Interest income under the effective interest method net of loss on modification of receivable for sale of discontinued operations	-	(22,577)
Credit loss expense	-	34,127
Foreign exchange (gain) / loss	-	36,477
Impairment of non-current assets	602	-
Penalties	-	(2,096)
Adjusted Net Profit / (Loss) from continuing operations	**20,262**	**(20,899)**

CORPORATE GOVERNANCE

04

CORPORATE GOVERNANCE

The Company's ability to achieve its strategic goals and effectively represent shareholders' interests is underpinned by a robust corporate governance framework.

NanduQ plc was incorporated in Cyprus under the name OE Investments Limited in 2007. The Company changed its legal name to Qiwi Limited in 2010, and subsequently to QIWI plc upon going public in 2013.

In 2023, QIWI completed the consolidation of its Russian-based assets under JSC QIWI. In 2024, the Company sold its entire stake to the former CEO Andrey Protopopov. This operation is hereinafter referred to as the "Transaction" (please see Significant Corporate Events for more information). Following shareholder approval at the Annual General Meeting on August 27, 2024, the Company officially changed its name to NanduQ plc, effective February 6, 2025.

Currently, NanduQ plc has no branches or representative offices. It is a holding company that operates through its subsidiaries. (Please refer to the Note 5 of the Company's consolidated financial statements for a list of our principal subsidiaries as of December 31, 2024.).

The Company's corporate governance framework is guided by the Companies Law of Cyprus (Cap. 113) and aligned with the Corporate Governance Principles and best practice standards of the AIFC Market Rules (MAR). Under the Listing Rules of the Moscow Exchange, the admission of the Company's ADSs to trading on the MOEX does not impose any additional corporate governance requirements.

At this time, the Company emphasizes the efficient use of resources, information, and efforts to effectively meet its objectives while staying true to its foundational principles of transparency, accountability, and fairness.

The highest governing body of the Company is the General Meeting of Shareholders that is responsible for approving changes in the authorized share capital, election and remuneration of Directors and Auditors, and annual financial statements, and authorizing significant actions such as the Company's name changes, dissolution or liquidation, share buybacks, and other matters specified in the Articles of Association.

NanduQ's corporate governance framework clearly describes the segregation of responsibilities between the Shareholders, the Board of Directors, and the CEO, ensuring transparent decision-making processes and robust oversight. The Board of Directors is elected by shareholders at the Annual General Meeting and is entrusted with strategic oversight and governance responsibilities, including the supervision of executive management, approval of key corporate policies, and decision-making on significant financial, structural, and strategic matters.

NanduQ's corporate governance framework effectively promotes compliance with the AIFC Corporate Governance Principles

The Chairperson of the Board ensures effective governance by promoting adherence to the Corporate Governance Principles and best practice standards, as well as regulatory compliance. Additionally, this person acts as the primary liaison between the Board and the Executive Management.

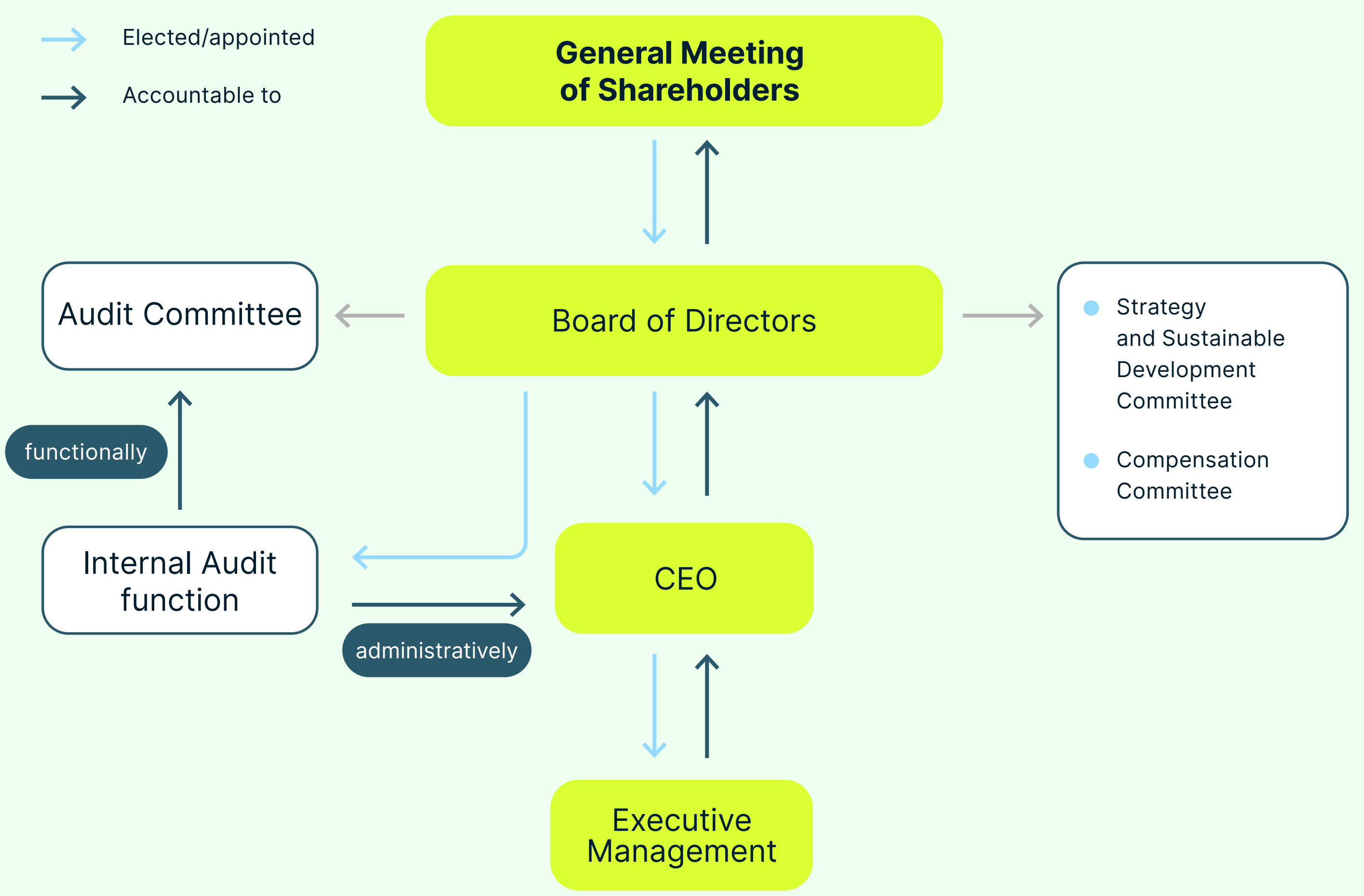
The Board appoints the Secretary of the Company to support the Board and its Committees by ensuring the effective implementation of corporate governance procedures and compliance with legal and regulatory obligations. The Secretary is responsible for maintaining accurate corporate records, facilitating communication with shareholders, and providing guidance on Directors' duties and corporate governance matters.

The Chief Executive Officer (CEO), supported by the senior executive team, is responsible for implementing the Company's strategy and managing day-to-day operations within the delegated authority granted by the Board. The CEO has the authority to approve all transactions not specifically requiring the Board approval and may be delegated additional responsibilities by the Board as necessary.

The corporate governance framework is further strengthened by robust internal control and risk management systems. These systems proactively identify, assess, and mitigate risks, ensuring informed decision-making and safeguarding stakeholder interests. (Please refer to the Internal Control and Audit and Risk Management sections for more details.)

In the Directors' opinion, this corporate governance framework effectively promotes compliance with the AIFC Corporate Governance Principles. The Company remains committed to reviewing and refining its governance practices to align with evolving business requirements and regulatory standards.

NanduQ's corporate governance framework



CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE

The Company adheres to the Corporate Governance Principles outlined in the AIFC Market Rules as mandatory high-level requirements.

NanduQ has adopted the Corporate Governance Principles outlined in MAR Schedule 3 to the extent it deemed necessary, material, and sufficient to comply with the AIFC Market Rules and ensure sound and prudent corporate governance. In line with the AIFC Market Rules, which recognize multiple approaches to compliance, the Company's approach acknowledges its current scale and operational complexity while maintaining adherence to essential corporate governance practices.

The corporate governance best practice standards that NanduQ did not comply with in 2024	Details of non-compliance	The Company's actions
Except where the positions of the chairman of the Board and the chief executive are held by the same individual, the chairman of the Board should meet the independence criteria set out in paragraph 31. (MAR 2.2.3, 20)	The Chairperson of the Board is not an Independent Director.	NanduQ has implemented corporate governance mechanisms to ensure the impartiality of the Chairperson by preventing them from making decisions related to their interests.
The Board should include key executive officers such as the Chief Executive Officer and the Chief Financial Officer. (MAR 2.2.4, 26A)	The CFO does not hold a position on the Board.	Due to the Company's downsized structure, the Board maintains direct contact with the Chief Financial Officer (CFO) outside formal Board meetings, ensuring continuous and effective communication. The Chief Executive Officer (CEO) is a member of the Board.
The Board should establish and maintain a nomination committee to lead the process for appointments and make recommendations to the Board relating to the appointment of Board members and senior management. (MAR 2.2.4, 35)	The Company has not yet established a Nomination Committee, and the existing Board committees are not authorized to lead the appointment process or make relevant recommendations to the Board.	The Company will consider establishing a separate Nomination Committee or assigning nomination-related responsibilities to the Compensation Committee.
A majority of members of the nomination committee should be independent non-executive Directors. The chairman of the nomination committee should be an independent non-executive Director. (MAR 2.2.4, 35)	The Company has not yet established a nomination committee or empowered the Compensation Committee with the relevant functions.	The Company will consider this best practice standard when establishing a separate Nomination Committee or assigning nomination-related responsibilities to the Compensation Committee.
The Board should undertake a formal and rigorous evaluation of its own performance and that of its committees and individual Directors at least annually. (MAR 2.2.4, 43)	The Board has not undertaken an assessment of its performance in 2024.	This practice was followed in the past and is under consideration for reinstatement.
The chair of the remuneration committee should be an independent non-executive Director. In addition, the chairman of the Board may also be a member but not the chair of the committee. (MAR 2.2.8, 70)	The Chairperson of the Compensation Committee is simultaneously the Chairperson of the Board and is not an Independent Director.	The Company ensures balanced oversight over the compensation of Directors through the majority (67%) of Non-Executive Independent Directors in the Compensation Committee. Matters related to the approval of Directors' remuneration, including that of the Chair of the Board, fall within the competence of the shareholders.

SIGNIFICANT CORPORATE EVENTS

In 2023, the Company initiated a strategic corporate restructuring to adapt to evolving geopolitical, regulatory, and market conditions.

This process culminated in a transformative transaction executed on January 19, 2024, involving the sale of the Company's assets in Russia, consolidated under JSC QIWI, to Fusion Factor Fintech Limited, a Hong Kong-based company wholly owned by the Company's former CEO and Director, Mr. Andrey Protopopov.

The Transaction was completed on January 29, 2024. The purchase price of RUB 23.75 billion was initially scheduled to be paid over several years, with half due within four months of the agreement and the remainder in four annual installments. On April 21, 2025, the Company announced an extension of the payment terms for the second and third installments to October 31, 2025, at the Buyer's request, following the previous extensions.

The Board of Directors, supported by a Special Committee created to evaluate and consider the Transaction for recommendation to the Board (see below), unanimously approved the Transaction.

Upon closing, Mr. Protopopov resigned from the position of Company's CEO and Director. Consequently, Mr. Alexey Mashchenkov assumed both roles.

The Transaction represented a substantial shift in the Company's structure and operations. As of December 31, 2023, Russia-based assets accounted for 83.8% of the Company's total assets and 89.9% of total revenue (combined continuing and discontinued operations). As a result, the Company has exited its historically dominant market and is now focused on expanding its international operations, including those in Kazakhstan.

The nature of the Company's business has also changed. It has transitioned from a predominantly domestic payment processing company to a diversified, international fintech group focusing on digital financial services in emerging markets.

OTHER KEY EVENTS DURING THE REPORTING PERIOD:

- On February 21, 2024, the banking license of the former subsidiary JSC QIWI Bank was revoked, which had certain implications on the Company's business.[1]
- On June 17, 2024, NanduQ announced the receipt of a resignation notice from its depositary, The Bank of New York Mellon.[2]
- On August 8, 2024, The Company announced changes to the Board of Directors.[3]
- On August 27, 2024, NanduQ announced the results of the 2024 Annual General Meeting held on August 27, 2024.[4]
- On September 6, 2024, the Company's ADSs were listed on the Astana International Exchange (AIX).[5]
- On September 16, 2024, the Company's ADSs were officially delisted from the NASDAQ Stock Exchange, following a notice from the NASDAQ Hearings Panel.[6]
- On May 21, 2024[7] and August 20, 2024[8] NanduQ provided updates regarding the extension of the payment terms under the Transaction. On November 22, 2024, NanduQ announced that the Board of Directors has authorized the extension of the payment terms for the second and third installments under the Transaction to May 31, 2025.[9]
- On December 19, 2024, NanduQ announced financial results for the first half of 2024.[10]
- On December 30, 2024, the Company filed a Form 15F with the U.S. Securities and Exchange Commission (SEC) with the intent of deregistering its ADSs. According to SEC Rule 12h-6(g)(1), the deregistration and termination of reporting obligations are automatic and self-executing. Deregistration becomes effective 90 days after filing, provided there are no objections from the SEC during this period. During the aforementioned period, neither the Company nor its representatives received any objections or requests from the SEC.[11]

September 6, 2024 NanduQ's ADSs were listed on AIX

KEY EVENTS AFTER THE REPORTING PERIOD:

- After the reporting period, on February 13, 2025, the Company announced the completion of its name change to NanduQ plc effective February 6, 2025, and announced the launch of a new corporate website. The Company also changed its ticker on AIX to "NNDQ" following a completion of its corporate name change from QIWI plc to NanduQ plc.[12]
- On February 20, 2025, NanduQ announced that it had appointed RCS Stock Transfer Inc., a transfer agent registered with the U.S. Securities and Exchange Commission, along with RCS Trust and Corporate Services Ltd. as custodian to jointly succeed The Bank of New York Mellon in administering the Company's American Depositary Share ("ADS") program.[13]
- On April 9, 2025, NanduQ announced the Extraordinary General Meeting of Shareholders.[14]
- On April 21, 2025, NanduQ announced that the Board of Directors had authorized the extension of the payment terms for the second and third installments under the Transaction to October 31, 2025.[15]

[1] https://nanduq.com/news-and-events/press-releases/26373/
[2] https://nanduq.com/news-and-events/press-releases/26365/
[3] https://nanduq.com/news-and-events/press-releases/26357/
[4] https://nanduq.com/news-and-events/press-releases/26353/
[5] https://nanduq.com/news-and-events/press-releases/26351/
[6] https://nanduq.com/news-and-events/press-releases/26349/
[7] https://nanduq.com/news-and-events/press-releases/26367/
[8] https://nanduq.com/news-and-events/press-releases/26355/
[9] https://nanduq.com/news-and-events/press-releases/26347/
[10] https://nanduq.com/news-and-events/press-releases/4108600/
[11] https://nanduq.com/news-and-events/press-releases/4108601/
[12] https://nanduq.com/news-and-events/press-releases/4108602/
[13] https://nanduq.com/news-and-events/press-releases/4108603/
[14] https://nanduq.com/news-and-events/press-releases/4108604/
[15] https://nanduq.com/news-and-events/press-releases/4108605/

GENERAL MEETING OF SHAREHOLDERS

NanduQ is committed to safeguarding shareholders' rights and maintaining transparent communication with them.

NanduQ convenes an Annual General Meeting (AGM) each year. All other General Meetings are classified as Extraordinary General Meetings (EGMs). General Meetings must be called with a minimum of 45 days' written notice in the case of AGMs, director elections, or meetings called for passing a special resolution. All other meetings require at least 30 days' notice.

In 2024, NanduQ convened three General Meetings:

Extraordinary General Meeting

February 1, 2024

Shareholders appointed PAPAKYRIACOU & PARTNERS LIMITED (Cyprus) as the Company's Auditor in accordance with the provisions of section 153 of the Cyprus Companies Law, Cap. 113 and authorized the Board to determine the Auditor's remuneration.

Extraordinary General Meeting

March 11, 2024

Shareholders voted against authorizing the buyback of Class B shares.

Annual General Meeting

August 27, 2024

Shareholders approved the audited financial statements for the 2023 financial year, reappointed PAPAKYRIACOU & PARTNERS LIMITED as the Company's Auditor, elected the Board of Directors, approved the non-executive Directors' remuneration, approved that no remuneration shall be fixed for executive Directors and the Directors that are direct representatives of the shareholders with a significant interest in the Company, and approved the name change from QIWI plc to NanduQ plc.

BOARD OF DIRECTORS

NanduQ's Board of Directors is committed to the sound and prudent governance of the Company and acts in the long-term interests of its shareholders.

The Company has a single-tier Board structure. According to the Company's Articles of Association, NanduQ's Board of Directors may comprise up to seven persons, nominated and elected by the shareholders (subject to certain exemptions). Currently, NanduQ's Board of Directors comprises five Directors. The primary responsibility of NanduQ's Board of Directors is to oversee the Company's operations and to supervise its affairs.

NanduQ's Board of Directors is well-balanced in terms of independence, experience, and knowledge of the Company's operations. All Directors are provided with sufficient resources to effectively perform their responsibilities, including timely, comprehensive information on the Company's affairs.

POWERS OF THE BOARD

The Board has been granted authority to manage the Company's affairs and has the authority to decide, among other things, on the following: approving the Group's strategy, annual budget, and business plans; supervising Company operations and Executive Management; approving major acquisitions and disposals; declaring and distributing dividends; and approving related-party transactions, except those that are routine, internal, or under USD 50,000. The Board also adopts employee stock option plans and other equity-based incentive programs, oversees the effectiveness of internal control and risk management processes, and approves certain loans and financial arrangements.

A resolution at a duly constituted meeting of the Board is approved by an absolute majority of votes of all the Directors unless a higher majority and/or affirmative vote of any Independent Directors is required on a particular matter. The Chairman does not have a second or casting vote in case of a tie. A resolution consented to in writing, signed or approved by all Directors, will be as valid as if it had been passed at a meeting of the Board of Directors or a committee when signed by all the Directors.

ELECTED AND INDEPENDENT DIRECTORS

The Board comprises two categories of directors: Elected Directors and Independent Directors. The Articles of Association require that the Board includes not more than four Elected Directors and not less than three Independent Directors.

As of 2024, independence was assessed per the NASDAQ Listing Rules, according to which a Director employed by the Group or that has, or had, material relationship with the Group, either directly or as a partner, shareholder or officer of an organization that had a relationship with the Group during the last three years, cannot be deemed to be an Independent Director. Ownership of a significant number of shares alone does not constitute a material relationship. Directors should also inform the Company of any circumstances that might challenge their independence during the term of their office as soon as they occur.

Following this standard, the Board assessed the Directors' independence before the AGM of August 27, 2024, and affirmatively determined that Mr. Alexey Ivanov, Mr. Alexey Solovyev, and Mr. Lev Kroll qualified as Independent Directors. The next independence evaluation will be performed within the convocation of the AGM to be held in 2025, applying the standards outlined in the AIFC Market Rules.

The Board has not appointed a Senior Independent Director. The current size and composition of the Board are deemed sufficient to ensure adequate oversight and communication with stakeholders. The roles typically assigned to the Senior Independent Director are adequately addressed through existing corporate governance mechanisms.

60% of the Board is constituted by independent Directors

20% female representation

NOMINATION AND ELECTION PROCEDURES

The term for the Directors serving on the Board at the time of this annual report will expire at the Annual General Meeting of shareholders to be held in 2025. The Directors shall be elected at each subsequent Annual General Meeting of shareholders.

Each of the Board and any shareholder or group of shareholders is entitled to nominate candidates for the Board of Directors, provided the nomination is submitted at least 30 days before the General Meeting. The Board screens all nominations for compliance with the Articles of Association and publishes the final slate of nominees at least 15 days before the meeting.

Subject to limited exceptions, Directors are elected through weighted voting (also known as cumulative voting), whereby shareholders may cast votes equal to the number of voting rights attached to their shares, multiplied by the number of seats to be filled. Each Class A share carries ten votes, and each Class B share carries one vote. ADS holders, representing beneficial ownership of Class B shares, may instruct the depositary on how to vote with the corresponding amount of Class B shares during the General Meeting.

Under Cyprus law, notwithstanding any provision in the Articles of Association, a Director may be removed by an ordinary resolution of the General Meeting of shareholders. The shareholders who desire the removal of the Director could, with 28 days' notice, request the Board to call a General Meeting for such removal. The office of any of the Directors shall be vacated if, among other things, the Director becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or becomes permanently incapable of performing his or her duties due to mental or physical illness or due to his or her death. The Board of Directors is entitled to exercise its right to appoint a Director to fill in a vacancy on the Board created during the term of a Director's appointment as provided in the Articles of Association.

BOARD COMPOSITION IN 2024

Several changes to the Board took place during the reporting year:

- After divesting the Company's Russia-based assets in January 2024, Mr. Andrey Protopopov resigned as Elected Director and CEO, and Mr. Alexey Mashchenkov was appointed Elected Director and CEO, effective January 29, 2024.
- Mr. Alexey Blagirev resigned as an Independent Director on August 8, 2024.

The current Board was elected at the AGM held on August 27, 2024. All the Directors of the Company (Messrs. Alexey Ivanov, Alexey Solovyev, Lev Kroll, Oxana Sirotinina, Alexey Mashchenkov, Sergey Solonin) retired from office at the AGM held on August 27, 2024. It comprises three Independent Directors (Mr. Alexey Ivanov, Mr. Alexey Solovyev, and Mr. Lev Kroll) and two Elected Directors (Ms. Oxana Sirotinina and Mr. Alexey Mashchenkov).

Ms. Oxana Sirotinina was elected Chairperson of the Board. She holds no executive position within the Company.

There were no significant changes in the allocation of responsibilities or the compensation structure of the Board during 2024.

QUALIFICATIONS AND EXPERTISE OF THE BOARD MEMBERS

A Audit Committee

C Compensation Committee

S Strategy and Sustainable Development Committee

Oxana Sirotinina

Chairperson, Non-Executive Director

C

Initially appointed:
September 2022

Qualifications and experience

Ms. Oxana Sirotinina has served as our director since September 2022. She also runs Mr. Sergey Solonin's family office. In addition, Ms. Sirotinina serves as the General Director of the LLC "BLK Group," which focuses on asset management and consultation. Ms. Sirotinina learned a degree in accounting and audit in 1997 from the All-Russian Distance-Learning Institute of Finance and Economics (now a division of Financial University under the Government of the Russian Federation). In 2004, she received an MBA from the Russian Presidential Academy of National Economy and Public Administration. Ms. Sirotinina holds a Candidate of Sciences Degree in Economics (Derzhavin Tambov State University, 2007).

Share ownership

Does not hold any shares or ADSs of NanduQ plc.

Alexey Ivanov

Non-Executive Independent Director

A

Initially appointed:
September 2022

Qualifications and experience

Mr. Alexey Ivanov has served as our director since September 2022. He has over 30 years of experience in international finance, consulting and auditing. He is currently an independent director and chairman of the audit committees for two other listed industrial companies, and a non-executive director of a privately owned consumer goods business. Previously, he was a chief executive officer of a private consulting company from June 2020 to July 2023 and a partner at PricewaterhouseCoopers from 2004 to 2020. In 1991, Mr. Ivanov graduated from St. Petersburg State University with an honors degree in Economic Cybernetics. He qualified as a chartered accountant in 1997 and is a member of the Institute of Chartered Accountants in England & Wales (ICAEW). Since 1998, Mr. Ivanov also holds an audit certificate issued by the Ministry of Finance of the Russian Federation.

Share ownership

Does not hold any shares or ADSs of NanduQ plc.

Lev Kroll

Non-Executive Independent Director

A C S

Initially appointed:
March 2023

Qualifications and experience

Mr. Lev Kroll has served as our director since March 2023. He has a strong background in marketing and entrepreneurship and holds a profound and diverse expertise in such areas as advisory, mentoring, consulting, strategic positioning, and business structuring. Since 2021, Mr. Kroll has served as General Manager and Chief Strategy Officer at AppCapital. vc, a company with a diverse portfolio of subscription-type applications aimed at scale through marketing and product development. Prior to the current appointments, Mr. Kroll studied Sociology in Higher School of Economics, Moscow and went on to becoming a co-founder of advertising agencies Manufactura (social media agency, 2011) and Gravity (2013), worked in the role of Chief Marketing Officer (CMO) at Claustrophobia (2014), with international experience gained from Incantico, Italy (2017) where he worked as a managing partner, overseeing the launch of the business and its growth. In recent years, Mr. Kroll has served as a CMO focused on smart devices and AI technologies, aiming to help software companies tackle hardware challenges.

Share ownership

Does not hold any shares or ADSs of NanduQ plc.

Alexey Mashchenkov

Executive Director

S

Initially appointed:
January 2024

Qualifications and experience

Mr. Alexey Mashchenkov has served as our Chief Executive Officer since January 2024 and the Chief Financial Officer since November 2021. Alexey started his career with PwC and Bain & Company. Before joining QIWI, Alexey Mashchenkov served as Deputy CEO of Russian Fishery and, previously, as Group CFO of Russian Standard. Mr. Mashchenkov has over 20 years of experience in various finance and investment management roles, with private and public companies, and a track record of successful financing, M&A, and restructuring transactions. Mr. Mashchenkov graduated from St. Petersburg State University, holds an MBA from INSEAD, and completed AMP at Harvard Business School.

Share ownership

Holds 35,938 Class B shares of NanduQ plc, corresponding to 0.06% of economic ownership and 0.02% of voting power.

Alexey Solovyev

Non-Executive Independent Director

A C S

Initially appointed:
September 2022

Qualifications and experience

Mr. Alexey Solovyev has served as our director since September 2022. He has been working in the venture capital market for over 10 years, starting in 2011 after gaining experience in the company of Leonid Boguslavsky, ru-Net (RTP Global). In 2019, after serving as a Managing Partner and CEO in several VC firms, Mr. Solovyev founded the private investment company A.Partners. He is also a co-founder of AngelsDeck, one of the largest business angel groups. Prior to starting a career as a venture investor, Mr. Solovyev worked in leading IT companies such as Optima Group and IBS Group, where he was responsible for M&A strategy and the IPO sector, involved in the processes of deal sourcing, due diligence, portfolio business development, generation, and execution of exit opportunities. Mr. Solovyev graduated from Bauman Moscow State Technical University in 2002 with a degree in Computer Science and studied venture investments at the Haas School of Business, University of California, Berkeley (USA, California).

Share ownership

Does not hold any shares or ADSs of NanduQ plc.

BOARD ACTIONS IN 2024

In 2024, the Board held 15 in-person meetings with 100% attendance and adopted seven unanimous written resolutions. The special focus areas considered by the Board in the reporting period were the restructuring process and its post-implementation phase, as well as the Company's public status.

15
in-person meetings held and

7
unanimous written resolutions adopted in 2024

BOARD COMMITTEES

The Board of Directors currently has three committees: the Audit Committee, the Strategy and Sustainable Development Committee, and the Compensation Committee. Each committee has its own charter describing its authorities and responsibilities.

The Special Committee, established specifically to evaluate and consider the contemplated Transaction, remained in place from July 2023 until January 2024 (see below for further details).

AUDIT COMMITTEE

Roles and responsibilities

The Audit Committee, governed by the Audit Committee Charter, consists of independent Directors and was established to represent and assist the Board in the oversight and monitoring of:

- NanduQ's accounting and financial reporting processes.
- Accuracy and integrity of the financial statements.
- Internal control and risk management efficiency.
- Compliance with legal and regulatory requirements.
- The independent Auditor's qualifications, independence, and performance.

In 2024, the Audit Committee held seven in-person meetings with 100% attendance and adopted one unanimous written resolution.

Composition and attendance

Member	Position	Attendance[1]
Alexey Ivanov	Chairperson, Non-Executive Independent Director	8/8
Lev Kroll	Non-Executive Independent Director	8/8
Alexey Solovyev (since August 27, 2024)	Non-Executive Independent Director	3/3
Alexey Blagirev (until August 8, 2024)	Non-Executive Independent Director	5/5

[1] Including written resolutions.

Main activities during 2024

In 2024, the Audit Committee focused on two primary objectives: overseeing the preparation of NanduQ's financial statements and financial reporting processes, and the remediation of the material weakness in internal control over financial reporting identified during the 2023 financial year.

COMPENSATION COMMITTEE

Roles and responsibilities

The Compensation Committee, governed by the Compensation Committee Charter, was established for the following purposes:

- Providing oversight of NanduQ's compensation policies, plans, and benefits.
- Fulfilling the Board's responsibilities related to the oversight of the compensation of the CEO and executive officers.
- Evaluating, approving, and administering the Company's compensation plans, policies, and programs to ensure they are used efficiently to attract and retain the best personnel available for positions of substantial responsibility.
- Reviewing and making recommendations on the compensation of the Company's CEO and Head of Internal Audit.
- Approving compensation for the Company's senior management and heads of key control functions.

In 2024, the Committee held six in-person meetings with 100% attendance and adopted one unanimous written resolution.

Main activities during 2024

In 2024, following the divestiture of the Company's Russia-based assets, the Committee dedicated its efforts to recalibrating the compensation framework with the revised business scope and growth goals and aligning its compensation practices with the best practice standards outlined in the AIFC Market Rules.

Composition and attendance

Member	Position	Attendance[1]
Oxana Sirotinina	Chair, Non-Executive Director	7/7
Alexey Ivanov (until August 27, 2024)	Non-Executive Independent Director	4/7
Alexey Solovyev	Non-Executive Independent Director	7/7
Lev Kroll (since August 27, 2024)	Non-Executive Director	3/7

[1] Including written resolutions.

STRATEGY AND SUSTAINABLE DEVELOPMENT COMMITTEE

Roles and responsibilities

The Strategy and Sustainable Development Committee, governed by the Strategy and Sustainable Development Committee Charter, was established for the following purposes:

- Assessing the strategic development plans, business plans, annual budgets, major financing and investment proposals, M&A transactions, and other material issues that affect the development of the Company.
- Defining top-priority areas, strategic targets, and major principles of the strategic development of NanduQ.
- Determining strategic priorities and guidelines for sustainable development, developing ESG policies, KPIs, and targets, and monitoring the implementation of the ESG strategy.

In 2024, the Committee held seven in-person meetings with 100% attendance.

Main activities during 2024

In 2024, following the divestiture of the Company's Russia-based assets, the Committee focused on redefining NanduQ's strategic directions and exploring organic and inorganic growth opportunities.

Composition and attendance

Member	Position	Attendance
Alexey Solovyev	Chair, Non-Executive Independent Director	7/7
Lev Kroll	Non-Executive Independent Director	7/7
Alexey Mashchenkov (since January 30, 2024)	Executive Director	7/7
Alexey Blagirev (until August 8, 2024)	Non-Executive Independent Director	4/4
Andrey Protopopov (until January 29, 2024)	Executive Director	0/0

SPECIAL COMMITTEE (UNTIL JANUARY 2024)

In connection with the strategic restructuring process, the Special Committee, consisting exclusively of the Company's Independent Directors and supported by external financial and legal advisors, was convened to ensure that the contemplated Transaction would be fair and serve the best interests of both the Company and its shareholders.

The Special Committee undertook a comprehensive assessment of the potential impact of various restructuring alternatives on all key shareholder groups. To support its deliberations, it commissioned an independent valuation opinion from a reputable investment bank. Based on this independent assessment, the Special Committee concluded that the transaction terms aligned with standard market conditions.

After the Transaction had been finalized, the Special Committee was disbanded.

EXECUTIVE MANAGEMENT

NanduQ's executive management team is entrusted with the operational execution of the Company's strategy and oversees a broad range of critical business functions.

The Executive Management responsibilities include:

- Oversight of ongoing operational activities.
- Development and implementation of M&A initiatives.
- Internal administrative, operational, and financial management

Following the strategic divestiture of Russia-based assets, the Executive Management played a central role in realigning the Company's strategic focus throughout 2023–2024. Their efforts were instrumental in repositioning the Group's operations toward international expansion, new geographies, and sustainable growth vectors.

All Senior Executives are employed under standard agreements that reflect applicable labor regulations. These contracts address the terms of employment, compensation, confidentiality, and compliance with legal and ethical standards. Senior Executives are required to uphold the Company's policies and safeguard its confidential information and intellectual property.

Under NanduQ's Articles of Association, the Board of Directors is empowered to appoint the Chief Executive Officer (CEO) by an absolute majority of all Directors. The CEO must also be a member of the Board.

The CEO is responsible for managing the Group's day-to-day affairs and operations. This includes executing strategic initiatives, supervising business development, and overseeing all corporate activities that do not require shareholder or Board approval. The Board may further delegate specific responsibilities to the CEO as deemed appropriate.

QUALIFICATIONS AND EXPERTISE OF THE SENIOR EXECUTIVES

Alexey Mashchenkov
Chief Executive Officer (CEO)

Initially appointed: January 29, 2024

Qualifications and experience
Mr. Mashchenkov has served as the Chief Financial Officer of the Company since November 2021, before being appointed as the CEO in January 2024. He has more than two decades of experience in finance and investment management across private and public enterprises (please refer to Board Composition in 2024 for more details).

Share ownership
Please refer to the Board Composition in 2024.

Elena Nikonova
Chief Financial Officer (CFO)

Initially appointed: January 29, 2024

Qualifications and experience
Ms. Elena Nikonova graduated from Novosibirsk State University in 2005 with a degree in Management. She presently attends ESCP for the EMBA program and is a member of the FCCA.

Ms. Nikonova has over 20 years of experience in corporate finance and audit. She started her career at Ernst & Young, holding different positions in the audit department from 2005 to 2010. Ms. Nikonova joined the Company in 2010 and served in various senior finance roles, including Deputy CFO for Financial Reporting from 2019.

Share ownership
Does not hold any shares or ADSs of NanduQ plc.

REMUNERATION

NanduQ's approach to remuneration is designed to support the long-term interests of the Company, promote sound and prudent management, and ensure alignment with shareholders' expectations.

The Company's remuneration framework was designed to attract, retain, and motivate qualified members of the Board of Directors and senior executives while fostering responsible risk-taking and sustainable value creation. It distinguishes between Non-Executive Directors and senior executives, with clearly defined policies for each group.

The remuneration of Non-Executive Directors is determined by the Company's shareholders at Annual General Meetings, in accordance with the Articles of Association. Each Non-Executive Director receives a fixed annual fee of USD 150,000, which may be supplemented by additional compensation for participation in Board Committees, particularly for those where they serve as Committee chairs.

This remuneration is not performance-based or linked to Company's outcomes or individual contributions. NanduQ also provides professional liability insurance coverage for all members of the Board of Directors.

The Board approves the remuneration of the CEO and Head of Internal Audit, while the Compensation Committee determines the compensation of other senior executives according to the Compensation & Benefits Policy. This process includes benchmarking against market standards and best practices, and incorporates fixed and variable components. The fixed component includes a salary that reflects the complexity of the role, responsibilities, and prevailing conditions in the local labor market. The variable component, which is performance-based, typically accounts for 50% to 75% of the total cash compensation.

The bonus system for executives is structured around corporate Key Performance Indicators (cKPIs). These indicators are tailored to each executive's role and the operational segment in which they are active and may include metrics such as net revenue, net profit, and other segment-specific financial and operational goals.

Bonuses are awarded based on the achievement of these cKPIs. If performance exceeds or falls short of the pre-established targets, adjustment factors are applied to the bonus amounts, ensuring fair recognition of individual and collective outcomes.

This performance-linked structure is carefully calibrated to avoid inappropriate risk-taking, with controls that ensure compensation does not encourage behaviors contrary to the Company's long-term objectives or regulatory obligations.

In 2024, the Company's remuneration practices were fully consistent with the established policy principles. There were no deviations from the approved remuneration framework, and no extraordinary awards were granted outside of the Compensation & Benefits Policy.

INTERNAL CONTROL AND AUDIT

NanduQ maintains a strong internal control and audit framework designed to ensure transparency, accountability, and effective risk management across all levels of the organization.

NanduQ's internal control system is structured to safeguard the integrity of financial and operational processes, ensure legal and regulatory compliance, and support the strategic goals of the Company. It encompasses policies, procedures, and mechanisms that help to identify and mitigate potential risks while enhancing operational efficiency. The Company regularly updates its internal control policies to reflect best practices and regulatory developments.

According to the Internal Audit Charter, the mission of NanduQ's Internal Audit function is to provide independent and objective assurance and consulting services designed to add value and improve the operations of NanduQ plc, its subsidiaries, and affiliates. The Internal Audit team applies a systematic, disciplined approach to evaluate and improve the effectiveness of the Company's governance, risk management, and internal control systems.

Independence is the cornerstone of the Internal Audit function. The Head of Internal Audit reports functionally to the Audit Committee of the Board of Directors and administratively to the Chief Executive Officer. The compensation package for the Head of Internal Audit is determined by the Board of Directors, following recommendations by the Audit Committee.

The heads of the Internal Control Department, Risk Management Department, and Compliance function, like the Head of Internal Audit, are seasoned professionals with significant industry experience. They lead their respective departments independently and are empowered to act autonomously to ensure that the Company operates within defined risk appetites and complies with applicable regulations. They work in close coordination with the Internal Audit function while maintaining their own operational and decision-making independence.

Throughout 2024, NanduQ continued to develop its internal control system by reinforcing compliance checks, improving risk identification mechanisms, and enhancing the coordination between control and audit functions. These updates were aimed at maintaining the system's responsiveness to the evolving risk landscape and supporting the Company's realigned post-restructuring strategy.

The Board of Directors is responsible for evaluating the effectiveness of management's processes, monitoring, and reviewing risk management and internal control. The Audit Committee regularly reviews the effectiveness of the risk management and internal control systems in the Company. Internal Audit assists the Audit Committee in its oversight role.

The process of evaluating the effectiveness of the risk management and internal control system in NanduQ

The Code of Conduct, compliance policies, the Risk Management, and Internal Control System Policy

The Risk Management Department (RMD) regularly conducts risk analysis and assesses risk significance at least once a year. The results of the risk significance assessment are reviewed by the Audit Committee and approved by the Board.

The RMD develops risk appetite metrics and methodologies for their calculation, defines the frequency of calculation and monitoring, coordinates these metrics with relevant departments, and determines the sources and procedures for providing the information required for their calculation. The risk appetite metrics are reviewed and approved by the Audit Committee and submitted to the Board for final approval.

The RMD monitors the risk appetite metric indicators. If they exceed established thresholds, it assesses the materiality of the event's impact, notifies the relevant department, and requests information on the causes of the breach, as well as on the actions and timelines for risk mitigation.

The RMD reports the results of risk monitoring and assessment to the Audit Committee and the Board of Directors quarterly.

The Internal Control Department (ICD) regularly conducts (at least once a year) risk analysis in business processes and provides their owners with recommendations on control design to mitigate risks.

The ICD monitors key internal controls, considering the materiality of risks to the reliability of financial statements, general IT controls, and corporate-level controls.

The ICD coordinates identified control deficiencies and remediation plans with business process owners. As deficiencies are addressed, ICD performs follow-up testing of key controls to confirm their operating effectiveness as of the reporting date.

Monitoring results are communicated quarterly (for Q2, Q3, and Q4 of each year) to the Audit Committee.

The Internal Audit Department annually prepares a report on the effectiveness of internal control and risk management systems. The Head of Internal Audit submits the report to the Audit Committee for review.

RISK MANAGEMENT

NanduQ maintains an integrated risk management system designed to identify, assess, monitor, and mitigate key risks that could impact achieving its strategic objectives.

The Company's approach to risk management is proactive, structured, and aligned with international best practices. Risk oversight is embedded across all levels of the organization, from the Board of Directors to frontline functions, ensuring that all significant risks are effectively managed within the established risk appetite.

Risk management is an essential component of NanduQ's decision-making processes. It is closely aligned with strategic planning and budget formulation. The Company identifies all material risks, assigns risk ownership, and develops targeted mitigation measures. The objective is not only to avoid or reduce losses but also to protect value and enable informed risk-taking in pursuit of strategic growth.

NanduQ has adopted the Risk Management and Internal Control System Policy, which is reviewed and approved by the Board of Directors, and policies governing the process for identifying significant risks, establishing risk appetite, and monitoring compliance. A core aspect of these policies is the regular review of risks via a heat-map methodology and a detailed analysis of their probability and financial impact. This approach enables dynamic, data-driven risk management tailored to the evolving needs of the business.

Risk evaluation is conducted at least once a year as a part of the Company's budget planning and strategic approval cycle. However, it may also be carried out more frequently in response to significant changes in the external or internal environment that could impact the Company's operations.

The procedure for determining, establishing, or reviewing the risk appetite is conducted at least once a year—following the identification of significant risks—as a part of the budget process. The risk appetite metrics, which define acceptable thresholds for various risk types, are submitted to the Audit Committee for discussion and subsequently to the Board of Directors for approval, alongside the budget for the upcoming year. After approval, they are monitored quarterly, with the results submitted to the Audit Committee and subsequently to the Board of Directors.

The Company's approach to risk management is proactive, structured, and aligned with international best practices

RISK MANAGEMENT SYSTEM

NanduQ's risk management system is a structured, systemic framework.

- The **Board of Directors** oversees the effectiveness of risk management, internal control, and compliance systems. At least once a year, it approves the approaches to assessing risks, the results of such assessments, and the risk appetite metrics. On a quarterly basis, the Board reviews the risk map and the results of monitoring the risk appetite metrics, including any breaches of established thresholds, the reasons behind them, the measures taken, and proposals for mitigating the identified risks.
- The **Audit Committee** reviews the methodology for evaluating risks and developing risk appetite metrics. It supports the Board in overseeing risk and control functions and reviews quarterly reports on risk appetite metrics, control deficiencies, and updates on mitigation measures. The Audit Committee also evaluates the performance of the Head of Risk.
- The **Executive Management**, including the CEO and CFO, is accountable for implementing the risk management framework and ensuring compliance with policies and internal controls. Senior executives are responsible for risk mitigation in their respective business segments.
- The **Head of Risk** oversees the implementation and functioning of the system and works closely with key stakeholders across business units and functional areas to ensure risks are adequately assessed and reported. The **Risk Management Department**, led by the Head of Risk, identifies and assesses risks associated with the Company's operations, develops risk appetite metrics, and maintains risk registers and heat maps. It coordinates with business units to ensure timely and accurate risk reporting and executes mitigation plans.
- The **Compliance function** ensures regulatory risks are adequately controlled and supports the broader ethical and control environment, including anti-bribery and anti-money laundering measures.
- The **Internal Control Department** provides assurance on the adequacy of controls in place and their alignment with risk appetite. It performs quarterly testing and remediation follow-up for identified control gaps.
- The **Internal Audit team** independently assesses the effectiveness of the entire risk and control system. (Please refer to Internal Control and Audit for more details.)

In 2024, the Board of Directors, with support from the Audit Committee, reviewed the effectiveness of NanduQ's risk management, internal control, and compliance system. Based on the assessment by the Internal Audit team, the framework was deemed adequate and aligned with the Company's strategic priorities. The review highlighted improvements in the control environment, especially in operational and regulatory risk management, and affirmed the adequacy of measures taken to address newly emerging risks.

In 2024, the Board of Directors, with support from the Audit Committee, reviewed the effectiveness of NanduQ's risk management, internal control, and compliance system

Key Risks Faced by NanduQ

Risk	Description	Mitigation
Strategic risk	Risks that may arise due to incorrect strategic decisions, changes in external factors, and the business environment.	• Controlling the implementation of strategic decisions. • Prompt response to changes in external and internal factors. • Ongoing monitoring of changes in legislation and current legal acts. • Monitoring financial, material, technical, and human resources, and their adequacy for implementing strategic objectives. • Continuous professional development of employees, ensuring constant access to up-to-date information on legislation and internal documents.
Risks related to the current geopolitical situation	The US, EU, UK sanctions, sanctions that have been or could arise in connection with the conflict between Russia and Ukraine, and other countries' sanctions could adversely impact our operations and financial condition.	• Monitoring and complying with sanctions. • Monitoring the situation for prompt action.
Risks related to business and assets	Rapid technological changes, the introduction of new products and services, the evolution of industry standards, changing customer needs, and the emergence of more established market players seeking to expand their presence in this business may negatively affect our operations and financial condition. In addition to market competition, our fees may also come under pressure if any future laws or regulations impose restrictions on the various types of fees we charge. Any delays in launching new services or failure to differentiate our products or accurately forecast and meet market demand may make our services less attractive—or even obsolete—for consumers, merchants, or partners and may adversely impact our prospects.	• Ensuring that our payment processing system remains more convenient and appealing to merchants, customers, and partners than alternative systems that may not require payment processing fees. • Offering some of the services without fees to attract customers. • Developing and improving existing and new services and products. • Expanding the range of services. • Investing in startups and pursuing R&D initiatives.
Economic risks	Employment levels, migration rates, business conditions, energy and fuel costs, interest rates, inflation, and the strengthening of local currencies against foreign currencies (particularly USD and EUR) may reduce consumer spending or alter purchasing habits.	• Diversifying revenue streams across markets and customer segments. • Optimizing cost structure. • Conducting regular economic scenario planning and stress testing.
Risks beyond our control	Public health crises and political instability may negatively affect consumer spending and our business.	• Maintaining business continuity and crisis response plans.
Regulatory risk	Our business is affected by laws and regulations in the countries where we operate or operated in the past, which govern our industry. The number of such laws and regulations, frequent changes and varying interpretations has significantly increased in recent years.	• Monitoring legislative changes. • Complying with anti-money laundering and counter-terrorist financing requirements. • Complying with anti-corruption legislation.

Risk	Description	Mitigation
Credit risk	We are exposed to the risk of non-payment or default on our contracts by our counterparties, agents, and merchants due to their insolvency, fraud, or other issues. Our financial assets, potentially subject to credit risk, primarily consist of trade receivables, issued loans, and cash funds. In addition, there can be no assurance whether Fusion Factor Fintech Limited (the "Buyer") will be able to perform its obligations under the Purchase Agreement in accordance with the stipulated timeline.	• Selling prepaid services or ensuring that our receivables come from large merchants and agents with sufficient and proper credit history. • Keeping cash in credit institutions with high credit ratings. • Investing in the US treasuries and other financial instruments. • Conducting an annual analysis to assess the creditworthiness of counterparties and the impairment of receivables using a reserve matrix to estimate expected credit losses. • Setting limits for counterparties. • Working on distressed debts, possibly assigning claims to third parties.
Investment risk	There is no assurance that we will be able to replicate our prior results, including successful entry into new businesses and investment activities, due to recent changes in the geography, operating environment and structural configuration of our business.	• Diversifying and constantly monitoring the Company's portfolio.
Currency risk	Assets and liabilities denominated in foreign currencies give rise to currency risks. We are exposed to exchange rate fluctuations, which may adversely affect items in the consolidated statement of comprehensive income, the statement of financial position, and/or the cash flow statement.	• Diversifying investments in financial instruments. • Managing assets and liabilities to reduce the impact of currency risk.
Concentration risk	The risk of financial losses arising from excessive concentration of homogeneous financial instruments, creditors, sources of liquidity, or income that are affected by similar risk factors.	• Optimizing the structure of asset and income portfolios. • Establishing a system of limits to constrain concentration risk.
Liquidity risk	The Company may encounter difficulties in meeting obligations related to financial liabilities.	• Maintaining a stable funding base consisting primarily of deposits and agent debt obligations. • Holding sufficient cash balances and storing them in diversified portfolios of liquid instruments, such as foreign government bonds and cash deposits with highly rated commercial banks, to respond promptly and consistently to unforeseen liquidity needs.
Taxation Risk	Weaknesses and changes in the Kazakhstan tax system and those of other jurisdictions in which we operate could materially and adversely affect our business and the value of investments. Among other things, we may encounter difficulties in obtaining lower rates of Kazakhstan withholding income tax envisaged by the Cyprus-Kazakhstan double tax treaty for dividends distributed from Kazakhstan. Cyprus transfer pricing legislation may require pricing adjustments and impose additional tax liabilities with respect to intra-group financing transactions and/or all related party transactions, and Kazakhstan transfer pricing legislation may require pricing adjustments and additional tax liabilities with respect to controlled transactions.	• Constantly monitoring the tax legislation in countries where the Company operates.

Risk	Description	Mitigation
IT systems continuity risks	We depend on the efficient and uninterrupted operation of numerous systems, including hardware, software, telecommunications networks, and data centers we lease from third parties. Our systems and operations, or those of third-party providers, may be damaged or disrupted due to, among other things, fire, flood, natural disaster, power outage, telecommunications failure, vendor failure, unauthorized access, cybersecurity incidents, improper operation, and computer viruses. Any disruption or destructive event could negatively impact our reputation, brand, and prospects.	• Developing and improving security systems and infrastructure, and regularly monitoring compliance with information security requirements. • Adopting and developing information security policies. • Applying protective measures, both hardware and software, to counter cyberattacks. • Monitoring information security threats and responding to potential breaches and incidents. • Investigating and responding promptly to information security violations and incidents. • Monitoring IT systems' continuity indicators and responding quickly to continuity incidents.
Personal data risk	Unauthorized or improper disclosure of personal data—whether through cybersecurity breaches, computer viruses, or other means—may result in direct losses, liability, protracted and costly litigation, and damage to our reputation.	• Maintaining efficient password protection and account management. • Constantly developing and improving our security systems and infrastructure and regularly monitoring compliance with information security requirements.
Internal control system risks	Our processes, procedures, and control mechanisms to ensure compliance with regulations applicable to our business may prove insufficient, potentially increasing our costs and affecting our licenses and ability to operate.	• Protecting personal data. • Developing and implementing specific control procedures across various projects to maintain a comprehensive system of controls and procedures throughout our business.
Customer service risks	Customer complaints, actual or perceived failures in our customer support operations, or negative information regarding our customer service may significantly undermine the appeal of our services.	• Employee training.
Workforce risk	Our business operates at the intersection of rapidly evolving technological, social, economic, and regulatory changes, all of which demand a broad range of expertise and intellectual capital. The inability to efficiently and promptly replace departing employees may result in the malfunctioning or disruption of our systems and technologies.	• Attracting, recruiting, retaining, and developing the talent required to support the full spectrum of our intellectual capital needs. • Monitoring the current environment to ensure employee safety and implementing measures to retain top talent within the Company.

BUSINESS ETHICS AND COMPLIANCE

NanduQ established a comprehensive framework of policies, systems, and values that promote transparency, compliance, and accountability across all levels of the Company.

CODE OF CONDUCT

NanduQ’s Code of Conduct is a foundational document that embodies the Company’s values, guides its day-to-day actions, and strengthens the culture of integrity. It outlines expectations for ethical conduct applicable to all Directors, senior executives, employees, contractors, and subsidiaries.

The Code reflects NanduQ’s unwavering commitment to legal compliance. The Company strictly adheres to all applicable laws, rules, and guidelines, including anti-money laundering (AML), anti-bribery, competition, employment, data privacy, and financial disclosure regulations.

The Company maintains a zero-tolerance policy toward discrimination or harassment, including sexual or racial harassment. Equal employment opportunities are upheld across all processes—recruitment, promotion, training, and daily operations.

ANTI-CORRUPTION AND ANTI-BRIBERY

NanduQ is committed to maintaining a culture of transparency and integrity, with zero tolerance for any form of bribery or corruption. Expectations for ethical conduct are clearly outlined in the Company’s Code of Conduct and its Anti-Bribery & Anti-Corruption Policy, both of which are aligned with global standards, including the United Nations Convention against Corruption (UNCAC), the Council of Europe Criminal Law Convention on Corruption, the FATF recommendations, and other applicable anti-corruption laws in the jurisdictions where NanduQ operates.

To mitigate corruption-related risks, NanduQ conducts due diligence on all counterparties. This process includes assessing reputational and ownership factors and evaluating the nature of payments involved. If a counterparty shows signs of elevated corruption risk, the Company may choose not to proceed with cooperation. To reinforce its anti-corruption standards, NanduQ includes an anti-corruption clause in all agreements over €25,000.

The Company keeps all employees, clients, counterparties, and other third parties involved in its business informed on its anti-bribery and anti-corruption standards. All employees must complete annual training on applicable anti-corruption laws and the Company’s ethical business practices. Violations of the Anti-Bribery & Anti-Corruption Policy or the Code of Conduct may result in disciplinary action, including termination of employment.

ETHICS AND COMPLIANCE HOTLINE

NanduQ is committed to fostering a safe and ethical business where employees, partners, and third parties feel empowered to raise concerns about misconduct, fraud, or potential breaches of ethical or legal standards. Reports can be made confidentially and without fear of retaliation through multiple channels, including direct contact with a supervisor, a compliance officer, or the Chair of the Audit Committee.

To further support open communication, NanduQ has established an Ethics and Compliance Hotline, operated by the independent third-party provider EthicsPoint. Submissions can be made anonymously, and all information is securely relayed to the Company by EthicsPoint for appropriate follow-up.

CONFLICT OF INTEREST

One of the most effective tools of robust corporate governance within NanduQ is the proactive identification and resolution of conflicts of interest. NanduQ has implemented procedures outlined in its Code of Conduct and Conflict of Interest Policy, aimed at identifying, managing, and resolving such situations.

All employees must disclose any actual or potential conflicts of interest and promptly notify their direct manager and the Compliance Officer of any situation that may compromise their independence or objectivity. In cases where a conflict cannot be resolved through internal procedures, a formal opinion is submitted to the Audit Committee of the Board of Directors for final review.

Members of senior management carry additional responsibilities. In addition to the above, they must avoid entering major or related-party transactions without prior authorization and have to declare in writing any personal or family financial interests in companies that conduct or intend to conduct business with NanduQ.

For members of the Board of Directors, strict disclosure and voting rules apply. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must declare the nature of their interest at a meeting of the Board. These Directors shall not vote on any matter in which they have an interest, and if they do, their vote will not be counted, nor will they be included in the quorum for that meeting. This structured and transparent approach ensures that NanduQ upholds the highest standards of corporate ethics and integrity in all business dealings.

ANTI-MONEY LAUNDERING (AML) AND COUNTER-TERRORIST FINANCING (CTF)

NanduQ's operations in Kazakhstan are subject to the oversight of the National Bank of the Republic of Kazakhstan (NBRK) and the Agency for Regulation and Development of the Financial Market of the Republic of Kazakhstan (ARDFM). QIWI Kazakhstan is a licensed payment organization and operator of an electronic money system, offering services in partnership with Halyk Bank.

NanduQ has implemented a Group-wide AML/CTF/CWMDF (Counter-Weapons of Mass Destruction Financing) framework. All regulated subsidiaries develop and follow internal procedures, including Know Your Customer (KYC) standards, to mitigate risks. A risk-based approach governs client onboarding and monitoring.

The Company complies with the Kazakhstan AML Law (No. 191-IV ZRK "On Countering the Legalization (Laundering) of Criminally Obtained Income and the Financing of Terrorism"), FATF guidelines, and local regulatory frameworks in the countries where it operates. All employees undergo compliance training. NanduQ monitors regulatory evolutions and adjusts its internal procedures to remain fully compliant.

ANTI-FRAUD SYSTEM

NanduQ operates a real-time, hybrid anti-fraud system built on its proprietary platform to monitor and analyze transactions across the network. This system reviews both payment and non-payment activity—including user logins, changes to account settings, and identification data updates—integrating seamlessly into all company processes. Fraud detection rules are updated daily based on customer feedback, suspicious activity analysis, and anomaly detection.

The system supports flexible scripting and machine learning models, enabling advanced rule implementation and adaptive fraud prevention. It also integrates external systems to enhance detection accuracy. A two-step verification mechanism further enables efficient investigation of flagged transactions.

PRIVACY AND DATA PROTECTION

NanduQ processes personal data in accordance with global privacy frameworks, including GDPR and applicable laws in Kazakhstan, Cyprus, and other regions where it operates. The Company continuously updates its internal controls to reflect regulatory developments in data protection. In line with the Law of the Republic of Kazakhstan No. 418-V ZRK "On Informatization" the Company established a robust privacy program management system that ensures full compliance with all statutory requirements.

NanduQ's Information Security Policy is aligned with international standards and applies across all companies in the Group. Compliance with this policy is regularly assessed using NanduQ's proprietary methodology, supplemented by evaluations from independent experts. To ensure robust oversight, the Company undergoes an external audit every two years for compliance with ISO/IEC 27002:2022, covering information security, cybersecurity, and privacy controls. The findings of these audits are used to assess and strengthen the effectiveness of the information security management system.

NanduQ's Privacy Notice

SHARE INFORMATION

Through transparent governance and commitment to long-term value creation, the Company continues to build trust with investors.

The Company's share capital comprises ordinary Class A and Class B shares. Each Class A share carries 10 votes, while each Class B share carries one vote at General Meetings. Class B shares are represented by American Depositary Shares (ADSs). ADS holders do not hold direct legal ownership of the underlying shares. Shareholder and ADS holder rights are governed by Cypriot law and the Company's Articles of Association.

As of December 31, 2024, the total issued and outstanding share capital of NanduQ plc consisted of 62,712,975 ordinary shares, including 10,413,522 Class A ordinary shares with ten votes per share and 52,299,453 Class B ordinary shares with one vote per share.

Share ownership as of December 31, 2024

Shareholders	Total Class A shares	Total Class B shares	Voting Power, %	Economic Ownership, %
Sergey Solonin[1]	10,413,510	7,383,252	71.29%	28.38%
Directors and senior executives	0	35,938	0.02%	0.06%
Free float[2]	12	44,880,263	28.69%	71.56%
Total	10,413,522	52,299,453	100%	100%

[1] Includes (a) 10,413,510 class A ordinary shares and 84,203 class B ordinary shares owned directly, and (b) 7,299,049 class B ordinary shares held by Dalliance Services Company, a corporation wholly owned by the Sergey Solonin.
[2] Including shares held by the public and ADS holders.

On September 6, 2024, NanduQ's ADSs, each representing one Class B ordinary share, started trading on the Astana International Exchange (AIX), part of the Astana International Financial Centre (AIFC), under the ticker QIWI. No new securities were issued along with the listing on AIX. On September 16, 2024, the Company's ADSs were officially delisted from the NASDAQ Stock Exchange, following a notice from the NASDAQ Hearings Panel.

On February 13, 2025, the Company announced that it changed its ticker on AIX to NNDQ following a completion of its corporate name change from QIWI plc to NanduQ plc. NanduQ has also retained the ADS listing on the Moscow Stock Exchange (MOEX) under the ticker QIWI.

Since February 20, 2025, the Company's ADSs, of which free-float amounts to 44,680,199, representing Class B ordinary shares, each having a nominal value EUR 0.0005 per share, are administered by RCS Stock Transfer Inc., a transfer agent registered with the U.S. Securities and Exchange Commission, along with RCS Trust and Corporate Services Ltd as custodian. Previously the ADS program was administered by the Bank of New York Mellon (BNY).

DIVIDENDS

NanduQ's dividend policy prioritizes shareholder value through surplus cash distributions, subject to financial health, investment needs, and sanction constraints. Shares of Class A and Class B are entitled to equal dividends, which are declared solely from profits.

Due to the lingering stock market infrastructure issues resulting from the introduction of European sanctions against the Russian National Settlement Depositary, the Company does not see the opportunity to arrange the distribution of dividends with the equal treatment of all its shareholders. Dividend distributions have been suspended since 2022. The Board of Directors passed three dividend resolutions in 2024, announcing no final dividend for 2023 and no interim dividends for Q1 and Q2 2024, with a commitment to revisit the dividend issue when practically feasible. The Board decided to keep the distribution of dividends under review until changes of the sanction regime in respect of the Russian National Settlement Depositary or other developments that may enable the company to distribute dividends to all of its shareholders.

EXTERNAL AUDITOR

A structured tender process governs the selection of external auditors to ensure objectivity, competence, and independence. In 2024 the Board of Directors approved the appointment of JSC "Kept" as the Company's external auditor for consolidated financial statements. Renumeration paid in 2024 to JSC "Kept" amounted to USD 263.3 thousand.

To safeguard the independence and objectivity of its external Auditors, NanduQ ensures that no non-audit services are provided by appointed audit firms that could impair their judgment or create conflicts of interest. In 2024, JSC "Kept" did not provide any non-audit services to the Company.

CONSOLIDATED FINANCIAL STATEMENTS

for the years ended December 31, 2023 and 2024

05

STATEMENT OF MANAGEMENT’S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER, 31 2023 AND 2024

The management is resposinble for the preparation of the consolidated financial statements that present fairly the consolidated financial position of QIWI plc and its subsidiaries (the “Group”) as of December, 31 2023 and 2024, and the results of its consolidated operations, cash flows and changes in equity for the years then ended in compliance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”).

In preparing the consolidated financial statements, the management is responsible for:
- properly selecting and applying accounting policy;
- presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- providing additional disclosure when compliance with the specific requirements in IFRS Accounting Standards are insufficient to enable the users to understand the impact of particular transactions, other events and conditions on the Group’s financial position and financial performance; and
- making an assessment of the Group’s ability to continue as going concern.

The management is also responsible for:
- designing, implementation and maintaining an effective and sound system of internal controls throughout the Group;
- maintaining adequate accounting records that are sufficient to show and explain the Group’s transactions and disclose with reasonable accuracy at any time the consolidated financial position of the Group, and which enable them to ensure that the consolidated financial statements of the Group comply with IFRS Accounting Standards;
- maintaining statutory accounting records in compliance with the IFRS Accounting Standards;
- taking such steps as are reasonably available to them to safeguard the assets of the Group; and
- preventing and detecting fraud and other irregularities.

The consolidated financial statements for the years ended December, 31 2023 and 2024 were authorized for issue on May 22, 2025 by the Board of Directors of the Group.

Alexey Mashchenkov
Director

INDEPENDENT AUDITORS' REPORT

JSC "Kept"
Business center Alcon III,
34A Leningradsky Prospekt
Moscow, Russia 125040
Telephone +7 (495) 937 4477
Fax +7 (495) 937 4499

kept

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS NANDUQ PLC

OPINION

We have audited the consolidated financial statements of QIWI PLC (from February 6, 2025 – NanduQ PLC, the "Company") (and its subsidiaries (the "Group")), which comprise the consolidated statements of financial position as at December 31, 2023 and December 31, 2024, the consolidated statements of comprehensive income for 2023 and 2024, the consolidated statements of cash flows for 2023 and 2024 and the consolidated statements of changes in equity for 2023 and 2024, and notes, including material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and December 31, 2024, and its consolidated financial performance and its consolidated cash flows for 2023 and 2024 in accordance with International Financial Reporting Standards (IFRS).

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the independence requirements that are relevant to our audit of the consolidated financial statements in the Russian Federation and with the International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the requirements in the Russian Federation and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

EMPHASIS OF MATTER - COMPARATIVE INFORMATION

We draw attention to Note 2.6 to the consolidated financial statements which indicates that the comparative information presented as at December 31, 2023, January 1, 2023 and for the year ended December 31, 2023, has been restated due to change in presentation currency. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Disposal of Russian business. Measurement and recoverability of receivable from the Buyer.

Please refer to the Note 6 in the consolidated financial statements.

The key audit matter	How the matter was addressed in our audit
As described in Note 6 to the consolidated financial statements, on January 19, 2024 the Company entered into an agreement to sell its Russian business (hereinafter "the Transaction"). On February 21, 2024, the Central Bank of Russia revoked the banking license of the Group's former subsidiary QIWI Bank for non-compliance with certain Russian laws and CBR regulations and appointed the Deposit Insurance Agency as the temporary administrator to oversee the process of the Bank's liquidation. This event affected the Buyer's ability to settle its obligations under the terms of the Transaction. During 2024, at the request of the Buyer based on the Board of Directors approval, the Group and the Buyer negotiated several postponements of the original payment dates. Subsequent to the end of the reporting period, the Group and the Buyer agreed further postponement of payment of the second and third instalments of RUB 11,775 million and RUB 2,969 million (USD 143,742 thousand and USD 36,241 thousand at the exchange rate as of the date of the postponement) until October 31, 2025. A receivable from the sale of the Russian business was recognized at origination date at its fair value using the discount rate of 17.71%. For subsequent measurement the receivable from the sale of the Russian business on December 31, 2024 is carried at amortized cost. Due to multiple modifications in the payment schedule, this receivable is classified as Stage 2. As of December 31, 2024, expected credit loss of USD 22,877 thousand was recognised in relation to gross amount of USD 191,486 thousand. We identified the accounting for disposal of Russian business and the measurement and recoverability of accounts receivable from the Buyer as a key audit matter because it has a significant impact on the Company's financial statements, involves uncertainties regarding the terms of settlement and the value of receivable that could be ultimately recovered. Calculations of discounted value and expected credit loss determination required complex judgement about unobservable inputs and consideration of potential legal and other restrictions for cash distribution between Russian companies and other jurisdictions.	We obtained an understanding and evaluated the design and implementation of the controls over the process of accounting for disposal of Russian business. We evaluated the appropriateness of the management's assessment of the deconsolidation date. We obtained an understanding and evaluated the design and implementation of the controls over the process of expected credit loss calculation and related management's judgement. We inspected contracts and other available information relating to the Transaction to verify the date of disposal, the amount of consideration and other relevant terms of Transaction. We evaluated management expectations relating to timing of settlements of Transaction receivable for consistency with documents and other available information. We involved tax and legal specialists to assist in assessment of management's analysis of recoverability of receivable from the Buyer and analysis of risks associated with recovery of Transaction receivable. We involved valuation specialists to assist us with testing of the discount rate. We involved financial risks management specialists to assist us with inspection of expected credit loss's calculation methodology. We verified the mathematical accuracy of calculation of accounts receivable and expected credit losses as of 31 December 2024. We also tested the accuracy, completeness and appropriateness of the Group's disclosures.

OTHER MATTER RELATING TO COMPARATIVE INFORMATION

As part of our audit of the consolidated financial statements as at and for the year ended December 31, 2024 and December 31, 2023, we audited the adjustments described in Note 2.6 that were applied to restate the comparative information presented as at and for the year ended December 31, 2023 and the consolidated statement of financial position as at January 1, 2023 due to change in presentation currency. In our opinion, the adjustments described in Note 2.6 are appropriate and have been properly applied.

OTHER INFORMATION

Management is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is:

Zaitsev Stanislav Valerievich

Principal registration number of the entry in the Register of Auditors and Audit Organizations No 21906104308, acts on behalf of the audit organization based on the power of attorney No. 100/25 as of January 9, 2025.

JSC "Kept"

Principal registration number of the entry in the Register of Auditors and Audit Organizations No. 12006020351 Moscow, Russia

May 22, 2025

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As of January 1, 2023, December 31, 2023 and 2024 (in thousands of US Dollars)

	Notes	As of January 1, 2023 (restated)[1]	As of December 31, 2023 (restated)[1]	As of December 31, 2024
Assets				
Non-current assets				
Property and equipment		16,538	736	598
Goodwill and other intangible assets		186,416	1,015	660
Investment in associate		4,332	5,337	2,308
Long-term debt securities and term deposits		41,885	–	–
Long-term loans issued	9	11,988	46,885	–
Long-term receivables for sale of discontinued operations	6	–	–	30,821
Deferred tax assets	21	2,955	323	669
Other non-current assets		3,631	–	707
Total non-current assets		267,745	54,296	35,763
Current assets				
Trade and other receivables	10	216,012	23,191	18,258
Short-term receivables for sale of discontinued operations	6	–	–	137,788

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

	Notes	As of January 1, 2023 (restated)[1]	As of December 31, 2023 (restated)[1]	As of December 31, 2024
Short-term loans issued	9	201,878	2,330	56,088
Short-term debt securities and term deposits	12	199,449	55,680	38,552
Other current assets	13	31,220	4,348	4,209
Cash and cash equivalents	11	674,768	81,393	75,184
Assets held for sale	6	–	1,141,667	–
Total current assets		1,323,327	1,308,609	330,079
Total assets		**1,591,072**	**1,362,905**	**365,842**
Equity and liabilities				
Equity attributable to equity holders of the parent				
Share capital		35	35	35
Additional paid-in capital		73,340	73,340	73,340
Share premium		255,220	255,220	255,220
Other reserves		57,838	52,025	47,802
Retained earnings		627,669	672,249	133,738
Translation reserve		(202,003)	(394,094)	(167,293)
Total equity attributable to equity holders of the parent		812,099	658,775	342,842
Non-controlling interests		10,821	7,948	–
Total equity		822,920	666,723	342,842
Non-current liabilities				
Long-term debt	15	–	–	446
Long-term deferred income		16,404	4,170	–

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

	Notes	As of January 1, 2023 (restated)[1]	As of December 31, 2023 (restated)[1]	As of December 31, 2024
Long-term lease liabilities		1,889	89	37
Deferred tax liabilities	21	26,253	847	833
Other non-current liabilities		2,224	–	271
Total non-current liabilities		46,770	5,106	1,587
Current liabilities				
Trade and other payables	16	469,829	62,522	16,314
Customer accounts and amounts due to banks		159,269	–	–
Short-term debt	15	55,756	2,765	–
Short-term lease liabilities		4,264	156	227
Other current liabilities	13	32,264	1,701	4,872
Liabilities directly associated with the assets held for sale	6	-	623,932	–
Total current liabilities		721,382	691,076	21,413
Total equity and liabilities		**1,591,072**	**1,362,905**	**365,842**

The accompanying notes form an integral part of these consolidated financial statements.

On May 22, 2025 the Board of Directors of NanduQ plc authorized these consolidated financial statements for issue.

Alexey Mashchenkov
Director

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

for the years ended December 31, 2023 and 2024 (in thousands of US Dollars, except per share data)

		Year ended December 31	
	Notes	**2023 (restated)[1]**	**2024**
Continuing operations			
Revenue:		**84,252**	**35,949**
Revenue from contracts with customers	17	76,375	26,249
Interest revenue calculated using the effective interest rate		6,724	8,196
Fees from inactive accounts and unclaimed payments		1,153	1,504
Operating costs and expenses:		**(72,477)**	**(81,442)**
Cost of revenue, exclusive of items shown separately below	7,18	(50,640)	(16,546)
Selling, general and administrative expenses	19	(10,847)	(13,297)
Personnel expenses		(14,276)	(13,290)
Depreciation and amortization		(802)	(820)
Credit loss recovery/(expense)	7,9,10,6	4,690	(37,489)
Impairment of non-current assets		(602)	–

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

		Year ended December 31	
	Notes	**2023 (restated)[1]**	**2024**
Profit/(loss) from operations		**11,775**	**(45,493)**
Gain on disposal of subsidiaries, net		5,536	–
Share of loss of an associate		(1,654)	(4,106)
Foreign exchange gain/(loss), net		5,239	(43,716)
Interest income and expenses, net.	20	(12)	23,688
Other income and expenses, net		10,040	5,208
Profit/(loss) before tax from continuing operations		**30,924**	**(64,419)**
Income tax expense	21	(2,963)	(1,636)
Profit/(loss) from continuing operations		**27,961**	**(66,055)**
Discontinued operations			
Profit/(Loss) after tax from discontinued operations	6	20,455	(472,176)
Profit/(loss) for the year		**48,416**	**(538,231)**
Attributable to:			
Equity holders of the parent		44,580	(538,511)
Non-controlling interests		3,836	280
Other comprehensive (loss)/income			
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:			
Foreign currency translation:			
• Exchange differences on translation of foreign operations		(188,825)	3,467
• Net (loss)/gain recycled to profit or loss upon disposal		(5,731)	223,334

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

			Year ended December 31
	Notes	2023 (restated)[1]	2024
Debt securities at fair value through other comprehensive income (FVOCI):			
• Net (loss)/gain arising during the period, net of tax		(1,271)	16
• Net loss recycled to profit or loss upon disposal		(1,125)	(4,316)
Share of other comprehensive income of an associate		**22**	**77**
Total other comprehensive (loss)/income, net of tax		(196,930)	222,578
Total comprehensive loss, net of tax		**(148,514)**	**(315,653)**
Attributable to:			
Equity holders of the parent		(149,885)	(315,933)
Non-controlling interests		1,371	280
Earnings/(loss) per share			
Basic, earnings/(loss) attributable to ordinary equity holders of the parent	8	0.71	(8.59)
Diluted, earnings/(loss) attributable to ordinary equity holders of the parent	8	0.71	(8.59)
Earnings/(loss) per share from continuing operations			
Basic, earnings/(loss) from continuing operations attributable to ordinary equity holders of the parent		0.45	(1.05)
Diluted, earnings/(loss) from continuing operations attributable to ordinary equity holders of the parent		0.45	(1.05)

The accompanying notes form an integral part of these consolidated financial statements.

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

CONSOLIDATED STATEMENTS OF CASH FLOWS

for the years ended December 31, 2023 and 2024 (in thousands of US Dollars)

		Year ended December 31	
	Notes	**2023 (restated)[1]**	**2024**
Operating activities			
Profit/(loss) for the year		**48,416**	**(538,231)**
Adjustments to reconcile profit before tax to net cash flows generated from operating activities:			
Depreciation and amortization		15,780	820
Foreign exchange (gain)/loss, net		(27,651)	43,581
Interest income, net	17	(96,698)	(37,231)
Credit loss expense		16,688	36,860
Share of loss of an associate		1,654	4,106
(Gain)/loss on disposal of subsidiaries and discontinued operations		(5,273)	478,858
Revaluation of loan issued		–	(2,594)
Impairment of non-current assets		160,644	–
Income tax expense		22,821	3,505

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

			Year ended December 31
	Notes	**2023 (restated)[1]**	**2024**
Other		(7,212)	15
Changes in operating assets and liabilities:			
(Increase)/decrease in trade and other receivables		(38,795)	18,917
Decrease in other assets		21,069	23,005
Increase/(decrease) in customer accounts and amounts due to banks		74,615	(6,812)
Decrease in accounts payable and accruals		(9,212)	(91,780)
(Decrease)/increase in other liabilities		(18,829)	5,362
(Increase)/decrease in loans issued as operating activity		(56,854)	12,978
Cash flows generated from/(used in) operations		**101,163**	**(48,641)**
Interest received		119,007	10,995
Interest paid		(4,382)	(306)
Income tax paid		(59,030)	(4,508)
Net cash flow generated from/(used in) operating activities		**156,758**	**(42,460)**
Investing activities			
Cash paid as investments in associate		(3,749)	(1,000)
Cash used in business combination		(393)	–
Net cash outflow from disposal of subsidiaries		(1,909)	–
Net cash outflow from disposal of discontinued operations	6	–	(317,437)
Purchase of property and equipment		(8,805)	(162)
Purchase of intangible assets		(3,624)	(150)

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

		Year ended December 31	
	Notes	**2023 (restated)[1]**	**2024**
Proceeds from sale of fixed and intangible assets		467	185
Loans issued		(33,526)	(5,200)
Repayment of loans issued		852	5,856
Purchase of debt securities		(307,148)	(99,600)
Proceeds from sale and redemption of debt securities		61,106	119,546
Net cash used in investing activities		**(296,729)**	**(297,962)**
Financing activities			
Repayment of debt	15	(45,114)	(3,256)
Proceeds from borrowings	15	95,714	549
Payment of principal portion of lease liabilities		(5,211)	(116)
Dividends paid to non-controlling shareholders		(3,580)	–
Transactions with non-controlling interest		(3,801)	–
Net cash generated/(used in) from financing activities		**38,008**	**(2,823)**
Effect of exchange rate changes on cash and cash equivalents		(147,962)	(6,332)
Effect of change in ECL on cash and cash equivalents		(82)	–
Net decrease in cash and cash equivalents		**(250,007)**	**(349,577)**
Cash and cash equivalents at the beginning of year		674,768	424,761
Cash and cash equivalents at the end of year	**11**	**424,761**	**75,184**

The accompanying notes form an integral part of these consolidated financial statements.

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

for the year ended December 31, 2024 (in thousands of US Dollars, except number of shares)

	Notes	Attributable to equity holders of the parent								Non-controlling interests	Total equity
		Share capital		Additional paid-in capital	Share premium	Other reserves	Retained earnings	Translation reserve	Total		
		Number of shares outstanding	Amount								
Balance as of January 1, 2024		62,712,975	35	73,340	255,220	52,025	672,249	(394,094)	658,775	7,948	666,723
Loss for the year		–	–	–	–	–	(538,511)	–	(538,511)	280	(538,231)
Other comprehensive income/(loss):											
• Foreign currency translation		–	–	–	–	–	–	3,467	3,467	–	3,467
• Reclassification of the translation reserve related to disposed subsidiaries to profit or loss	6	–	–	–	–	–	–	223,334	223,334	–	223,334
• Debt instruments at FVOCI		–	–	–	–	16	–	–	16	–	16

	Notes	Attributable to equity holders of the parent								Non-controlling interests	Total equity
		Share capital		Additional paid-in capital	Share premium	Other reserves	Retained earnings	Translation reserve	Total		
		Number of shares outstanding	Amount								
Reclassification of the Debt instruments at FVOCI related to disposed subsidiaries to profit or loss		–	–	–	–	(4,316)	–	–	(4,316)	–	(4,316)
Share of OCI of an associate		–	–	–	–	77	–	–	77	–	77
Total comprehensive loss for the year		**–**	**–**	**–**	**–**	**(4,223)**	**(538,511)**	**226,801**	**(315,933)**	**280**	**(315,653)**
Reclassification of non-controlling interest related to disposed subsidiaries to profit or loss		–	–	–	–	–	–	–	–	(8,228)	(8,228)
Balance as of December 31, 2024		62,712,975	35	73,340	255,220	47,802	133,738	(167,293)	342,842	–	342,842

The accompanying notes form an integral part of these consolidated financial statements.

	Notes	Attributable to equity holders of the parent								Non-controlling interests	Total equity
		Share capital		Additional paid-in capital	Share premium	Other reserves	Retained earnings	Translation reserve	Total		
		Number of shares outstanding	Amount								
Balance as of January 1, 2023 (restated)[1]		62,712,975	35	73,340	255,220	57,838	627,669	(202,003)	812,099	10,821	822,920
Profit for the year		–	–	–	–	–	44,580	–	44,580	3,836	48,416
Other comprehensive income/(loss):											
• Foreign currency translation		–	–	–	–	–	–	(186,360)	(186,360)	(2,465)	(188,825)
• Reclassification of the translation reserve related to disposed subsidiaries to profit or loss		–	–	–	–	–	–	(5,731)	(5,731)	–	(5,731)
• Debt instruments at FVOCI		–	–	–	–	(2,396)	–	–	(2,396)	–	(2,396)
• Share of OCI of an associate		–	–	–	–	22	–	–	22	–	22
Total comprehensive loss for the year		**–**	**–**	**–**	**–**	**(2,374)**	**44,580**	**(192,091)**	**(149,885)**	**1,371**	**(148,514)**

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

	Notes	Attributable to equity holders of the parent								Non-controlling interests	Total equity
		Share capital		Additional paid-in capital	Share premium	Other reserves	Retained earnings	Translation reserve	Total		
		Number of shares outstanding	Amount								
Purchase of additional interest in subsidiary		–	–	–	–	(3,439)	–	–	(3,439)	(362)	(3,801)
Dividends to non-controlling interests		–	–	–	–	–	–	–	–	(3,580)	(3,580)
Disposal of subsidiaries		–	–	–	–	–	–	–	–	(147)	(147)
Other		–	–	–	–	–	–	–	–	(155)	(155)
Balance as of December 31, 2023 (restated)[1]		**62,712,975**	**35**	**73,340**	**255,220**	**52,025**	**672,249**	**(394,094)**	**658,775**	**7,948**	**666,723**

The accompanying notes form an integral part of these consolidated financial statements.

[1] Amounts do not correspond with the previously presented due to change in presentation currency (please refer to Note 2.6).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the years ended December 31, 2023 and 2024 (in thousands of US Dollars, except when otherwise indicated)

1. CORPORATE INFORMATION AND DESCRIPTION OF BUSINESS

QIWI plc (hereinafter “the Company”) was registered on February 26, 2007 as a limited liability company OE Investments in Cyprus under the Cyprus Companies Law, Cap. 113. The registered office of the Company is Kennedy 12, Kennedy Business Centre, 2nd Floor, P.C.1087, Nicosia, Cyprus. On September 13, 2010 the directors of the Company resolved to change the name of the Company from OE Investments Limited to QIWI Limited. On February 25, 2013 the directors of the Company resolved to change the legal form of the Company from QIWI Limited to QIWI plc. On August 27, 2024 the shareholders of the Company approved the change of name of the Company from QIWI PLC to NanduQ PLC. The new name was registered on the February 6, 2025. The consolidated financial statements of QIWI plc and its subsidiaries for the years ended December 31, 2023 and 2024 were authorized for issue by Board of Directors (BoD) on May 22, 2025.
QIWI plc and its subsidiaries (collectively the “Group”) operate electronic online payment system primarily in Kazakhstan, United Arab Emirates (UAE) and other countries and provides financial services to consumers and small and medium enterprises (SME). Until January 19, 2024, the majority of the Group’s business was conducted in Russia. On the above date, the Group sold its 100% share in QIWI JSC, the holding company for its Russian business, to a related party (see Note 6).

The Company was founded as a holding company as a part of the business combination transaction in which ZAO Ob’edinennya Sistema Momentalnykh Platezhey and ZAO e-port Group of entities were brought together by way of contribution to the Company. The transaction was accounted for as a business combination in which ZAO Ob’edinennya Sistema Momentalnykh Platezhey was identified as the acquirer.

The Company’s American Depositary Shares (ADS) have been listed on the Astana International Exchange Ltd. (AIX) since September 6, 2024. Previously, the Company’s ADS were listed on Nasdaq since May 3, 2013. The Company’s ADS were delisted from Nasdaq on September 16, 2024. In light of Nasdaq’s decision, the Company decided to proceed with deregistration and filed a Form 15F with the U.S. Securities and Exchange Commission (the “SEC”) on December 30, 2024. According to SEC Rule 12h-6(g)(1), the deregistration and termination of reporting obligations are automatic and self-executing. Deregistration becomes effective 90 days after filing, provided there are no objections from the SEC during this period. During the aforementioned period, neither the Company nor its representatives received any objections or requests from the SEC. Therefore, as the 90-day period has elapsed without further correspondence and based on the Company’s assessment, the SEC reporting obligations of QIWI plc are officially considered terminated as of the date of the issuance of the consolidated financial statements. The Company’s ADSs have also been admitted to trading on MOEX since May 20, 2013. Subsequently, the Company completed two follow-on offerings of its ADSs on October 3, 2013, and June 20, 2014.

Sergey Solonin is the ultimate controlling shareholder of the Group as of December 31, 2023 and 2024.

Information on the Company’s principal subsidiaries is disclosed in Note 5.

2. PRINCIPLES UNDERLYING PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards").

These consolidated financial statements have not been prepared in accordance with IFRS as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap.113. As such, these consolidated financial statements are not the statutory financial statements of the Group and are not intended for the purposes of filing with the Cyprus Registrar of Companies or other regulatory filings, where the statutory financial statements may be required to.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the initial recognition of financial instruments based on fair value, and by revaluation of financial instruments categorized at fair value through profit or loss (FVTPL) and at fair value through other comprehensive income (FVOCI). The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The consolidated financial statements are presented in US Dollars ("USD") and all values are rounded to the nearest thousand except where otherwise indicated.

Group's subsidiaries maintain and prepare their accounting records and prepare their statutory accounting reports in accordance with domestic accounting legislation. Standalone financial statements of subsidiaries are prepared in their respective functional currencies (see Note 3.2 below).

2.2 GOING CONCERN

The disposal of the Group's Russian business in January 2024 (Note 6) included the disposal of QIWI Bank which also served as a significant vendor and partner for certain products and services of the Group's international businesses. In February 2024, QIWI Bank's banking license was revoked by the Central Bank of Russia, which resulted in a significant reduction of the Group's continuing operations. The Group is actively developing new business ventures and related partnerships, essential for sustainability of its operations and for rebuilding its revenue streams. As of the reporting date, the Group's current assets exceed its current liabilities by USD 308,666 thousand. The Group's current assets include the USD 138 million receivable (denominated in Russian Roubles) from the sale of QIWI JSC (Note 6). As of December 31, 2024 the Group has sufficient liquidity and management believes that the Group will operate as a going concern in the foreseeable future; accordingly, these consolidated financial statements have been prepared on a going concern basis.

2.3 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of QIWI plc and its subsidiaries.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Where the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

All intra-group balances, income, expenses and unrealized gains and losses resulting from intra-group transactions are eliminated in full, except for the foreign exchange gains and losses arising on intra-group loans.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary.
- Derecognizes the carrying amount of any non-controlling interests, including any components of other comprehensive income attributable to them.
- Recognizes the fair value of the consideration received.
- Recognizes the fair value of any investment retained.
- Recognizes any surplus or deficit in profit or loss.
- Reclassifies to profit or loss or retained earnings, as appropriate, the amounts previously recognized in OCI as would be required if the Group had directly disposed of the related assets or liabilities.

2.4 CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended December 31, 2023, except for the adoption of the new and amended IFRS and IFRIC interpretations as of January 1, 2024. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The following amended standards became effective from January 1, 2024, but had no impact on the consolidated financial statements of the Group:

- *Amendments to IAS 1: Classification of liabilities as current or non-current* (issued on January 23, 2020) *and Non-current Liabilities with Covenants* (issued on October 31, 2022)
- *Amendments to IFRS 16 Lease: Lease Liability in a Sale and Leaseback* (issued in September 2022)
- *Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements* (issued on May 25, 2023)

2.5 STANDARDS ISSUED BUT NOT YET EFFECTIVE

The following other new pronouncements are not expected to have a material impact on the Group's consolidated financial statements when adopted:

- Lack of Exchangeability – Amendments to IAS 21 (effective for the annual periods beginning on or after January 1, 2025).
- Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective for the annual periods beginning on or after January 1, 2026).
- Annual Improvements to IFRS Accounting Standards – Volume 11 (effective for the annual periods beginning on or after January 1, 2026).
- IFRS 18 Presentation and Disclosure in Financial Statements (effective for the annual periods beginning on or after January 1, 2027).
- IFRS 19 Subsidiaries without Public Accountability: Disclosure (effective for the annual periods beginning on or after January 1, 2027).
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28) – the effective date for these Amendments was deferred indefinitely. Early adoption continues to be permitted.

2.6 CHANGES IN FUNCTIONAL AND PRESENTATION CURRENCY

The functional currency is the currency of the primary economic environment in which the entity operates. The primary economic environment in which an entity operates is normally the one it primary generates and expend cash. Due to the sale of the Russian business in January 2024 and changes in relevant underlying events and circumstances, the Company performed an analysis as to which currency is the most appropriate to be considered as the functional currency based on the factors determined in IAS 21 *The Effects of Changes in Foreign Exchange Rates*. The Company determined that after the sale of the Russian business the main part of Group's cash is generated and expended in US Dollars. Effective from January 1, 2024 the Company has changed the functional currency from Russian ruble ("RUB") to US Dollar ("USD").

Along with the change in the functional currency, the Company has changed the presentation currency of consolidated financial statements. For the reporting dates after December 31, 2023, the Group presents its consolidated financial statements in US Dollars.

This change in the presentation currency is in line with the Group's strategic decision to align its financial reporting more closely with its international operations and investor base. The US dollar is a widely accepted currency for international transactions and is expected to provide a more stable measure for financial reporting. Management believes that this change will enhance the comparability of the Group's consolidated financial statements with its global peers and provide more clarity to the stakeholders regarding the Group's financial performance.

The change in functional currency has been accounted for prospectively in accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*. The change in the financial statement presentation currency is considered an accounting policy change and has been accounted for retrospectively.

Accordingly, for the purpose of these consolidated financial statements the comparative information was recalculated into US Dollar in line with the requirements of IAS 21 *The Effects of Changes in Foreign Exchange Rates*, specifically:

- Assets and liabilities are translated based on the exchange rate at the comparative reporting date.
- Items of income and expenses, capital transactions and cash flows relating to the transactions in previous period are translated using the exchange rate prevailing at the transaction dates, or an appropriate approximation thereof.
- Equity items were translated at the historical exchange rate starting from December 31, 2010 representing the earliest day from which it was practicable to perform a restatement, given the lack of sufficiently reliable data for earlier periods, except for the transactions which resulted in Additional paid-in-capital and Share premium which were translated using the exchange rates prevailing at the dates of the transactions.
- All resulting exchange differences arising from the translation are included as a separate component of other comprehensive income and Translation reserve in equity.

For comparative purposes, the consolidated statements of financial position as of January 1, 2023 and December 31, 2023 have been adjusted to reflect the change in the presentation currency to the US Dollars. The exchange rates used to translate the amounts previously reported in Russian rubles at January 1, 2023 and December 31, 2023, were 70.3375 Rubles to 1 US Dollar and 89.6883 Rubles to 1 US Dollar, respectively.

For comparative purposes, the consolidated statement of comprehensive income, consolidated statement of cash flows and consolidated statement of changes in equity for the year ended December 31, 2023 have been adjusted to reflect the change in the presentation currency to US Dollars. The transactions were recalculated at exchange rates at the dates of transactions, or an appropriate approximation thereof. Appropriate changes were made to the corresponding numerical amounts in the notes to the consolidated financial statements for the reporting dates and periods prior to December 31, 2024 to reflect the change in the presentation currency to US Dollars.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

Set out below are the principal accounting policies used to prepare these consolidated financial statements:

3.1 BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group. Consideration transferred also includes the fair value of any contingent consideration and share-based payment awards of the acquiree that are replaced mandatorily in the business combination.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss. It is then considered in the determination of goodwill.

Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Subsequently, contingent consideration classified as an asset or liability, is measured at fair value with changes in fair value recognized in profit or loss. Contingent consideration that is classified as equity is not re-measured and subsequent settlement is accounted for within equity.

The Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognized at the acquisition date. If the re-assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognized in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated of the Group's cash generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquired entity are assigned to those units.

Where goodwill has been allocated to a cash-generating unit and certain operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed in this circumstance is measured based on the relative values of the operation disposed and the portion of the cash-generating unit retained.

3.2 FOREIGN CURRENCY TRANSLATION

The consolidated financial statements are presented in US Dollar (U.S.$) (see also Note 2.6), which is the Company's functional and the Group's presentation currency. Each entity in the Group determines its own functional currency, depending on what the underlying economic environment is, and items included in the financial statements of each entity are measured using that functional currency.

The functional currencies of the foreign operations include Kazakhstan tenge ("KZT") and others.

The exchange rates of the US Dollar to each respective currency as of December 31, 2024 and 2023, January 1, 2023 were as follows:

	Average exchange rates for the year ended December 31,		Exchange rates at December 31,		Exchange rates at January 1,
	2023	**2024**	**2023**	**2024**	**2023**
Euro	1.08204	1.08209	1.10596	1.03880	1.07560
RUB (100)	1.17307	1.08145	1.11497	0.89546	1.42172
Kazakhstan Tenge (100)	0.21913	0.21408	0.22043	0.19101	0.21695
AED	0.27227	0.27230	0.27229	0.27230	0.27229

The Company used the rates of the Central Bank of the Russian Federation (further CBR) for the translation for the reporting dates and periods prior to January 1, 2024. Starting from January 1, 2024 the Company uses the exchange rates from Oanda. The change in exchange rates source is in line with the Group's strategic decision to align its financial reporting more closely with its international operations and investor base. The translation of assets and liabilities denominated in the currencies listed above into USD for the purposes of these consolidated financial statements does not indicate that the Group could realize or settle respective assets and liabilities at their reported amounts in USD. Likewise, it does not indicate that the Group could return or distribute the reported USD value of capital and retained earnings to its shareholders.

3.3 INTANGIBLE ASSETS

3.3.1 Software and other intangible assets

Software and other intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as of the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use. During the period of development, the asset is tested for impairment annually.

3.3.2 Software development costs

Development expenditure on an individual software is recognized as an intangible asset when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to measure reliably the expenditure during development.

3.3.3 Useful life and amortization of intangible assets

The Group assesses whether the useful life of an intangible asset is finite or indefinite and, if finite, the length of that useful life. An intangible asset is regarded by the entity as having an indefinite useful life when, based on an analysis of all of the relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity.

Intangible assets with finite lives are amortized on a straight-line basis over the useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Below is the summary of useful lives of intangible assets:

Bank license	indefinite
Customer relationships	4-15 years
Computer Software	2-9 years
Trademarks and other intangible assets	3-11 years

Amortization periods and methods for intangible assets with finite useful lives are reviewed at least at each financial year-end.

3.4 IMPAIRMENT OF NON-FINANCIAL ASSETS

The Group assesses at each reporting date whether there is an indication that an asset, other than goodwill may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded analogues, if applicable, or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's cash generating units (CGU), to which the individual assets are allocated.

These budgets and forecast calculations generally cover a period of three years or longer, when management considers appropriate. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the last year.

Impairment losses of continuing operations are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount.

That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss. The following criteria are also applied in assessing impairment of specific assets:

Goodwill

The Group performs its impairment test of goodwill annually and whenever certain events and circumstances indicate that its carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of the cash-generating units to which the goodwill relates, as higher of its value in use and its fair value less costs to sell. Where the recoverable amount of the cash-generating units is lower than their carrying amount an impairment loss is recognized. Impairment losses relating to goodwill cannot be reversed in future periods.

3.5 FINANCIAL ASSETS

3.5.1 Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

3.5.2 Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost
- Financial assets at fair value through OCI with recycling of cumulative gains and losses
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition
- Financial assets at fair value through profit or loss

Financial assets at amortized cost

This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost include cash and cash equivalents, trade and other receivables and loans issued.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in the profit or loss section of the consolidated statement of comprehensive income.

The Group's financial assets at fair value through profit or loss include a convertible loan, loans to ventures that did not pass the SPPI test and an option to increase the Group's share in an associate.

Financial assets at fair value through OCI

For debt securities at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the profit or loss section of consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

The Group's debt securities at fair value through OCI mostly represent investments in quoted debt securities included under short-term debt securities and deposits.

3.5.3 Impairment - credit loss allowance for ECL

The Group assesses and recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss.

The measurement of ECL reflects:

- an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- all reasonable and supportable information that is available without undue cost and effort at the end of each reporting period about past events, current conditions and forecasts of future economic conditions.

Debt instruments measured at amortized cost ("AC") are presented in the consolidated statement of financial position net of the allowance for ECL.

For loan commitments (where those components can be separated from the loan), a separate provision for ECL is recognised as other financial liabilities as part of accounts payable in the consolidated statement of financial position. For debt instruments at FVOCI, an allowance for ECL is recognised in profit or loss and it affects fair value gains or losses recognised in OCI rather than the carrying amount of those instruments.

The Group applies a "three stage" model for impairment in accordance with IFRS 9, based on changes in credit quality since initial recognition:

1. A financial instrument that is not credit-impaired on initial recognition is classified in Stage 1. Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime ECL that results from default events possible within the next 12 months (12 month ECL).
2. If the Group identifies a significant increase in credit risk ("SICR") since initial recognition, the asset is transferred to Stage 2 and its ECL is measured based on ECL on a lifetime basis (lifetime ECL).
3. If the Group determines that a financial asset is credit-impaired, the asset is transferred to Stage 3 and its ECL is measured as a lifetime ECL.

For financial assets that are credit-impaired on purchase or at origination, the ECL is always measured at a lifetime ECL. Note 25 provides information about inputs, assumptions and estimation techniques used in measuring ECL, including an explanation of how the Group incorporates forward-looking information in the ECL models.

3.5.4 Derecognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- The rights to receive cash flows from the asset have expired
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset.

In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

3.6 FINANCIAL LIABILITIES

3.6.1 Initial recognition and measurement

All financial liabilities are recognized initially at fair value, minus, in case of financial liability not at fair value through profit or loss, transaction costs that are directly attributable to issue of financial liability.

The Group classifies all financial liabilities as subsequently measured at amortized cost (trade and other payables, debt, deposits).

3.6.2 Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Debt and deposits
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or transaction costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the profit or loss section of the consolidated statement of comprehensive income.

3.6.3 Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in profit or loss.

3.6.4 Offsetting financial assets and liabilities

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if:

- There is a currently enforceable legal right to offset the recognized amounts; and
- There is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.
- The right of set-off:
- Must not be contingent on a future event; and

Must be legally enforceable in all of the following circumstances:

(i) the normal course of business;
(ii) the event of default; and
(iii) the event of insolvency or bankruptcy of the entity and all of the counterparties

3.6.5 Modification of financial assets and financial liabilities

Financial assets
If the terms of a financial asset are modified, the Group evaluates whether the cash flows of the modified asset are substantially different. If the cash flows are substantially different (referred to as 'substantial modification'), then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognized and a new financial asset is recognized at fair value. The difference between the carrying amount of the financial asset extinguished and the new financial asset with modified terms is recognised in profit or loss

The Group performs a quantitative and qualitative evaluation of whether the modification is substantial, i.e. whether the cash flows of the original financial asset and the modified or replaced financial asset are substantially different. The Group assesses whether the modification is substantial based on quantitative and qualitative factors in the following order: qualitative factors, quantitative factors, combined effect of qualitative and quantitative factors. If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset deemed to have expired. In making this evaluation the Group analogizes to the guidance on the derecognition of financial liabilities.

The Group concludes that the modification is substantial as a result of the following qualitative factors:

- change the currency of the financial asset;
- change of terms of financial asset that lead to non-compliance with SPPI criterion;
- change the discounted present value of the cash flows under the new terms, using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial asset.

If the cash flows of the modified asset carried at amortised cost are not substantially different, then the modification does not result in derecognition of the financial asset. In this case, the Group recalculates the gross carrying amount of the financial asset and recognises the amount arising from adjusting the gross carrying amount as a modification gain or loss in profit or loss. The gross carrying amount of the financial asset is recalculated as the present value of the renegotiated or modified contractual cash flows that are discounted at the financial asset's original effective interest rate. Any costs or fees incurred adjust the carrying amount of the modified financial asset and are amortised over the remaining term of the modified financial asset.

Financial liabilities

The Group derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

If a modification (or exchange) does not result in the derecognition of the financial liability the Group applies accounting policy consistent with the requirements for adjusting the gross carrying amount of a financial asset when a modification does not result in the derecognition of the financial asset, i.e. the Group recognises any adjustment to the amortised cost of the financial liability arising from such a modification (or exchange) in profit or loss at the date of the modification (or exchange).

Group performs a quantitative and qualitative evaluation of whether the modification is substantial considering qualitative factors, quantitative factors and combined effect of qualitative and quantitative factors.

For the quantitative assessment the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. If an exchange of debt instruments or modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. If the exchange or modification is not accounted for as an extinguishment, any costs or fees incurred adjust the carrying amount of the liability and are amortised over the remaining term of the modified liability.

3.7 CASH AND CASH EQUIVALENTS

Cash comprises cash at banks and in hand and short-term deposits with an original maturity of three months or less and are included as a component of cash and cash equivalents for the purpose of the consolidated statement of financial position and consolidated statement of cash flows.

3.8 EMPLOYEE BENEFITS

3.8.1 Personnel expenses

Wages and salaries paid to employees are recognized as expenses in the current year. The Group also accrues expenses for future vacation payments and short-term or long-term employee bonuses.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

3.9 SPECIAL CONTRIBUTION FOR DEFENCE OF THE REPUBLIC OF CYPRUS

Dividend Distribution

Cyprus entities that do not distribute 70% of their profits after tax, as defined by the relevant tax law, within two years after the end of the relevant tax year, are deemed to have distributed as dividends 70% of these profits. Starting from 2022, a special contribution to the defence fund of the Republic of Cyprus is levied at the 17% rate and thereafter shall be payable on such deemed dividends distribution. Profits that are attributable to shareholders who are either non-domiciled tax residents or not tax residents of Cyprus at all and who own shares in the Company either directly and/or indirectly at the end of two years from the end of the tax year to which the profits relate, are exempted. The amount of deemed distribution is reduced by any actual dividends paid out of the profits of the relevant year at any time. This special contribution for defence is payable by the Company for the account of the shareholders. The Company's ultimate controlling shareholder as of December 31, 2024 is a non-domiciled Cypriot tax resident, the Company`s minority shareholders` residence is impossible to identify, hence, in accordance with the provisions of the Special Contribution for the Defence of the Republic Law of 2002 and the position stipulated by the tax authorities in the tax ruling received by the Company in 2020, the Company is not obliged to pay special contribution for defence arising from Cypriot deemed dividend distribution rules.

Dividend income

Dividends received from a non-resident (foreign) company are exempt from the levy of defence contribution if either the dividend paying company derives at least 50% of its income directly or indirectly from activities which do not lead to investment income ("active versus passive investment income test" is met) or the foreign tax burden on the profit to be distributed as dividend has not been substantially lower than the Cypriot corporate income tax rate (i.e. lower than 6.25%) at the level of the dividend paying company ("effective minimum foreign tax test" is met).

The Company has not been subject to defense tax on dividends received from abroad as the dividend paying entities are engaged in other than investing activities.

3.10 REVENUE FROM CONTRACTS WITH CUSTOMERS AND RELATED COST RECOGNITION

Revenue from contracts with customers is recognized when control of the services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the services before transferring them to the customer. Revenues and related cost of revenue from services are recognized in the period when services are rendered, regardless of when payment is made.

All performance obligations are either satisfied at a point of time or over time. In the former case they represent a separate instantaneous service, in the latter – a series of distinct services that are substantially the same and that have the same pattern of transfer to the customers. Such performance obligations are invoiced at least monthly. Progress of performance obligations satisfied over time is measured by the output method. The Group recognizes the majority of its revenue at a point of time.

Contract price is allocated separately to each performance obligation. There are generally no variable amounts affecting consideration at the moment such consideration is recognized as revenue.
In the rare cases when the variability exists, the Group makes estimate of the amount to be recognized basing on appropriate budgets and models. Consideration from customers does not have any non-cash component. Consideration payable to a customer is accounted for as a reduction of the transaction price and, therefore, a reduction of revenue. Consideration from customers is normally received within a few months and never in more than a year. Consequently, the Group believes its revenues do not contain significant financial component.

Within some components of its business, the Group pays remuneration to its employees and third parties for attracting customers. The costs which are incremental to acquisition of new customers are further analysed for recoverability. If this expenditure is expected to be reimbursed by future income, it is capitalized as costs to obtain a contract and amortized during the contract term.

In accordance with terms and conditions of use of e-wallet accounts and system rules, the Group charges a fee on its consumers on the balance of unused accounts after certain period of inactivity and unclaimed payments. Such fees are recorded as revenues in the period a fee is charged.

Payment processing fee revenues and related transaction costs

Payment processing fee revenues include the following types:

- fees for processing of consumer payment (consumer fee and merchant fee),
- conversion fees.

The Group earns a fee for processing payments initiated by the individuals ("consumers") to pay to merchants and service providers ("merchants") or transfer money to other individuals. Payment processing fees are earned from consumers or merchants, or both. Consumers can make payments to various merchants through kiosks or a network of agents and bank-participants of payment system or through the Group's website or applications using a unique user login and password (e-payments). When a consumer payment is processed, the Group may incur transaction costs to acquire payments payable to agents, bank-participants, mobile operators, international payment systems and other parties. The payment processing fee revenue and related receivable, as well as the transaction cost and the related payable, are recognized at the point when merchants or individuals accept payments from consumers in the gross amount, including fees payable for payment acquisition. Payment processing fees and transaction costs are reported gross. Any fees from agents and other service providers are recorded as reduction of transactions costs unless the fee relates to distinct service rendered by the Group.

The Group generates revenue from the foreign currency conversion when payments are made in currencies different from the country of the consumer. The Group recognizes the related revenues at the time of conversion in the amount of conversion commission representing the difference between the relevant country Central Bank foreign currency exchange rate and the foreign currency exchange rate charged by the Group's processing system.

Cash and settlement service fees

The Group charges a fee for managing current bank accounts and deposits of individuals and legal entities, including guarantee deposits from agents placed with the bank to cover consumer payments they accept. Related revenue is recorded as services are rendered or as transactions are processed.

Platform and marketing services related fees and costs

The Group recognizes the revenue related to platform and marketing services at a point in time as services are rendered if the payment of consideration is probable. All bonuses, rebates and discounts that the Group pays if favor of the customers is recognized as deduction from revenue.

The Group recognizes related costs of services of advertising platforms and traffic providers in line with related revenue recognition. All bonuses, rebates and discounts that the Group receives from the suppliers of services are recognized as deduction from costs.

While providing marketing services the Group acts as a principal so marketing services fees and related costs are recognized on a gross basis.

3.11 RECOGNITION OF INTEREST INCOME AND INTEREST EXPENSE

For all financial instruments measured at amortized cost and financial instruments measured at fair value through other comprehensive income, interest income or expense is recorded using the EIR method. The EIR (and therefore, the amortized cost of the asset) is calculated by taking into account any discount or premium on acquisition, fees and transaction costs that are an integral part of the EIR of the financial instrument.

The Group calculates interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets. When a financial asset becomes credit-impaired and is, therefore, regarded as 'Stage 3', the Group calculates interest income by applying the effective interest rate to the net amortized cost of the financial asset. If the financial assets restore and is no longer credit-impaired, the Group reverts to calculating interest income on a gross basis.

3.12 NON-CURRENT ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Management must be committed to the sale, which is expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss for any initial or subsequent write-down of the asset or disposal group to fair value less costs to sell is recognized within the results of discontinued operations. In the case of impairment losses recognition, allocation would be first to goodwill and then to other assets on a pro rata basis. If the fair value less costs to sell of a disposal group is below its carrying amount, but the carrying amount of assets is insufficient to absorb the impairment loss, then the amount of the impairment loss recognized is generally limited to the carrying amount of non-current assets within the disposal group to which the measurement requirements apply.

Income and expenses from discontinued operations are reported separately from income and expenses from continuing operations, down to the level of profit after taxes, even when the Group retains a non-controlling interest in the subsidiary after the sale.

Property, equipment and intangible assets, either individually or as part of a disposal group, that are classified as held for sale are not depreciated or amortized.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of consolidated financial statements in conformity with IFRS Accounting Standards requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the reporting dates and the reported amounts of revenues and expenses during the reporting periods. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability recognized in future periods.

SIGNIFICANT JUDGMENTS

Recognition and derecognition of control, joint control, or significant influence over entities

In assessing business combinations, the Group analyses all relevant terms and conditions of management of the acquired or newly established entities and exercise judgment in deciding whether the Group has control, joint control, or significant influence over them. See Note 6 for details.

In assessing subsidiaries disposals, the Group analyses all relevant terms and conditions of management of the disposed entities and exercises judgment in deciding whether the Group lost control over them. See Note 6 for details.

SIGNIFICANT ESTIMATES AND ASSUMPTIONS

Significant estimates reflected in the Group's consolidated financial statements include, but are not limited to:

- Fair value measurement of financial instruments;
- Impairment of financial assets (ECL measurement).

Actual results could materially differ from those estimates. The key assumptions concerning the future events and other key sources of estimation uncertainty at the reporting date that have a significant risk of a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

During prior periods significant estimates and assumptions were also made with regard to impairment of goodwill and intangible assets and recognition and measurement of assets as being held for sale.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as cash flow growth rates and discount rates. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 25 for details.

ECL measurement

The Group records an allowance for ECLs for all loans and other debt financial assets, not held at FVPL. The ECL allowance is based on the credit losses expected to arise over the life of the asset (the lifetime expected credit loss or LTECL), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12 months' expected credit loss (12mECL). The 12mECL is the portion of LTECL that represents the ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date. Both LTECL and 12mECL are calculated on either an individual basis or a collective basis, depending on the nature of the underlying portfolio of financial instruments.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate. The mechanics of the ECL calculations are outlined below and the key elements are as follows:

PD	The **Probability of Default** is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
EAD	The **Exposure at Default** is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
LGD	The **Loss Given Default** is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

For other financial assets (i.e., cash in banks, loans and debt instruments) the Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

In all cases, the Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due. The Group considers a financial asset in default when contractual payment are 90 days past due (except for debt securities and accounts/deposits within financial institutions of 14 days). However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

For Trade and other receivables, the Group has applied the standard's simplified approach and has calculated ECLs based on lifetime expected credit losses. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Further details on provision for impairment of loans and receivables are disclosed in Notes 9, 10.

Impairment of goodwill and intangible assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation, which is the main method for CGU level, is based on a DCF model. The cash flows are derived from the budget for the next three years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognized by the Group.

Recognition and measurement of assets as being held for sale

The Group recognized a substantial part of its assets and related liabilities as being held for sale as at December 31, 2023, and the related operations as discontinued. Judgment was applied to determine the probability of the future sale transaction as well as the valuation of these net assets being based on the consideration likely to be received. See Note 6 for details.

5. CONSOLIDATED SUBSIDIARIES

The consolidated IFRS financial statements include the assets, liabilities and financial results of the Company and its subsidiaries. The subsidiaries are listed below:

		Ownership interest	
Subsidiary	**Main activity**	**As of December 31, 2023**	**As of December 31, 2024**
QIWI JSC (Russia) (Note 6)	Operation of electronic payment kiosks, holding company	100%	–
QIWI Bank JSC (Russia) (Note 6)	Maintenance of electronic payment systems, money transfers and Bank operations	100%	–
QIWI International Payment System LLC (USA)	Operation of electronic payment kiosks	100%	100%
Qiwi Kazakhstan LP (Kazakhstan)	Operation of electronic payment kiosks	100%	100%
JLLC OSMP BEL (Belarus) (Note 6)	Operation of electronic payment kiosks	51%	–
QIWI-M S.R.L. (Moldova) (Note 6)	Operation of electronic payment kiosks	51%	–
QIWI Technologies LLC (Russia) (Note 6)	Software development	100%	–
ROWI Factoring Plus LLC (Russia) (Note 6)	Factoring services to SME	51%	–
ContactPay Solution (United Kingdom)	Operation of on-line payments	100%	100%
Rocket Universe LLC (Russia) (Note 6)	Software development	100%	–
Billing Online Solutions LLC (Russia) (Note 6)	Software development	100%	–
Flocktory Ltd (Cyprus)	Holding company	100%	100%
Flocktory Spain S.L. (Spain)	SaaS platform for customer lifecycle management and personalization	100%	100%
FreeAtLast LLC (Russia) (Note 6)	SaaS platform for customer lifecycle management and personalization	100%	–
SETTE FZ-LLC (UAE)	Payment Services Provider	100%	100%
LALIRA DMCC (UAE)	Payment Services Provider	100%	100%

		Ownership interest	
Subsidiary	**Main activity**	**As of December 31, 2023**	**As of December 31, 2024**
Polet Finance LLC (Russia)	Commercial and management consulting	100%	100%
QIWI Finance LLC (Russia) (Note 6)	Financing management	100%	–
ROWI Tech LLC (Russia) (Note 6)	Software development	51%	–
Flocktory LLC (Russia) (Note 6)	Research and development	100%	–
Qiwi Lab LLC (Russia) (Note 6)	Software development	100%	–
QIWI Payments LLC (Russia) (Note 6)	Software development	100%	–
IntellectMoney LLC (Russia) (Note 6)	Software development	100%	–
Managing Company “RealWeb” Ltd (Russia) (Note 6)	Management services	100%	–
IA RealWeb Ltd (Russia) (Note 6)	Digital marketing	75%	–
Sfera LLC (Russia) (Note 6)	Digital marketing	83%	–
Centra Ltd (Russia) (Note 6)	Software development	100%	–
De Vision Ltd (Russia) (Note 6)	Software development	75%	–
Vailmobail LLC (Russia) (Note 6)	Digital marketing	75%	–
Konversiya LLC (Russia) (Note 6)	Recruitment services	75%	–
IA REAL WEB CJSC (Armenia) (Note 6)	Digital marketing	75%	–
IT LAB AND PAYMENTS FE LLC (Uzbekistan)	Software development	100%	100%
Epic Growth LLC (Russia) (Note 6)	Digital marketing	83%	–
Data Go LLC (Russia) (Note 6)	Software development	75%	–
Associate			
Advanced Digital Applications Holding Ltd (BVI) (Note 6)	Operation of on-line payments	12.08%	10.18%

6. ACQUISITIONS, DISPOSALS AND DISCONTINUED OPERATIONS

2023

Sale of RealWeb Latvia

In September 2023, the Group sold Latvia based subsidiaries “RealWeb Latvia” SIA and “RW Consulting” SIA to a third party for insignificant consideration. Since that date their operations are considered as discontinued. These entities represented the part of the Group’s Digital Marketing operating segment. Cash and cash equivalents disposed with these subsidiaries amounted to USD 1,909 thousand.

Sale of Russian business

In June 2023, following a decision by NASDAQ to allow continuance of the Company’s listing subject to divestment of its Russian assets, management announced the restructuring plan to achieve the goal for the Company to cease substantially all its business activities in Russia. During the second half of 2023 the Group was considering different options for the divestment. By the end of the year 2023 management committed to a plan to sell QIWI JSC together with its subsidiaries to the CEO of the Group. At December 31, 2023, the Russian business was classified as a disposal group held for sale and as discontinued operations, representing a major geographical area of operation.

Receivable from the sale of Russian business

On January 19, 2024 the Company entered into an agreement to sell its Russian business consolidated under QIWI JSC (hereinafter “the Transaction”) to a company wholly-owned by the CEO of the Group (the “Buyer”) and registered in Hong-Kong. The contract payment terms at the date of the Transaction were the following:

				As of January 19, 2024
Maturity date	**Amount in RUB mln**	**Amount in thousand USD**	**Amount in RUB mln as discounted**	**Amount in thousand USD as discounted**
Close to the Transaction date (settled on time)	100	1,125	100	1,125
May 19, 2024	11,775	132,499	11,155	125,528
December 31, 2024	2,969	33,406	2,543	28,610
December 31, 2025	2,969	33,406	2,160	24,306
December 31, 2026	2,969	33,406	1,835	20,649
December 31, 2027	2,968	33,406	1,559	17,543
Total receivable from the sale of the Russian business	**23,750**	**267,248**	**19,352**	**217,761**

100% shares of the Buyer were pledged in favour of QIWI plc to secure the payment of the Transaction price. Upon effecting the Transaction at the end of January 2024, CEO of QIWI plc immediately resigned his offices at QIWI, as well as any other executive offices in subsidiaries or affiliates of QIWI. Management analysed the circumstances and terms of the Transaction and concluded that the Group ceased controlling the Russian business as of January 19, 2024.

On February 21, 2024, the Central Bank of Russia revoked QIWI Bank's banking license for non-compliance with certain Russian laws and CBR regulations and appointed the Deposit Insurance Agency (DIA) as the temporary administrator to oversee the process of the Bank's liquidation. During the period there were several prolongations in the QIWI Bank's liquidation process. This event affected the Buyer's ability to settle its obligations under the terms of the Transaction. During 2024, at the request of the Buyer based on the Board of Directors approval, the Group and the Buyer negotiated several postponements of the original payment dates. Subsequent to the end of the reporting period, the Group and the Buyer agreed further postponement of payment of the second and third instalments of RUB 11,775 million and RUB 2,969 million (USD 143,742 thousand and USD 36,241 thousand at the exchange rate as of the date of the postponement) until October 31, 2025. The postponements of the payment dates were deemed to constitute a non-substantial modification of the terms of the receivable, therefore, the amortized cost of the receivable was recalculated at the original effective interest rate (Note 20).

The detailed information in relation to the receivable for sale of discontinued operations is presented below:

	Contractual amount	Discount	Expected credit losses	Net amount
As of January 19, 2024				
Long-term receivable	100,218	(37,720)	-	62,498
Short-term receivable	167,030	(11,767)	-	155,263
Total	**267,248**	**(49,487)**	**-**	**217,761**
Payment received				
Long-term receivable	-	-	-	-
Short-term receivable	(1,125)	-	-	(1,125)
Total	**(1,125)**	**-**	**-**	**(1,125)**
Recognition of ECL				
Long-term receivable	-	-	(10,373)	(10,373)
Short-term receivable	-	-	(23,754)	(23,754)
Total	**-**	**-**	**(34,127)**	**(34,127)**

	Contractual amount	Discount	Expected credit losses	Net amount
Interest income under the effective interest method less non-refundable fee				
Long-term receivable	-	9,955	-	9,955
Short-term receivable	-	17,028	-	17,028
Total	**-**	**26,983**	**-**	**26,983**
Modification of receivables				
Long-term receivable	-	-	-	-
Short-term receivable	-	(10,337)	-	(10,337)
Total	**-**	**(10,337)**	**-**	**(10,337)**
Non-refundable fee				
Short-term receivable	5,931	-	-	5,931
Total	**5,931**	**-**	**-**	**5,931**
Reclassification due to change in contract terms				
Long-term receivable	(26,584)	3,997	2,701	(19,886)
Short-term receivable	26,584	(3,997)	(2,701)	19,886
Total	**-**	**-**	**-**	**-**
Foreign exchange difference				
Long-term receivable	(20,466)	5,744	3,349	(11,373)
Short-term receivable	(33,880)	875	7,901	(25,104)
Total	**(54,346)**	**6,619**	**11,250**	**(36,477)**
As of December 31, 2024				
Long-term receivable	53,168	(18,024)	(4,323)	30,821
Short-term receivable	164,540	(8,198)	(18,554)	137,788
Total	**217,708**	**(26,222)**	**(22,877)**	**168,609**

The ECL was calculated based on the individual characteristics of the Buyer. Particularly, for the maturity date the Company used an assumption that was determined based on the current negotiations with the Buyer and possible outcomes based on these negotiations. Probability of default (PD) was calculated based on Moody's credit rating Ca-C that the Buyer's actual financial condition was assumed to correspond to. For the loss-given default (LGD) calculation the Company used the same effective interest rate that was used for the calculation of modification (Note 20).

The Company believes that the Buyer shall have sufficient funds resulting from liquidation of QIWI Bank to meet its obligation under the Transaction.

The completion of settlement under the Transaction can be affected by uncertainties resulting from complex business environment in Russian Federation (see Note 22) which includes varying interpretation of current legislation and potential changes in relevant legal framework, as well as sanctions and restrictions against Russian Federation.

If the settlement default occurs, realizing the pledge may involve various scenarios with different levels of complexity and uncertainty regarding the terms of settlement and the value of receivable that could be ultimately recovered.

The Group is exposed to a currency risk due to significant amount of receivables from the sale of Russian business denominated in Russian Ruble. The strengthening / weakening of Russian Ruble by 30% will decrease / increase the Group's loss before tax by USD 50,583 thousand.

The list of subsidiaries that were disposed of is presented below:

Name of subsidiary	Location	Ownership interest
QIWI JSC	Russia	100%
QIWI Bank JSC	Russia	100%
QIWI Technologies LLC	Russia	100%
ROWI Factoring Plus LLC	Russia	51%
Rocket Universe LLC	Russia	100%
Billing Online Solutions LLC	Russia	100%
FreeAtLast LLC	Russia	100%
QIWI Finance LLC	Russia	100%
ROWI Tech LLC	Russia	51%
Flocktory LLC	Russia	100%
QIWI Lab LLC	Russia	100%
QIWI Payments LLC	Russia	100%
IntellectMoney LLC	Russia	100%
Managing Company "RealWeb" LLC	Russia	100%
IA RealWeb LLC	Russia	75%
Sfera LLC	Russia	83%
Centra LLLC	Russia	100%
De Vision LLC	Russia	75%
Vailmobail LLC	Russia	75%
Konversiya LLC	Russia	75%
Epic Growth LLC	Russia	83%
Data Go LLC	Russia	75%
IA REAL WEB CJSC	Armenia	75%
JLLC OSMP BEL	Belarus	51%
QIWI-M S.R.L.	Moldova	51%

These entities represented a significant part of the Group's Payment services operating segment and entire Digital Marketing and ROWI operating segments.

Financial performance and cash flow information

The major classes of assets and liabilities of Russian entities classified as held for sale as of December 31, 2023 and as of the date of disposal were, as follows:

	Notes	As of January 19, 2024	As of December 31, 2023
Assets			
Debt securities		350,176	349,423
Loans issued		209,275	220,150
Tax receivables		6,687	4,637
Deferred tax assets	21	10,321	10,985
Trade and other receivables		225,402	202,775
Other assets		13,134	10,329
Cash and cash equivalents		318,562	343,368
Assets held for sale		**1,133,557**	**1,141,667**
Liabilities			
Deferred income		16,927	16,557
Tax payables		11,177	8,684
Trade and other payables		304,753	323,168
Customer accounts and amounts due to banks		171,020	177,832
Debt[1]	15	97,065	91,001
Lease liabilities		6,552	5,153
Other liabilities		4,286	1,537
Liabilities directly associated with the assets held for sale		611,780	623,932
Net assets directly associated with the disposal group		**521,777**	**517,735**
Consideration received, satisfied in cash		1,125	
Cash and cash equivalents disposed of		(318,562)	
Net cash outflow from disposal of discontinued operations		**(317,437)**	

[1] In October 2023 the Group issued unsecured bonds at the principal amount of USD 91.2 million nominated in RUB with a floating nominal interest rate of RUONIA+3.4% (Issue costs amounted to USD 899 thousand, so that the effective interest rate comprised RUONIA+3.6%). The interest rate was fixed until October 31, 2025, after which the Group can change it and the investors will have the right to present the bonds for redemption. The Bonds were due in 2027. The Group was subject to a number of covenants regarding the bonds issued. As of December 31, 2023, the Group was in compliance with all covenants stipulated by the public irrevocable offers. The covenants related to discontinued operations.

Additionally discontinued business had USD 44,587 thousand and USD 35,948 thousand net liabilities owed to the continuing one that were eliminated as intra-group balances as of December 31, 2023 and January 19, 2024 correspondingly, and not included into the amount of net assets above.

Write-down of non-current assets

Immediately before the classification of Russian subsidiaries as a disposal group, the recoverable amount was estimated for the CGUs included in this group and no impairment loss was identified. Following the classification, an impairment loss of USD 160,042 thousand for write-down of non-current assets was recognized in the net result from the discontinued operations for the year ended December 31, 2023, to reduce the carrying amount of the non-current assets classified as held for sale effectively to zero, in order to measure the disposal group held for sale at the lower of the carrying amount and fair value less costs to sell. The additional loss of USD 478,858 thousand was recognized upon disposal, including USD 223,334 thousand reclassification from the currency translation reserve. The impairment loss was applied to the carrying amount of Goodwill USD 97,269 thousand, Intangible assets USD 44,793 thousand and property and equipment USD 17,981 thousand within the disposal group. This impairment of non-current assets was recognized in discontinued operations in the consolidated statement of profit or loss. The fair value of the disposal group was determined using the price of the offer received from the Buyer without any adjustments (Level 2).

The results of the discontinued operations for the years ended December 31 are presented below:

	Notes			2023	2024
		Russian business	Latvia	Total	Russian business
Revenue:		**704,846**	**55,370**	**760,216**	**31,949**
Revenue from contracts with customers	17	591,316	55,370	646,686	24,733
Interest revenue calculated using the effective interest rate		96,052	–	96,052	6,400
Fees from inactive accounts and unclaimed payments		17,478	–	17,478	816
Operating costs and expenses:		**(526,381)**	**(54,934)**	**(581,315)**	**(22,435)**
Cost of revenue (exclusive of items shown separately below)	18	(314,358)	(54,248)	(368,606)	(13,919)
Selling, general and administrative expenses	19	(49,666)	(229)	(49,895)	(2,406)
Personnel expenses		(126,013)	(445)	(126,458)	(6,739)
Depreciation and amortization		(14,978)	–	(14,978)	–
Credit loss expenses/income	9,10,13	(21,366)	(12)	(21,378)	629
Profit from operations the ordinary activities		**178,465**	**436**	**178,901**	**9,514**
Interest income and expense, net		(277)	–	(277)	
Foreign exchange gain/(loss), net		22,401	11	22,412	135

	Notes			2023	2024
		Russian business	Latvia	Total	Russian business
Other income and expenses, net		(412)	(6)	(418)	(1,098)
Profit before tax from the ordinary activities		**200,177**	**441**	**200,618**	**8,551**
Income tax expense	21	(41,261)	(76)	(41,337)	(1,869)
Net profit from the ordinary activities		**158,916**	**365**	**159,281**	**6,682**
Impairment loss recognized on the remeasurement to fair value less costs to sell		(160,042)	–	(160,042)	–
Income tax related to remeasurement to fair value less costs to sell		21,479	–	21,479	–
Loss on sale of discontinued operations		–	(263)	(263)	–
Fair value of consideration					217,761
Carrying amount of net assets sold					(521,777)
Intra-group balances					35,948
Non-controlling interests disposed					8,228
Total					**(259,840)**
Reclassification of other comprehensive items related to disposed subsidiaries					4,316
Reclassification of foreign currency translation reserve					(223,334)
Net loss on sale of discontinued operation					(478,858)
Total profit/(loss) for the year from discontinued operations		**20,353**	**102**	**20,455**	**(472,176)**
Attributable to:					
Equity holders of the parent				16,619	(472,456)
Non-controlling interests				3,836	280

Notes			2023	2024
	Russian business	Latvia	Total	Russian business
Earnings/(loss) per share for discontinued operations				
Basic, earning/(loss) from discontinued operations attributable to ordinary equity holders of the parent			0.26	(7.37)
Diluted, earning/(loss) from discontinued operations attributable to ordinary equity holders of the parent			0.26	(7.37)

Subsequent to the classification of Russian business as discontinued operations, the Group continues to purchase processing from some of its former subsidiaries. Although intra-group transactions have been fully eliminated in the consolidated financial results, management has elected to attribute the elimination of transactions between continuing and discontinued operations before the disposal in a way that reflects the planned continuance of these transactions subsequent to the disposal, because management believes this is useful to the users of the financial statements. This presentation only covers operating activities. To achieve this presentation the intra-group revenues and costs thereof have been eliminated from the results of the discontinued operations. Because purchases from the discontinued operations were planned to continue after the disposal, intra-group purchases made by the continuing operations are retained in continuing operations. All investing and financing relationships between the Group and these Russian subsidiaries were terminated and are not considered ongoing.

The net cash flows incurred by the discontinued operations are as follows:

	2023	2024
Operating	139,818	(28,071)
Investing	(209,112)	3,265
Financing	37,895	-
Net cash outflow	**(31,399)**	**(24,806)**

7. OPERATING SEGMENTS

The Chief executive officer (CEO) of the Group is considered as the chief operating decision maker of the Group (CODM). In reviewing the operational performance of the Group and allocating resources, the CODM reviews selected items of each segment's consolidated statement of comprehensive income.

In determining that the CODM is the CEO, the Group considered his responsibilities as well as the following factors:

- The CEO approves Compensation and Benefit Regulation of the Group and provides recommendation to Compensation Committee in relation to one-off bonus, total bonus fund and key performance indicators (KPIs) and Compensation & Benefits Policy. The Group's Compensation Committee approves corporate key performance indicators (KPIs) and total bonus pool;
- The CEO is actively involved in the operations of the Group and regularly chairs meetings on key projects of the Group; and
- The CEO regularly reviews the financial and operational reports of the Group. These reports primarily include segment net revenue, segment profit before tax and segment net profit for the Group as well as certain operational data.

The financial data is presented on a combined basis for all key subsidiaries and associates representing the segment net revenue, segment profit before tax and segment net profit, which are the metrics the Group uses to measure the performance of its operating segments. Segment net revenue is a measure of profitability defined as the segment revenues less segment direct revenue-related costs. The Group does not monitor balances of assets and liabilities by segment as the CODM considers they have no impact on decision-making.

The Group has identified its operating segments based on the types of products and services the Group offers. The CODM reviews segment net revenue, segment profit before tax and segment net profit within one segment. For the purposes of consolidated financial statements the analysis made by CODM considers only the metrics related to continuing operations.

As a result of Russian business disposal, the Group has changed the composition of its operating segments. This change led to the change in reportable segments. The major part of reported revenue and profit or loss from continued operations relates to payment services. Therefore, management identified one segment – Payment Services. Starting from January 2024 CODM has been monitoring performance within one segment for making operating decisions. Information related to discontinued operations is presented as a single amount. Accordingly, the Group has restated the previously reported segment information for the year ended December 31, 2023.

- Payment Services (PS) is the operating segment that generates revenue through operations of the payment processing system offered to the Group's customers through a diverse range of channels and interfaces.

All corporate expenses were allocated to this segment accordingly.

Management reporting is different from IFRS, because it does not include certain IFRS adjustments, which are not analysed by the CODM in assessing the operating performance of the business. The adjustments affect such major areas as share-based payments, the effect of disposal of subsidiaries, discontinued operations and fair value adjustments, such as amortization, interest income under the effective interest method and credit loss expense on receivable from sale of discontinued operations, forex gain or loss and impairment, as well as non-recurring items that occur from time to time and are evaluated for adjustment as and when they occur. The tax effect of these adjustments is also excluded from management reporting.

The segments' consolidated statement of comprehensive income for the years ended December 31, 2023 and 2024, as presented to the CODM are presented below:

	2023	2024
Segment net revenue	**425,222**	**37,433**
Segment profit/(loss) before tax	225,839	(10,712)
Segment net profit/(loss)	**185,199**	**(14,217)**

Segment net revenue, as presented to the CODM, for the years ended December 31, 2023 and 2024 is calculated by subtracting cost of revenue from revenue as presented in the table below:

	2023	2024
Revenue from continuing operations under IFRS	**84,252**	**35,949**
Cost of revenue from continuing operations	(50,640)	(16,546)
Revenue from discontinued operations (Note 6)	760,216	31,949
Cost of revenue from discontinued operations (Note 6)	(368,606)	(13,919)
Total segments net revenue, as presented to CODM	**425,222**	**37,433**

A reconciliation of segment profit before tax as presented to the CODM to IFRS consolidated profit before tax of the Group, for the years ended December 31, 2023 and 2024 is presented below:

	2023	2024
Consolidated profit/(loss) before tax from continuing operations under IFRS	**30,924**	**(64,419)**
Consolidated profit/(loss) before tax from discontinued operations under IFRS	**40,313**	**(470,307)**
Fair value adjustments and their amortization	(2,392)	(775)
Interest income under the effective interest method net of loss on modification of receivable for sale of discontinued operations	–	(22,577)

	2023	2024
Credit loss expense	–	34,127
Foreign exchange loss	1,623	36,477
(Gain)/loss on disposal of subsidiaries and discontinued operations	(5,273)	478,858
Impairment of non-current assets	160,644	–
Penalties and others	–	(2,096)
Total segment profit/(loss) before tax, as presented to CODM	**225,839**	**(10,712)**

A reconciliation of segment net profit as presented to the CODM to IFRS consolidated net profit of the Group, for the years ended December 31, 2023 and 2024 is presented below:

	2023	2024
Consolidated net profit/(loss) from continuing operations under IFRS	**27,961**	**(66,055)**
Consolidated net profit/(loss) from discontinued operations under IFRS (Note 6)	**20,455**	**(472,176)**
Fair value adjustments and their amortization	(2,392)	(775)
Interest income under the effective interest method net of loss on modification of receivable for sale of discontinued operations	–	(22,577)
Credit loss expense	–	34,127
Forex loss	1,623	36,477
(Gain)/loss on disposal of subsidiaries and discontinued operations	(5,273)	478,858
Impairment of non-current assets	160,644	–
Penalties and others	–	(2,096)
Effect from taxation of the above items	(17,819)	–
Total segment net profit/(loss), as presented to CODM	**185,199**	**(14,217)**

GEOGRAPHIC INFORMATION

Revenues from external customers from continuing and discontinued operations are presented below:

	2023	2024
Continuing operations		
Kazakhstan	30,251	24,408
EU	16,424	3,297
USA and Canada	15,035	2,297
Hong Kong	5,685	809
United Kingdom	6,348	387
Other	10,509	4,751
Total revenue from continuing operations	**84,252**	**35,949**
Discontinued operations		
Russia	693,127	31,949
EU	55,764	–
Kazakhstan	1,495	–
Other	9,830	–
Total revenue from discontinued operations	**760,216**	**31,949**

Revenue is recognized according to merchants' or consumers' geographic location.

The Group allocates non-current assets by geographical region based on the principal country of major operations of a particular legal entity within the Group. 52% of the Group's non-current assets related to continuing operations are located in Kazakhstan, 34% - in UAE, 8% - in EU as of December 31, 2024. Non-current assets for this purpose consist of property and equipment and intangible assets.

The Group has one customer, which generates more than 10% of the Group's revenues - 27,5% for the year ended December 31, 2024 and 11% for the year ended December 31, 2023 (Note 24).

8. EARNINGS/(LOSS) PER SHARE

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the parent adjusted for the effect of any potential share exercise by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the profit/(loss) and share data used in basic and diluted earnings per share computations for the years ended December 31:

	2023	2024
Profit/(Loss) attributable to ordinary equity holders of the parent:		
Continuing operations	27,961	(66,055)
Discontinued operations	16,619	(472,456)
Net profit/(loss) attributable to ordinary equity holders of the parent for basic and diluted earnings	**44,580**	**(538,511)**
Weighted average number of ordinary shares for basic earnings per share	**62,712,975**	**62,712,975**
Weighted average number of ordinary shares for diluted earnings per share	**62,712,975**	**62,712,975**

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these consolidated financial statements.

9. LONG-TERM AND SHORT-TERM LOANS ISSUED

As of December 31, 2024, short-term loans issued consisted of the following:

	Total as of December 31, 2024	Expected credit loss allowance	Net as of December 31, 2024
Short-term loans			
Convertible loan to legal entity (Note 25)	46,793	–	46,793
Convertible loan to individual (Note 25)	5,207	–	5,207
Loan to former group company	4,477	(389)	4,088
Total short-term loans	**56,477**	**(389)**	**56,088**

The Convertible loan to legal entity is denominated in Euro. The Convertible loan to individual is denominated in USD. Loan to former group company is denominated in RUB and has a maturity date April 2024. Due to QIWI Bank license revoking and restrictions imposed by the Deposit Insurance Agency the loan to former group company was not repaid on time. The loan was repaid in April 2025 within the process of the Bank's liquidation (Note 26).

As of December 31, 2023, long-term and short-term loans issued consisted of the following:

	Total as of December 31, 2023	Expected credit loss allowance	Net as of December 31, 2023
Long-term loans			
Convertible loan to legal entity (Note 25)	46,885	–	46,885
Total long-term loans	**46,885**	**–**	**46,885**
Short-term loans			
Loans to legal entities, including SME	100	(100)	–
Loans to individuals	4,159	(1,829)	2,330
Total short-term loans	**4,259**	**(1,929)**	**2,330**

The following table contains an analysis of the credit risk exposure for loans issued and for which an ECL allowance is recognized. The Group has no internal grading system of loans issued and uses their overdue status for credit risk analysis. The carrying amount of loans issued to customers below also represents the Group's maximum exposure to credit risk on these loans.

		As of December 31, 2024		As of December 31, 2023	
		Gross amount	ECL	Gross amount	ECL
Not overdue	*Stage 1*	*4,477*	*(389)*	*1,497*	*(30)*
Up to 30 days overdue	*Stage 1*	*-*	*-*	*466*	*(46)*
30-90 days overdue	*Stage 2*	*-*	*-*	*548*	*(105)*
90+ days overdue	*Stage 3*	*-*	*-*	*1,748*	*(1,748)*
Total		**4,477**	**(389)**	**4,259**	**(1,929)**

The amounts in the tables show the maximum exposure to credit risk regarding loans issued. Loans issued are not collateralized.

An analysis of the changes in the ECL allowances due to changes in corresponding gross carrying amounts for the year ended December 31, 2024, was the following:

	Stage 1 Collective	Stage 2 Collective	Stage 3	Total
ECL allowance as of January 1, 2024	**(77)**	**(104)**	**(1,748)**	**(1,929)**
Net remeasurement of loss allowance during the reporting period	(389)	(210)	(2,749)	(3,348)
Transfers between stages	76	104	(180)	–
Amounts written off	1	210	4,677	4,888
ECL allowance as of December 31, 2024	**(389)**	**-**	**-**	**(389)**

An analysis of the changes in the ECL allowances due to changes in corresponding gross carrying amounts for the year ended December 31, 2023, was the following:

	Stage 1 Collective	Stage 2 Collective	Stage 3	Total
ECL allowance as of January 1, 2023	**(341)**	**(1,706)**	**(3,938)**	**(5,985)**
Net remeasurement of loss allowance during the reporting period	(2,020)	1,083	(3,611)	(4,548)
Transfers between stages	1,425	(16)	(1,409)	–
Amounts sold and written off	–	–	988	988
Assets held for sale	859	535	6,222	7,616
ECL allowance as of December 31, 2023	**(77)**	**(104)**	**(1,748)**	**(1,929)**

10. TRADE AND OTHER RECEIVABLES

As of December 31, 2024, trade and other receivables consisted of the following:

	Total as of December 31, 2024	Expected credit loss allowance	Net as of December 31, 2024
Cash receivable from agents	931	(86)	845
Deposits issued to merchants	17,156	(363)	16,793
Other receivables	683	(268)	415
Total financial assets	18,770	(717)	18,053
Advances issued	205	–	205
Total trade and other receivables	**18,975**	**(717)**	**18,258**

As of December 31, 2023, trade and other receivables consisted of the following:

	Total as of December 31, 2023	Expected credit loss allowance	Net as of December 31, 2023
Cash receivable from agents	7,757	(117)	7,640
Deposits issued to merchants	14,531	(443)	14,088
Other receivables	1,269	(285)	984
Total financial assets	23,557	(845)	22,712
Advances issued	479	–	479
Total trade and other receivables	**24,036**	**(845)**	**23,191**

The amounts in the tables show the maximum exposure to credit risk regarding Trade and other receivables. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns.

Set out below is the information about the credit risk exposure on the Group's trade and other receivables (except for advances issued) using a provision matrix:

December 31, 2024					**Days past due**
	Current and <30 days	**30-60 days**	**61-90 days**	**>91 days**	**Total**
Expected credit loss rate	0%	0%	2%	8%	
Exposure at default	9,733	116	171	8,750	18,770
Expected credit loss	(48)	-	(4)	(665)	(717)

An analysis of the changes in the ECL allowances due to changes in the corresponding gross carrying amounts for the years ended December 31 was the following:

	2023	2024
ECL allowance as of January 1,	**(14,465)**	**(845)**
Changes because of financial instruments (originated or acquired)/ derecognized during the reporting period from continuing operations	(457)	(706)
Amounts written off from continuing operations	415	834
Changes because of financial instruments (originated or acquired)/ derecognized during the reporting period from discontinued operations	(11,171)	513
Amounts written off from discontinued operations	5,705	(513)
Assets held for sale	19,128	-
ECL allowance as of December 31,	**(845)**	**(717)**

Receivables are non-interest bearing, except for agent receivables bearing interest rate of 18%-36% per annum and credit terms generally do not exceed 90 days. There is no requirement for collateral for customers to receive an overdraft.

11. CASH AND CASH EQUIVALENTS

As of December 31, 2024, and 2023, cash and cash equivalents consisted of the following:

	As of December 31, 2023	As of December 31, 2024
Cash with banks and on hand	17,048	7,688
Other short-term bank deposits	64,345	67,496
Total cash and cash equivalents	**81,393**	**75,184**

The Group has no internal grading system of cash and cash equivalents for credit risk rating grades analysis. Credit quality of cash and cash equivalents based on scale of external rating agencies are summarized as follows:

	As of December 31, 2023	As of December 31, 2024
	Stage 1	Stage 1
Cash with banks rated Ba3 and above	66,902	70,437
Cash with banks rated Caa2 and above	12,078	4,333
Cash with banks having no rating	2,413	216
Cash on hand	–	198
Total	**81,393**	**75,184**

Cash with banks having no rating is represented by cash held with banks in such jurisdictions as Cyprus and United Kingdom.

The amounts in the table show the maximum exposure to credit risk regarding cash and cash equivalents. The banks, where the Group holds its cash, have low credit risk and are approved by the Board of Directors of the Group on a regular basis.

The Group holds cash and cash equivalents in different currencies and therefore is exposed to foreign currency risk. For more details regarding foreign currency sensitivity and risk management refer to Note 24.

	As of December 31, 2023	As of December 31, 2024
US Dollar	28,923	29,488
Euro	28,086	23,753
Kazakhstan Tenge	12,052	14,683
Others	12,332	7,260
Total	**81,393**	**75,184**

12. DEBT SECURITIES AND TERM DEPOSITS

The table below discloses investments in debt securities and term deposits by classes and its credit risk exposure as of December 31, 2023, and December 31, 2024:

	As of December 31, 2023	As of December 31, 2024
	Stage 1	**Stage 1**
Securities accounted at FVOCI		
Foreign government bonds	38,132	35,782
Deposits accounted at amortized cost		
Term deposits in bank rated A and above	17,548	–
Term deposits in bank rated Baa1 and above	–	2,770
Total debt securities and term deposits	**55,680**	**38,552**

The Group has no internal grading system for debt securities' credit risk rating grades analysis. Credit quality of debt securities presented is based on external scale of rating agencies (Note 25).

13. OTHER CURRENT ASSETS AND OTHER CURRENT LIABILITIES

13.1 OTHER CURRENT ASSETS

As of December 31, 2024, and 2023, other current assets consisted of the following:

	As of December 31, 2023	As of December 31, 2024
Other financial assets		
Restricted cash accounts and payments	5,295	5,295
Less: Allowance for ECL	(5,295)	(5,295)
Total other financial assets	**–**	**–**
Other non-financial assets		
Prepaid expenses	1,171	1,120
Income tax prepaid	1,274	1,717
Other tax receivables	432	985
Other	1,471	387
Total other current assets	**4,348**	**4,209**

An analysis of the changes in the ECL allowances due to changes in the corresponding gross carrying amounts for the years ended December 31 was the following:

	2023	2024
	Stage 3	**Stage 3**
ECL allowance as of January 1,	**(15,654)**	**(5,295)**
Changes because of financial instruments (originated or acquired)/derecognized during the reporting period	6,212	–
Translation reserve	(2,521)	–
Amounts written off	6,668	–
ECL allowance as of December 31,	**(5,295)**	**(5,295)**

The Group has no internal grading system of other current financial assets for credit risk rating grades analysis.

As of December 31, 2023, payments to partners in the amount of 5,295 were restricted due to the sanctions imposed on certain Russian banks. There was no change within the reporting period. Restricted cash accounts and payments to partners fall under stage 3 of impairment.

13.2 OTHER CURRENT LIABILITIES

As of December 31, 2024, and 2023, other current liabilities consisted of the following:

	As of December 31, 2023	As of December 31, 2024
Deferred income	1,201	4,223
Tax payable	500	649
Total other current liabilities	**1,701**	**4,872**

14. SHARE CAPITAL AND OTHER RESERVES

The Company's shares are divided into two classes. Each class A share has the right to ten votes at a meeting of shareholders and each class B share has the right to one vote at a meeting of shareholders. The class A shares and the class B shares have the right to an equal share in any dividend or other distribution the Company pays and have a nominal value of EUR 0.0005 each.

Authorised shares	As of January 1, 2023	As of December 31, 2023	As of December 31, 2024
	Thousands	Thousands	Thousands
Ordinary Class A shares	127,914	127,914	127,914
Ordinary Class B shares	102,936	102,936	102,936
Total authorised shares	**230,850**	**230,850**	**230,850**

Issued and fully paid shares	As of January 1, 2023	As of December 31, 2023	As of December 31, 2024
	Thousands	Thousands	Thousands
Ordinary Class A shares	10,414	10,414	10,414
Ordinary Class B shares	52,299	52,299	52,299
Total issued and fully paid shares	**62,713**	**62,713**	**62,713**

For the years ended December 31, 2024 and 2023 the was no movement in outstanding shares' number.

	Ordinary Class A shares	Ordinary Class B shares	Number of outstanding shares
	Thousands	Thousands	Thousands
As of January 1, 2023	**10,414**	**52,299**	**62,713**
As of December 31, 2023	**10,414**	**52,299**	**62,713**
As of December 31, 2024	**10,414**	**52,299**	**62,713**

In case of liquidation, the Company's assets remaining after settlement with creditors, payment of dividends and redemption of the par value of shares is distributed among the ordinary shareholders proportionately to the number of shares owned.

The other reserves of the Group's equity represent the effect of past transactions relating to equity settled share-based payments to employees and effects of transactions with financial instruments accounted at FVOCI, including effect of disposals of such instruments.

15. DEBT

As of December 31, 2024, and December 31, 2023, Group's debt consisted of the following:

	Credit limit	Nominal interest rate	Currency	Maturity	As of December 31, 2023	As of December 31, 2024
Current interest-bearing debt						
Bank's credit facility	2,721	6.0%	AED	January 17, 2024	2,765	–
Non-current interest-bearing debt						
Third party borrowings	–	7.02%	EUR	March-September, 2026	–	446
Total debt					2,765	446
Including short-term portion					**2,765**	**-**

The table below sets out the movements in the Group's debt for each of the periods presented:

	Debt as of January 1	Proceeds from issue of debt	Loans from former group company	Repayment/buy back of debt	Interest expense	Interest paid	Foreign exchange difference	Classified as held for sale	Debt as of December 31
2024	2,765	549	440	(3,256)	57	(88)	(21)	-	**446**
2023	55,756	95,714	-	(45,114)	5,406	(3,371)	(14,625)	(91,001)	**2,765**

16. TRADE AND OTHER PAYABLES

As of December 31, 2024 and 2023, the Group’s trade and other payables consisted of the following:

	As of December 31, 2023	As of December 31, 2024
Payables to merchants	45,235	6,269
Deposits received from agents	4,898	4,603
Commissions payable	441	736
Accrued personnel expenses and related taxes	7,216	1,322
Other payables	4,732	3,384
Total trade and other payables	**62,522**	**16,314**

17. REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from contracts with customers from continuing operations was as follows:

	2023	2024
Payment processing fees	74,247	23,640
Other revenue	2,128	2,609
Total revenue from contracts with customers	**76,375**	**26,249**

Revenue from contracts with customers from discontinued operations was as follows:

	2023	2024
Payment processing fees	317,408	11,487
Platform and marketing services related fees	263,715	9,970
Fees for guarantees issued	21,674	1,192
Cash and settlement service fees	35,767	1,044
Other revenue	8,122	1,040
Total revenue from contracts with customers	**646,686**	**24,733**

For the purposes of consolidated cash flow statement, “Interest income, net” consists of the following:

	2023	2024
Interest revenue calculated using the effective interest rate from continuing operations	(6,724)	(8,196)
Interest revenue calculated using the effective interest rate from discontinued operations	(96,052)	(6,400)
Interest expense classified as part of cost of revenue	6,066	1,053
Interest income and expenses classified separately in the consolidated statement of comprehensive income	12	(23,688)
Interest income, net, for the purposes of consolidated cash flow statement	**(96,698)**	**(37,231)**

18. COST OF REVENUE

Cost of revenue from continuing operations was as follows:

	2023	2024
Transaction costs	48,568	14,739
Other expenses	2,072	1,807
Total cost of revenue	**50,640**	**16,546**

Cost of revenue from discontinued operations was as follows:

	2023	2024
Transaction costs	125,067	5,980
Platform and marketing services related expenses	215,957	5,893
Guarantees issued related expenses	9,760	423
Interest expense	5,789	1,068
Other expenses	12,033	555
Total cost of revenue	**368,606**	**13,919**

19. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses from continuing operations were as follows:

	2023	2024
Advisory and audit services	6,701	7,706
IT related services	1,935	1,639
Business travel and representative expenses	1,173	1,061
Other expenses	1,038	2,891
Total selling, general and administrative expenses	**10,847**	**13,297**

Selling, general and administrative expenses from discontinued operations were as follows:

	2023	2024
Processing support expenses	14,786	1,064
IT related services	5,041	272
Advisory and audit services	4,562	166
Business travel and representative expenses	5,781	32
Advertising, client acquisition and related expenses	6,097	120
Tax expenses, except for income and payroll taxes	4,116	360
Rent of premises	1,497	57
Other expenses	8,015	335
Total selling, general and administrative expenses	**49,895**	**2,406**

20. INTEREST INCOME AND EXPENSES, NET

Interest income and expenses from continuing operations were as follows:

	2023	2024
Interest income under the effective interest method on receivable for sale of discontinued operations (Note 6)	–	32,914
Loss on modification of receivables for sale of discontinued operations (Note 6)	–	(10,337)
Other interest income and expenses, net	(12)	1,111
Total Interest (expenses)/income, net	**(12)**	**23,688**

On initial recognition the receivable for the sale of Russian business was discounted at the rate 17.71%. Subsequently, upon non-substantial modification (Note 6), the carrying amount of the financial asset was recalculated at the original effective interest rate.

21. INCOME TAX

The Company is incorporated in Cyprus under the Cyprus Companies Law, but the business activity of the Group is subject to taxation in multiple jurisdictions, the most significant of which include:

CYPRUS

The Company is subject to 12.5% corporate income tax applied to its worldwide income.
As of December 31, 2023, Cyprus was set to implement a 15% global minimum tax for multinational enterprises (MNEs) – groups with consolidated annual revenues exceeding EUR 750 million in at least two of the four fiscal years preceding the tested fiscal year. The implementation was to be made in a form of transposition into national law the Council Directive (EU) 2022/2523 (Pillar 2 Directive). Duly implemented in the national legislation of Cyprus on December 28, 2024, it partially takes effect retroactively from January 1, 2024. Management estimated that for the periods through December 31, 2024 the regime is not applicable to the Company as the Group's annual consolidated revenues do not exceed the threshold.

The Company is exempt from the special contribution to the Defence Fund on dividends received from abroad.

In 2020 the Company obtained a written confirmation from the Cyprus tax authorities in the form of a tax ruling in which the Cyprus tax authorities accept in writing not to impose any deemed dividend distribution liability since the Company is a public entity and it is impossible to identify the ultimate minority shareholders.

REPUBLIC OF KAZAKHSTAN

The Company's subsidiary incorporated in Kazakhstan is subject to corporate income tax at the standard rate of 20% applied to their taxable income.

THE UNITED ARAB EMIRATES

On December 9, 2022 Federal Decree-Law No. 47/2022 "On Corporate Tax and Income Tax" was published by the Ministry of Finance of the UAE, which established corporate income tax in the UAE. Corporate income tax is governed by Federal Decree-Law No. 60/2023 "Amending Certain Provisions of the Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses".

The new legislation applies from January 1, 2024 to the companies with financial year corresponding to a calendar year.

The Corporate Tax law also imposes an obligation to pay Corporate Tax on residents of Free Zones. The law suggests that a Qualifying Free Zone Person can have both Qualifying Income (taxed at the rate of 0% subject to satisfying certain conditions) and non-qualifying Taxable Income (taxed at 9%).

The conditions to be considered a Qualifying Free Zone Person include among others maintaining adequate substance, complying with transfer pricing provisions, not electing to be subject to Corporate Tax, having non-qualifying income not exceeding the amount prescribed by the de minimis requirements. All Free Zone entities will be required to register and file a Corporate Tax return, irrespective of whether they are a Qualifying Free Zone Person or not.

The Company`s subsidiaries incorporated in UAE Free Zones are subject to corporate income tax at a standard rate of 9% on taxable income exceeding AED 375,000.

The major components of income tax expense for the years ended 31 December 2024 and 2023 are:

	2023	2024
Total tax expense		
Current income tax expense	(2,966)	(1,996)
Deferred tax benefit	3	360
Income tax expense reported in the consolidated statement of profit or loss	**(2,963)**	**(1,636)**

Deferred income tax assets and liabilities, including assets and liabilities held for sale as of December 31, 2024 and 2023, relate to the following:

	Consolidated statement of financial position as of December 31		Disposed of in	Consolidated statement of comprehensive income for the year ended[1]			
	2023	2024	2024	2023		2024	
				PL	OCI	PL	OCI
Intangible assets	1,160	–	(1,170)	11,339	–	11	–
Trade and other payables	4,527	590	(4,293)	(2,483)	–	356	–
Trade and other receivables	1,182	(398)	(1,172)	897	–	(408)	–
Debt instruments	1,594	–	(1,609)	776	818	181	(166)
Tax loss carry forwards	295	414	(39)	253	–	162	–
Loans issued	1,171	(34)	(1,201)	1,640	–	(3)	–
Lease obligations	959	25	(962)	348	–	28	–
Property and equipment	1,672	(24)	(1,694)	3,137	–	(3)	–
Taxes on unremitted earnings	(803)	(799)	4	15,149	–	–	–
Other	(1,296)	62	1,316	1,685	–	36	–
Net deferred income tax assets/ (liabilities)	**10,461**	**(164)**	**(10,820)**	**32,741**	**818**	**360**	**(166)**
including:							
Deferred tax assets	323	669					
Deferred tax assets held for sale	10,985	–					
Deferred tax liabilities	(847)	(833)					

Deferred tax assets and liabilities are not offset because they do not relate to income taxes levied by the same tax authority on the same taxable entity.

[1] The table above includes movement in deferred tax balances for continuing operations presented in the consolidated statement of comprehensive income and movement in deferred tax balances for discontinued operations (Note 6).

Reconciliation of deferred income tax liability, net:

	2023	2024
Deferred income tax liability, net as of January 1	**(23,298)**	**(524)**
Effect of business combinations	200	–
Deferred tax benefit	33,559	360
Deferred tax assets held for sale	(10,985)	–
Deferred income tax liability, net as of December 31	**(524)**	**(164)**

As of December 31, 2024 the Group has no accumulated unremitted earnings (2023 – USD 1,026 thousand). The amount of tax that the Group would pay to distribute them as of December 31, 2023 would be USD 56 thousand. Unremitted earnings include all earnings that were recognized by the Group's subsidiaries and that are expected to be distributed to the holding company.

Theoretical and actual income tax expense, including tax expense from discontinued operations is reconciled as follows:

	2023	2024
Profit/(loss) before tax from continuing operations	30,924	(64,419)
Profit/(loss) before tax from discontinued operations	40,313	(470,307)
Accounting profit/(loss) before tax	**71,237**	**(534,726)**
Theoretical income tax (expense)/benefit at 12.5%, being the statutory rate in Cyprus	(8,982)	66,876
(Expense)/income subject to income tax at rates different from 12.5%	(7,865)	34,863
Windfall tax	(5,270)	–
(Increase)/decrease resulting from the tax effect of:		
Non-taxable income	6,986	23,593
Loss on disposal of discontinued operations	–	(95,888)
Other non-deductible expenses	(16,612)	(32,098)
Taxes on unremitted earnings	9,157	–

	2023	2024
Under/(over) provided in prior years	–	(107)
Unrecognized deferred tax assets	(235)	(744)
Total income tax expense	**(22,821)**	**(3,505)**
Income tax attributable to continuing operations	(2,963)	(1,636)
Income tax attributable to discontinued operations	(19,858)	(1,869)

As at December 31, 2024 the Group did not recognize deferred tax assets related to the tax loss carry forward in the amount of USD 744 thousand (December 31, 2023 - USD 235 thousand) because Management does not believe that the recoverability of the related deferred tax assets is probable.

22. COMMITMENTS, CONTINGENCIES AND OPERATING RISKS

OPERATING ENVIRONMENT

Starting from February 2022, because of the military conflict between the Russian Federation and Ukraine, a number of countries imposed numerous sanctions against the Russian Federation. The conflict affects not only the economic activity of these two countries but the global economy as well. As a result of sanctions, commodity and food prices have risen in many countries around the world, the established links between supplies of resources have been disrupted, inflation also affects the prices, and analysts also forecast economic implications for the global industry. Substantial restrictions were imposed on cross-border capital transactions in multiple jurisdictions.

Sanctions imposed by the United States of America, the European Union and some other countries against Government of the Russian Federation, as well as many large financial institutions, legal entities and individuals in Russia continue to be in effect and have been expanded. In particular, restrictions have been imposed on the export and import of goods, including capping the price of certain types of raw materials, restrictions were introduced on the provision of certain types of services to Russian enterprises, the assets of a number of Russian individuals and legal entities were blocked, a ban on maintaining correspondent accounts has been established, certain large banks have been disconnected from the SWIFT international financial messaging system, and other restrictive measures have been implemented. Also, in the context of the imposed sanctions, a number of large international companies from the United States, the European Union and other countries discontinued, have significantly reduced or suspended their own activities in the Russian Federation, as well as doing business with Russian citizens and legal entities. Sanctions imposed on the Russian Federation and restrictions on capital flow introduced by the Russian Government may negatively affect the recoverability of Group's receivables.

The Group is exposed to the economic and financial markets of Kazakhstan which display characteristics of an emerging market. The legal, tax and regulatory frameworks continue development, but are subject to varying interpretations and frequent changes which together with other legal and fiscal impediments contribute to the challenges faced by entities operating in Kazakhstan. The volatility in the global price of oil and the ongoing military conflict between the Russian Federation and Ukraine have also increased the level of uncertainty in the business environment.

In addition to Kazakhstan, the Group have operations in UAE and other emerging markets. In many respects, the risks the Group faces in operating the payment business in emerging markets are similar to those in Kazakhstan as set out above. As is typical of an emerging market, such countries do not possess a well-developed business, legal and regulatory infrastructure and may experience substantial political, economic and social change.

The Group's business in emerging markets is subject to specific laws, regulations and inspections including with respect to tax, anti-corruption, and foreign exchange controls. Such laws are often rapidly changing and are unpredictable, as these countries continue to develop its regulatory framework. Any new laws that may be introduced may significantly affect the regulatory environment in those countries which, in turn, may impact the Group's operations there and impose additional regulatory compliance burden on the Group.

The consolidated financial statements reflect management's assessment of the impact of the Group's business environment on the operations and the financial position of the Group. The future business environment may differ from management's assessment.

TAXATION

Tax, currency and customs legislation in countries of the Group's presence is subject to varying interpretations, and changes, which can occur frequently. The taxation system in Kazakhstan is relatively new and is characterized by frequent changes in legislation, official pronouncements and court decisions, which are often unclear, contradictory and subject to varying interpretation by different tax authorities. Taxes are subject to review and investigation by various levels of authorities, which have the authority to impose severe fines and penalties. A tax year generally remains open for review by the tax authorities for three to five subsequent calendar years; however, under certain circumstances a tax year may remain open longer.

These circumstances may create tax risks in Kazakhstan that are more significant than in other countries. Management believes that it has provided adequately for tax liabilities based on its interpretations of applicable tax legislation, official pronouncements and court decisions. However, the interpretations of the relevant authorities could differ and the effect on these consolidated financial statements, if the authorities were successful in enforcing their interpretations, could be significant.

RISK ASSESSMENT

The Group's management believes that its interpretation of the relevant legislation is appropriate and is in accordance with the current industry practice and that the Group's currency, customs, tax and other regulatory positions will be sustained. Even though the interpretations of the relevant authorities could differ, the Group assessed the maximum possible effect of additional losses, if the authorities were successful in enforcing their different interpretations, and came to a conclusion that no material risks arise as of December 31, 2024 (the sum of the maximum possible effect of additional losses amounted to USD 10,000 thousand as of December 31, 2023).

LEGAL PROCEEDINGS

In the ordinary course of business, the Group is subject to legal actions and complaints. Management does not believe that the ultimate liability, if any, arising from such actions or complaints will have a material adverse effect on the financial condition or the results of future operations of the Group.

Following the disclosure of the restrictions imposed by the CBR on the Group's subsidiaries comprising the discontinued operations in December 2020, QIWI plc and certain of its current and former executive officers have been named as defendants in a putative class action filed in the United States. These lawsuits allege that the defendants made certain false or misleading statements that were alleged to be revealed when the CBR audit results and restrictions were disclosed in December 2020, which the plaintiffs perceive as a violation of Sections 10(b) and 20(a) of the 1934 Securities Exchange Act, and seek damages and other relief based upon such allegations. Management believes that these lawsuits are without merit and intends to defend against them vigorously, and expects to incur certain costs associated with defending against these actions. At this early stage of the litigations, the ultimate outcomes are uncertain and management cannot reasonably predict the timing or outcomes, or estimate the amount of loss, if any, or their effect, if any, on the Group's consolidated financial statements. Any negative outcome could result in payments of substantial monetary damages and accordingly the Group's business could be seriously harmed. On November 3, 2023 the case was dismissed without prejudice, however on December 4, 2023 the plaintiffs filed second amended complaint (the SAC). On May 2, 2024 the Company filed motion to dismiss the proposed SAC.

After revocation of QIWI Bank's banking license by CBR, the National Bank of the Republic of Kazakhstan (NBRK) initiated an audit of books and records of QIWI Kazakhstan. The audit was finalized in May and the report was issued by the authorities in June 2024. Total penalties for miscellaneous violations did not exceed USD 40 thousand.

In March 2024, a legal proceeding was initiated against the Company and the Buyer in the Moscow City Arbitration Court. The legal claims, filed by the temporary administration of QIWI Bank (hereinafter "the plaintiff"), sought to invalidate the Transaction related to the sale of Russian assets. The court dismissed the claim in its entirety in May 2024. The plaintiff subsequently filed an appeal, which was rejected, thereby upholding the initial ruling. As of the date of issuance of these consolidated financial statements, the statutory period for filing a cassation appeal has expired and thus the court's initial decision is now final and binding.

Separately, the plaintiff petitioned the court to impose certain interim measures in respect of QIWI JSC for the duration of the legal proceedings. The court denied that request, and the subsequent attempts by the plaintiff to appeal that decision were also unsuccessful.

23. BALANCES AND TRANSACTIONS WITH RELATED PARTIES

The following table provides the total amount of transactions that have been entered into with related parties during the years ended December 31, 2024 and 2023, as well as balances with related parties as of December 31, 2024 and December 31, 2023. The details regarding the sale of Russian business are presented in Note 6.

	For the year ended December 31, 2024		As of December 31, 2024	
	Sales to/ income from related parties	**Purchases/ expenses from related parties**	**Amounts owed by related parties**	**Amounts owed to related parties**
Associate	1,897	–	8,354	(154)
Key management personnel	–	(2,493)	–	(373)
Other related parties	–	(1)	–	–

	For the year ended December 31, 2023		As of December 31, 2023	
	Sales to/ income from related parties	**Purchases/ expenses from related parties**	**Amounts owed by related parties**	**Amounts owed to related parties**
Associate	1,297	–	5,992	(434)
Key management personnel	–	(5,475)	–	(3,661)
Other related parties	69	(442)	–	(540)

Benefits of key management and Board of Directors for the year ended December 31, 2024 comprise short-term benefits of USD 2,493 thousand, benefits under long-term incentive programs of nil (USD 3,651 thousand and USD 1,824 thousand, respectively - for the year 2023).

24. RISK MANAGEMENT

The main risks that could adversely affect the Group's financial assets, liabilities or future cash flows are foreign exchange risk, liquidity and credit risk. Management reviews and approves policies for managing each of the risks which are summarized below.

FOREIGN EXCHANGE RISK

Foreign exchange risk is the risk that fluctuations in exchange rates will adversely affect items in the Group's consolidated statement of comprehensive income, consolidated statement of financial position and/or cash flows. Foreign currency denominated assets and liabilities give rise to foreign exchange exposure.

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the RUB, KZT and AED exchange rates against the US Dollar, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the carrying amount of monetary assets and liabilities denominated in RUB, EUR and AED when these currencies are not functional currencies of the respective Group subsidiaries. The Group's continuing operations exposure to foreign currency changes for all other currencies is not material.

		Change in the exchange rate	Effect on profit before tax Gain/(loss)
2024	RUB	Strengthening 20%	40,009
		Weakening 20%	(40,009)
	EUR	Strengthening 20%	13,492
		Weakening 20%	(13,492)
	AED	Strengthening 20%	3,184
		Weakening 20%	(3,184)
2023	RUB	Strengthening 20%	949
		Weakening 20%	(949)
	EUR	Strengthening 20%	11,684
		Weakening 20%	(11,684)
	AED	Strengthening 20%	4,115
		Weakening 20%	(4,115)

LIQUIDITY RISK AND CAPITAL MANAGEMENT

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Group seeks to maintain a stable funding base primarily consisting of agents' deposits and debt. The deposits received from agents are due on demand, but are usually offset against future payments processed through agents. The Group expects that agents' deposits will continue to be offset against future payments and not be called by the agents. The Group has sufficient cash balances and keeps it in diversified portfolios of liquid instruments such as foreign government bonds, overnight placements in high-rated commercial banks, in order to be able to respond timely and steadily to unforeseen liquidity requirements.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. Capital includes share capital, share premium, additional paid-in capital, other reserves and translation reserve. To maintain or adjust the capital structure, the Group may make dividend payments to shareholders or issue new shares. The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

	Due:			
	Total	**On demand**	**Within a year**	**More than a year**
Debt	446	–	–	446
Lease liabilities	270	–	240	30
Trade and other payables	16,314	16,314	–	–
Total as of December 31, 2024	**17,030**	**16,314**	**240**	**476**

	Due:			
	Total	**On demand**	**Within a year**	**More than a year**
Debt	2,765	–	2,765	–
Lease liabilities	252	–	161	91
Trade and other payables	62,522	62,522	–	–
Total as of December 31, 2023	**65,539**	**62,522**	**2,926**	**91**

CREDIT RISK

Financial assets of the Group, which potentially subject it to credit risk, comprise principally trade receivables, loans issued, cash and debt securities. The Group sells services on a prepayment basis or ensures that its receivables are from large merchants and agents with sufficient and appropriate credit history. The Group's receivables from merchants and others, except for agents, are generally non-interest-bearing and do not require collateral. Receivables from agents are interest-bearing and unsecured. The Group holds cash primarily with reputable international banks, which management considers having minimal risk of default. Debt securities include foreign government bonds. As of December 31, 2024 the major part of the Group's financial assets consists of receivables for sale of discontinued operations (Note 6).

The Group evaluates the concentration of risk with respect to trade and other receivables on a regular basis. The customers are located in several jurisdictions and industries and operate in largely independent markets. The table below demonstrates the largest counterparties' balances, as a percentage of respective totals:

	Trade and other receivables	
	As of December 31, 2023	As of December 31, 2024
Concentration of credit risks by main counterparties, % from total amount		
Top 5 counterparties	46%	73%
Others	54%	27%

The management established a credit committee that develops and approves general principles for lending and takes special measures to mitigate credit risk such as a reduction of the credit limits for unreliable clients and more advanced scoring models for the new borrowers. See Note 9 for the carrying amount of loans issued and the maximum amount exposed to the credit risk for this type of assets.

The calculation of ECLs incorporates forward-looking information. The Group performs historical analysis and identifies the key economic variables impacting credit risk and ECLs for each portfolio. The impact of these economic variables on the ECL is determined by performing statistical regression analysis in order to understand the way how changes in these variables historically impacted default rates. Having performed this analysis, management believes that such forward-looking information does not significantly affect the amount of ECLs recognized in the consolidated financial statements.

MARKET RISK

The Group is exposed to market risks through its holding the trading portfolio of bonds. The market risk management is aimed to keep the level of market risk assumed by the Group in accordance with the Group’s strategy. The Group manages its market risks both on a portfolio and individual basis. The most commonly used tools are VAR (value at risk) and stop-loss limits, which are set by the Group’s risk appetite and Group’s portfolio investment guidelines approved by the BOD.

An analysis of the sensitivity of changes in the fair value of financial instruments at fair value through other comprehensive income due to changes in the interest rates, based on positions existing as of December 31, 2024 and 2023 and a simplified scenario of a 100 bp symmetrical fall or rise in all yield curves, is as follows:

	Other comprehensive income/(loss)	
	As of December 31, 2023	As of December 31, 2024
100 bp rise of interest rate	(95)	(101)
100 bp fall of interest rate	95	101

25. FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise receivables from sale of QIWI JSC, loans receivable, trade and other receivables, trade and other payables, cash and cash equivalents, long- and short-term debt instruments. The Group has various financial assets and liabilities which arise directly from its operations. During the reporting period, the Group did not undertake trading in financial instruments.

The fair value of the Group's financial instruments as of December 31, 2024 is presented by type of the financial instrument in the table below:

		Carrying amount	Fair value
Financial assets			
Debt securities and deposits	AC	2,770	2,770
Debt securities	FVOCI	35,782	35,782
Short-term loans	AC	4,088	4,088
Short-term loans	FVPL	52,000	52,000
Long-term receivable for sale of discontinued operations	AC	30,821	25,137
Short-term receivable for sale of discontinued operations	AC	137,788	131,861
Financial liabilities			
Third party borrowings	AC	446	446

The fair value of the Group's financial instruments as of December 31, 2023 is presented by type of the financial instrument in the table below:

							As of December 31, 2023
		Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
			Continuing operations		Disposal group held for sale		Total
Financial assets							
Debt securities and deposits	AC	17,548	17,538	56,943	52,783	74,491	70,321
Debt securities	FVOCI	38,132	38,132	292,480	292,480	330,612	330,612
Long-term loans	AC	–	–	5,776	5,776	5,776	5,776
Long-term loans	FVPL	46,885	46,885	–	–	46,885	46,885
Financial liabilities							
Bonds issued	**AC**	**–**	**–**	**91,001**	**91,461**	**91,001**	**91,461**

Financial instruments used by the Group are included in one of the following categories:

- AC – accounted at amortized cost;
- FVOCI – accounted at fair value through other comprehensive income;
- FVPL – accounted at fair value through profit or loss.

Carrying amounts of cash and cash equivalents, short-term loans issued, short-term deposits placed, debt, short-term accounts receivable and payable, lease liabilities approximate their fair values largely due to short-term maturities of these instruments.

Debt securities of the Group mostly consist of USD government bonds with zero coupon interest and maturity up to June 2025.

Short-term loan to legal entity accounted at fair value through profit or loss comprised EUR-denominated convertible loan to a venture company with the conversion option within 12 months after the reporting date and nominal interest rate of 0.5%. The gain from revaluation of the convertible loan for the year 2024 amounted to USD 2,594 thousand and was recognized within other income and expense line.

Short-term loan to individual was provided in September 2024 and accounted at fair value through profit or loss. It is USD-denominated loan with the option to convert amount to shares of a fintech company within 12-months after the reporting date. The nominal interest rate of the loan is 0.5%. The amount of the loan was used by the individual for the purpose of investing in the fintech company shares. As of December 31, 2024 the Group had shares of this fintech company accounted as investment in associate.

The following table provides the fair value measurement hierarchy of the Group's financial instruments to be accounted for or disclosed at fair value:

			Fair value measurement using		
			Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs
	Date of valuation	Total	(Level 1)	(Level 2)	(Level 3)
Assets accounted at fair value through profit or loss					
Short-term loans	December 31, 2024	52,000	–	–	52,000
Assets accounted at fair value through other comprehensive income					
Debt securities	December 31, 2024	35,782	35,782	–	–
Assets for which fair values are disclosed					
Debt securities and deposits	December 31, 2024	2,770	2,770	–	–
Short-term loans	December 31, 2024	4,088	–	–	4,088
Long-term receivable for sale of discontinued operations	December 31, 2024	25,137	–	–	25,137
Short-term receivable for sale of discontinued operations	December 31, 2024	131,861	–	–	131,861
Liabilities for which fair values are disclosed					
Long-term third party borrowings	December 31, 2024	446	–	–	446
Assets accounted at fair value through profit or loss					
Long-term loans	December 31, 2023	46,885	–	–	46,885
Assets accounted at fair value through other comprehensive income					
Debt securities	December 31, 2023	330,612	330,612	–	–
Assets for which fair values are disclosed					
Debt securities and deposits	December 31, 2023	70,321	70,321	–	–
Long-term loans	December 31, 2023	5,776	–	–	5,776
Liabilities for which fair values are disclosed					
Bonds issued	December 31, 2023	91,461	91,461	–	–

There were no transfers between Level 1 and Level 2 fair value measurements and no transfers into or out of Level 3 fair value measurements during the years ended December 31, 2024 and 2023.

The Group uses the following IFRS hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities;
- Level 2: Other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly;
- Level 3: Techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Valuation methods and assumptions

The fair values of the financial assets and liabilities are evaluated at the amount the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The convertible loan to the venture company is evaluated using a discounted cash flow model, with cash flow projections covering a five-year period. As of December 31, 2024 the most significant unobservable inputs for the model were compound average growth rate (CAGR) of payment volume in forecasted period (18.1%), discount rate (14.5%) and terminal growth rate (4%). Increase/decrease in CAGR of payment volume by 1% would result in an increase/(decrease) in fair value by USD 3,117 thousand/(USD 3,008 thousand). Increase/decrease in the discount rate by 1% would result in a (decrease)/increase in fair value by (USD 3,996 thousand)/USD 4,868 thousand. Increase/decrease in terminal growth rate by 1% would result in an increase/(decrease) in fair value by USD 3,141 thousand/(USD 2,596 thousand).

26. EVENTS AFTER THE REPORTING DATE

In April 2025 the loan previously provided to the former group company was fully repaid in the amount of USD 6,897 thousand at the exchange rate as of the date of payment.

Subsequent to the reporting date, the Company signed addendum to the sale and purchase agreement in relation to Russian business to postpone the payment of second and third instalments till October 31, 2025 (Note 6).