

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other duly authorised professional adviser immediately. Subject to the restrictions set out below, if you sell or have sold or otherwise transferred all of your Shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your Shares you should retain these documents and please immediately contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

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**Fix Price Group Ltd**

*(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1483801)*

**Circular to Shareholders relating to the extraordinary general meeting of Fix Price Group Ltd**

**including the proposed approval of the continuation of Fix Price Group Ltd to the Republic of Cyprus**

**Notice of Extraordinary General Meeting of Shareholders**

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This document contains a notice of the extraordinary general meeting of the Shareholders of the Company to be held at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands on 30 March 2022 at 09:00am British Virgin Islands (BVI) Time.

Shareholders who hold their Shares in certificated form will find enclosed with this document a Form of Proxy and Depositary Interest Holders will find enclosed with this document a Form of Instruction, for use in connection with the Meeting.

To be valid, a Form of Proxy should be completed and signed in accordance with the instructions printed on it and returned by courier or by hand to the Company's registered office at Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands or by email to [FPGLShareholderMeeting@conyers.com](mailto:FPGLShareholderMeeting@conyers.com) by no later than 9:00am BVI Time on 28 March 2022. Depositary Interest Holders may vote by (i) in the case of Rule 144A Depositary Interest Holders, completing and signing a Form of Instruction in accordance with the instructions printed on it and instructing their brokers to submit it to Mediant Communications Inc. by email to [voteadr@mediantonline.com](mailto:voteadr@mediantonline.com) or (ii) in the case of Regulation S Depositary Interest Holders by submitting voting instructions for the Meeting (or any adjournment of the Meeting) via CREST, in each case by no later than 12:00pm EST on 22 March 2022 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be). Further instructions relating to the Form of Proxy, Form of Instruction and voting instructions are set out in the notice of the Meeting.

Your attention is drawn to the letter from the Chairman of Fix Price Group Ltd in Part 1 of this document recommending that you vote in favour of the Resolutions to be proposed at the Meeting. You should read this

document in its entirety and consider whether to vote in favour of the Resolutions in light of the information contained in this document.

## PART 1

### LETTER FROM THE CHAIRMAN

#### Fix Price Group Ltd

*(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1483801)*

*Directors:*

Dmitry Nikolaevich Kirsanov  
Alexander Anatolievich Tynkovan  
Gregor William Mowat  
Elena Titova  
Alexey Makhnev  
Sergei Aleksandrovich Lomakin  
Artem Karenovich Khachatryan

*Registered Office:*

Commerce House  
Wickhams Cay I  
Road Town  
Tortola VG1110  
British Virgin Islands

#### To the Shareholders of the Company

28 February 2022

Dear Shareholder,

#### 1. Background

- 1.1 On 25 February 2022, the board of directors (the “**Board**”) of Fix Price Group Ltd (the “**Company**”) approved a change in the Company’s jurisdiction of incorporation from the British Virgin Islands to the Republic of Cyprus as a public limited liability company (the “**Continuation**”). The Continuation will be implemented by way of a discontinuance under Section 184 of the BVI Business Companies Act, 2004, as amended (the “**BVI Companies Act**”), and a continuation under sections 354B-354I of The Companies Law of The Republic of Cyprus (the “**Cyprus Companies Law**”).
- 1.2 Upon the Continuation, all issued and outstanding ordinary shares in the Company will convert into an equal number of ordinary shares of the Company under the Cyprus Companies Law.
- 1.3 It is a requirement of the laws of the Republic of Cyprus that each share in the Company has a par value. However, the ordinary shares in the Company currently have no par value. Accordingly, it is proposed that the memorandum and articles of association of the Company be amended such that immediately before a continuation of the Company into the Republic of Cyprus, each ordinary share of the Company shall automatically convert into an ordinary share of EUR 0.001 par value.
- 1.4 Global depositary receipts (“**GDRs**”) representing ordinary shares of the Company are currently (i) listed on the standard listing segment of the Financial Conduct Authority’s (the “**FCA**”) official list and admitted to trading on the London Stock Exchange plc’s (“**LSE**”) market for listed securities; and (ii) admitted to trading

on Public Joint-Stock Company "Moscow Exchange MICEX-RTS" ("**MOEX**") (together the "**Listings**"). The consent of MOEX has been obtained in relation to the Continuation and the LSE and the FCA have confirmed that no consent is required in this regard. The Continuation will **not** affect the Listings.

- 1.5 Each GDR represents an interest in one ordinary share of the Company. Following the Continuation each GDR will represent one ordinary share of the Company under the Cyprus Companies Law.
- 1.6 The Continuation will **not** affect the number of shares or GDRs you hold in the Company.
- 1.7 To effect the Continuation, the Company intends to file a notice of continuation out of the British Virgin Islands with the British Virgin Islands Registrar of Corporate Affairs and file an application for continuation as a public limited liability company to the Republic of Cyprus with the Registrar of Companies of Cyprus, pursuant to which the Company will be redomiciled and continue as a company under the laws of the Republic of Cyprus. In connection with the Continuation, the Company will adopt new memorandum and articles of association under the laws of the Republic of Cyprus (the "**Cyprus Articles**") to be effective upon the Continuation.
- 1.8 The shareholders of the Company (the "**Shareholders**") are being asked to approve the Continuation and the Cyprus Articles which will, among other things, govern the rights of Shareholders upon the Continuation. While it is intended that the Cyprus Articles will substantially replicate the provisions of the memorandum and articles of association of the Company (the "**BVI Articles**"), there are certain differences between the terms of the BVI Articles and British Virgin Islands law, on the one hand, and the Cyprus Articles and Cypriot law, on the other hand.
- 1.9 A summary of the key differences is set-out in Part 2 of this Circular. A copy of the proposed form the Cyprus Articles are also enclosed.

## 2. **Extraordinary General Meeting**

- 2.1 A notice convening the Extraordinary General Meeting of the Shareholders of the Company at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands at 09:00am BVI Time on 30 March 2022 is set out at the end of this Circular. The Extraordinary General Meeting is being convened for the purposes of considering and, if thought fit, approving the Continuation and the Cyprus Articles. The full text of the resolutions to be passed (the "**Resolutions**") is set out in the notice at the end of this Circular.
- 2.2 Although neither BVI law nor the BVI Articles provide for the concept of a "special resolution", it is a requirement of Cyprus law that the Resolutions be passed by a majority of not less than 75% of the members entitled to vote at the Extraordinary General Meeting.

## 3. **Covid-19 pandemic**

- 3.1 Given the ongoing Covid-19 global pandemic, the Board has determined pursuant to article 12.13 of the BVI Articles that it is prudent for the health and safety of the participants that physical attendance at the extraordinary general meeting **not** be permitted. The Board strongly encourages Shareholders to vote on the Resolutions by submitting a proxy in accordance with the instructions below.
- 3.2 If a Shareholder wishes to attend the Meeting by electronic means (namely Teams video conference), please complete and submit the registration form set out at Appendix A of this document in accordance with the instructions set out therein. Upon registration, instructions for how to join the Teams video conference will be emailed to you.

#### 4. **Action to be taken**

- 4.1 Shareholders who hold their Shares in certificated form will find enclosed with this circular a form of proxy for use at the Meeting or at any adjournment thereof (the “**Form of Proxy**”). The Form of Proxy should be completed in accordance with the instructions printed on it and returned by courier or by hand as soon as possible, to the Company’s registered office at Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands or by email to [FPGLShareholderMeeting@conyers.com](mailto:FPGLShareholderMeeting@conyers.com). Forms of Proxy, duly completed by Shareholders holding Shares in certificated form, must reach the Company’s registered office no later than 9:00am BVI Time on 28 March 2022 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).
- 4.2 Holders (“**Depository Interest Holders**”) of depository interests in the Shares (“**Depository Interests**”) may vote as follows, in each case by no later than 12:00pm EST on 22 March 2022 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be):
- (a) in the case of Rule 144A Depository Interest Holders, by completing and signing a form of instruction in the form enclosed with this circular (the “**Form of Instruction**”) in accordance with the instructions printed on it and instructing their brokers to submit it to Mediant Communications Inc. by email to [voteadr@mediantonline.com](mailto:voteadr@mediantonline.com); and
  - (b) in the case of Regulation S Depository Interest Holders, by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider(s)) should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

Should a Depository Interest Holder have any questions regarding the applicable voting procedures they should contact the Depository at [olena.smirnova@bnymellon.com](mailto:olena.smirnova@bnymellon.com) and [adrproxy@bnymellon.com](mailto:adrproxy@bnymellon.com).

- 4.3 Shareholders who wish to attend the Meeting via electronic means (namely Teams video conference), should complete the registration form at Appendix A of this document and submit it in accordance with the instruction set out therein. Upon registration, details for how to attend the Extraordinary General Meeting via electronic means will be provided.
- 4.4 As noted above, the Board has determined pursuant to article 12.13 of the BVI Articles that it is prudent for the health and safety of the participants that physical attendance at the extraordinary general meeting not be permitted.
- 4.5 If you are in any doubt as to the action you should take, you should immediately seek your own financial advice from an independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate authorised financial adviser.

#### 5. **Recommendation**

The Board considers the passing of the Resolutions to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends unanimously that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own shareholdings.

Yours sincerely,

/s/ Sergey Aleksandrovich Lomakin

Sergey Aleksandrovich Lomakin

Chairman

## PART 2

### Summary of Key Differences between BVI Articles and Cyprus Articles and Shareholder Rights under BVI law and Cypriot law

As described in the letter from the Chairman set out in Part 1 of this Circular, the Continuation will change the Company's jurisdiction of incorporation from the British Virgin Islands (the "**BVI**") to the Republic of Cyprus.

The rights of the shareholders of the Company are currently governed by the BVI Companies Act and the Company's amended and restated memorandum and articles of association (the "**BVI Articles**"). After the Continuation, the rights of the holders of the Company's securities will be governed by Cypriot law and the Company's Cyprus memorandum and articles of association (the "**Cyprus Articles**").

The following are among the most significant differences between the existing BVI Articles and BVI law, on the one hand, and the Cyprus Articles and Cypriot law, on the other hand:

- Cyprus law prohibits the issuance of shares without par value and requires companies to have a fixed amount of authorised share capital while there are no such capital limitations under BVI law, which permits companies to have an unlimited number of authorised shares with or without par value. In addition, Cyprus law requires that the amount payable on application on each share shall not be less than 25% of the nominal amount of the share. There are no similar restrictions under BVI law;
- Cyprus law requires public companies to have a minimum share capital of EUR25,629 and to have a minimum of seven shareholders and two directors while BVI law provides no similar restrictions;
- Cyprus law requires that amendments to the Cyprus Articles must be approved by special resolution of the shareholders, while BVI law permits amendments to the BVI Articles to be made either by the shareholders or, where the BVI Articles and BVI law permit, by resolutions of the Board; and
- Cyprus law does not recognise the concept of treasury shares and under Cyprus law shares can only be acquired or held by a public company following approval by a special resolution of the shareholders in certain limited circumstances provided in section 57A of the Cyprus Companies Law Cap. 113.

Set forth below is a summary of certain differences between the rights that shareholders of the Company currently have under the BVI Articles and BVI law, and the rights that shareholders of the Company will have under the Cyprus Articles and Cypriot law after the Continuation. This summary is not intended to be a complete discussion of the respective rights and it is qualified in its entirety by reference to the BVI Articles, the Cyprus Articles (a form of which is also enclosed) as well as to BVI and Cypriot law.

Provision	British Virgin Islands	Cyprus
<b>Authorised Capital</b>	An unlimited number of shares of a single class with no par value.	Ten million euros (EUR 10,000,000) divided into ten billion (10,000,000,000) shares of 0.1 cent (EUR 0.001) each.
<b>Variation of Rights</b>	The rights attached to Shares may only, whether or not the Company is being wound up, be varied with the consent in writing of the holders of a simple majority of the issued Shares or with the sanction of a resolution passed by a simple majority of the votes cast at a separate meeting of the holders of the Shares.	The rights attached to Shares may only, be varied with the approval of shareholders holding at least 75% of the total issued shares of the Company.
<b>Amendments to Organizational Documents</b>	Amendments to the BVI Articles may be made by resolution of the shareholders or by resolution of directors save that no amendment may be made by a Resolution of Directors: (i) to restrict the rights or powers of the shareholders to amend the Memorandum or Articles; (ii) to change the percentage of shareholders required to pass a Resolution of Members to amend the Memorandum or Articles; and/or (iii) in circumstances where the Memorandum or Articles cannot be amended by the shareholders.	Amendments to the Cyprus Articles must be made by a Special Resolution of Shareholders (with the approval of shareholders holding at least 75% of the total issued shares of the Company).
<b>Issuance of additional share classes</b>	Under the BVI Articles the Company may from time to time by Resolution of Directors, and without prior notice to or obtaining the approval of any shareholder, amend the BVI Articles to authorise the issuance by the Company of any additional class or classes of shares with or without par value and specify the rights, privileges, restrictions and conditions attaching to each such additional class of Shares, as the Board	Under Cyprus law a Special Resolution of Shareholders (with the approval of shareholders holding at least 75% of the total issued shares of the Company) is required to approve the rights, privileges, restrictions and conditions attaching to any additional class of Shares.

may determine in their sole and absolute discretion.

### **Notice of Shareholder Meetings**

When convening a meeting of shareholders the Board shall give not less than 21 calendar days' written notice in respect of each Annual General Meeting and 10 calendar days' written notice in respect of each other meeting of shareholders.

Cyprus law provides that a minimum of 21 days' notice must be given of annual general meetings or shareholder meetings to consider a special resolution and a minimum of 14 days' notice of other shareholder meetings must be provided, in each case unless written consent is given by shareholders to convene a meeting on shorter notice.

Shareholder meetings may be called by shorter notice: (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat; and (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.

### **Dividends**

The Board may authorise a Distribution (including by way of dividend) at a time and of an amount they think fit if they are satisfied, on reasonable grounds, that, immediately after the Distribution, the value of the Company's assets will exceed its liabilities and the Company will be able to pay its debts as they fall due.

The Company may only pay interim dividends if: (a) interim accounts are prepared in which the funds available for distribution are shown to be sufficient; and (b) the amount to be distributed cannot exceed the amount of profits made since the end of the last financial year, the annual accounts of which have been finalised, increased by the profits which have been transferred from the last financial year and sums drawn from reserves available for this purpose and reduced by the losses of the previous financial years, and sums to be placed in reserve pursuant to the requirements of the law or the articles of association.

### **Liquidation**

A voluntary liquidator may be appointed by a resolution of the members (approved by a simple majority of the shareholders present and voting at the meeting) and a resolution of directors.

A voluntary liquidator may be appointed by a special resolution of the shareholders (approved by shareholders holding 75% or more of the total issued shares of the company).

## Fix Price Group Ltd

*(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1483801)*

### NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

(convened pursuant to article 12.1 of the articles of association of the Company)

**TO BE HELD ON 30 March 2022 at 09:00am British Virgin Islands (BVI) Time at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands.**

**NOTICE IS HEREBY GIVEN** that a meeting of the shareholders of Fix Price Group Ltd (the “**Company**”) will be held at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands on 30 March 2022 at 09:00am BVI Time for the purpose of considering and, if thought fit, passing the following resolutions.

#### **A. Continuation of the Company into the Republic of Cyprus**

The Company is proposing to apply to the Registrar of Companies in the Republic of Cyprus (the “**Registry**”) to continue its incorporation from the British Virgin Islands to the Republic of Cyprus and to be registered in the Registry as a public limited liability company (the “**Continuation**”).

Section 184 of the BVI Business Companies Act, 2004, as amended (the “**Act**”) permits a company to, subject to any limitations to the contrary in its Memorandum and Articles of Association and by a resolution of directors or a resolution of members, continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those laws.

Regulation 24 of the Company’s Articles of Association (the “**Articles**”) provides that the Company may continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands by a resolution of the members or a resolution of the directors of the Company.

Accordingly, it is proposed that the shareholders adopt the following resolutions:

Special Resolution 1      Resolution to approve the proposed continuation of the Company from the British Virgin Islands into the Republic of Cyprus.

Ms. Androula Chatzicharalampous, from the Republic of Cyprus, with ID card no: 777245, a lawyer practicing in the Republic of Cyprus with license number 2920 be and is hereby appointed as the authorized representative of the Company and be and is authorised to sign and execute any necessary document for the redomiciliation of the Company in the Republic of Cyprus.

Special Resolution 2      Resolution to approve that, if such continuation of the Company is granted by the Registry under the laws of the Republic of Cyprus, subject to the Par Value Amendment (as defined below) first being effected and subject to the Continuation occurring:

(a) the Company continue its incorporation in the Republic of Cyprus and discontinue its incorporation under the laws of the British Virgin Islands;

- (b) the Company's registered office be changed to 155 Arch. Makariou III, Proteas House, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus;
- (c) the Company take the form of a public limited liability company under the laws of the Republic of Cyprus;
- (d) the Company's memorandum and articles of association be amended in their entirety and replaced by the Cyprus Articles, with such further consequential amendments (effective immediately prior to such continuation) as the directors of the Company may in their absolute discretion deem necessary or appropriate in connection with the continuation;
- (e) the Company's official company name be changed to "Fix Price Group PLC";
- (f) Ms Aikaterini Arampidou (Cyprus passport # L00025004) be appointed as a corporate secretary of the Company who will maintain the registers of members and directors and other corporate records of the Company effective 1 April 2022. PMS Mercury Corporate Services Ltd of 155 Archiepiskopou Makariou III, Proteas House, 5th Floor, 3026, Limassol, Cyprus be appointed as the new assistant corporate secretary of the Company, immediately after the continuation of the Company in the Republic of Cyprus;
- (g) the directors of the Company be and hereby are authorised to do any and all things necessary to effect the registration of the continuation of the Company into the Republic of Cyprus;
- (h) the registered agent of the Company in the British Virgin Islands, Conyers Trust Company (BVI) Limited, be and is hereby authorised to do any and all things necessary to give effect to the foregoing resolutions including the notification of the proposed redomiciliation and such filings required by the laws of the British Virgin Islands to be made at the Registry of Corporate Affairs in the British Virgin Islands; and
- (i) As noted in Special Resolution 1, Ms. Androula Chatzicharalampous, from the Republic of Cyprus, with ID card no: 777245, a lawyer practicing in the Republic of Cyprus with license number 2920 be and is hereby appointed as the authorized representative of the Company and be and is authorised to sign and execute any necessary document for the redomiciliation of the Company in the Republic of Cyprus.

## **B. Establishing par value of EUR 0.001 per ordinary share**

It is a requirement of the laws of the Republic of Cyprus that each share in the Company has a par value. However, the ordinary shares in the Company currently have no par value. Accordingly, it is proposed that the Company's memorandum of association be amended by:

- (a) redesignating the existing Clause 5 thereof as Clause 5.1;
- (b) inserting the words "Subject to the provisions of clause 5.2 below" at the beginning of the first sentence of the redesignated Clause 5.1; and
- (c) inserting the following as a new Clause 5.2:

*"5.2 Immediately before a continuation of the Company into the Republic of Cyprus, each Share shall automatically convert into an ordinary share of EUR 0.001 par value."*

(the "Par Value Amendment").

Accordingly, it is proposed that the shareholders adopt the following resolution:

Special Resolution 3 Resolution to approve the Par Value Amendment and to authorise and instruct the registered agent of the Company to immediately make all such filings with the Registrar of Corporate Affairs in the British Virgin Islands to reflect the Par Value Amendment (either by filing notice of the Par Value Amendment pursuant to Section 13(1)(a) of the BVI Business Companies Act, 2004 (as amended) (the “**Act**”) or an amended and restated version of the Company’s memorandum and articles pursuant to Section 13(1)(b) of the Act).

#### **D. Re-election of the Directors**

Special Resolution 4 Resolution to re-elect, with effect from the moment the Cyprus Articles come into force, each current Director (i.e., Dmitry Nikolaevich Kirsanov, Alexander Anatolievich Tynkovan, Gregor William Mowat, Elena Titova, Alexey Makhnev, Sergei Aleksandrovich Lomakin and Artem Karenovich Khachatryan) to the Board of Directors until the next Annual General Meeting.

#### **NOTES**

The following notes explain the general rights of Shareholders and Depositary Interest Holders and the rights to attend and vote at the Meeting of Shareholders or to appoint someone else to vote on their behalf.

#### **Special Resolutions**

Although neither BVI law nor the Articles provide for the concept of a “special resolution”, it is a requirement of Cyprus law that the Resolutions be passed by a majority of not less than 75% of the members entitled to vote at the Meeting.

#### **Holders of Shares in certificated form**

1. All holders (the “**Shareholders**”) of Ordinary Shares in the Company (the “**Shares**”) have the right to attend, speak and vote at the Meeting. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote in his or her place. A proxy need not be a Shareholder of the Company. Entitlement to attend and vote at the Meeting, and the number of votes which may be cast at the Meeting, will be determined by reference to the Company’s register of Shareholders at 9:00am BVI Time on 28 March 2022 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).
2. Registered Shareholders holding shares in certificated form should complete the form of proxy provided with the Notice of Meeting (the “**Form of Proxy**”). The Form of Proxy must be deposited in hard copy form by courier or by hand at the Company’s registered office at Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands or by email to [FPGLShareholderMeeting@conyers.com](mailto:FPGLShareholderMeeting@conyers.com) no later than 9:00am BVI Time on 28 March 2022 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).
3. The Form of Proxy must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If Shares in the Company are held by a nominee(s), a form(s) of proxy must be completed and signed by the nominee(s). If the Shareholder is a company, it may execute under its common seal or under the hand of an officer or attorney so authorised. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

4. When two or more valid but differing appointments of proxy are delivered or received for the same Share for use at the same Meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that Share.

### Depository Interest Holders

1. Holders (“**Depository Interest Holders**”) of depository interests in the Shares (“**Depository Interests**”) may vote as follows, in each case by no later than 12:00pm EST on 22 March 2022 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be):
  - (a) in the case of Rule 144A Depository Interest Holders, using the form of instruction provided with the Notice of Meeting (the “**Form of Instruction**”) and instructing their brokers to submit it to Mediant Communications Inc. by email to [voteadr@mediantonline.com](mailto:voteadr@mediantonline.com); and
  - (b) in the case of Regulation S Depository Interest Holders, by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider(s)) should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.
2. In order for an instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Voting Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (“**Euroclear**”) and must contain the information required for such instructions, as described in the CREST Manual (available via <https://my.euroclear.com/eui/en/reference/public/legal-information/legal-basics.html>). The message, regardless of whether it relates to the appointment of a proxy, or to an amendment to an instruction given to a previously appointed proxy, in order to be valid, must be transmitted as instructed by Euroclear. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer’s agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.
3. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
4. The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
5. Should a Depository Interest Holder have any questions regarding the applicable voting procedures they should contact the Depository at [olena.smirnova@bnymellon.com](mailto:olena.smirnova@bnymellon.com) and [adrproxy@bnymellon.com](mailto:adrproxy@bnymellon.com).

## **Attendance at the Meeting**

1. Given the ongoing Covid-19 global pandemic, the Board has determined pursuant to article 12.13 of the BVI Articles that it is prudent for the health and safety of the participants that physical attendance at the extraordinary general meeting not be permitted. Shareholders are encouraged to vote by proxy in accordance with the instructions above.
2. Any Shareholder (or proxy who is not the Chairman of the Meeting) who wishes to attend the Meeting via electronic means (namely Teams video conference) should complete and return the registration form at Appendix A of the Circular in accordance with the instructions therein no later than 9:00am BVI Time on 28 March 2022 (or not less than 48 hours before the time appointed for holding an adjourned Meeting) in order to receive the relevant Teams login details and instructions for joining the Meeting.

## **General**

1. Any corporation which is a Shareholder may by resolution of its directors or other governing body or officers authorised by such body authorise such person or persons as it thinks fit to act as its representative at the Meeting. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers as that corporation could exercise if it were an individual Shareholder.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to the Company's registered office at Commerce House, Wickhams Cay 1, P.O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands not less than 48 hours before the time appointed for holding the Meeting (the time appointed for holding the Meeting being 09:00am BVI Time on 30 March 2022) or not less than 48 hours before the time appointed for holding an adjourned Meeting of Shareholders at which the person named in the instrument proposes to vote.
3. Forms of Instruction duly completed by Depositary Interest Holders must reach the Depositary by no later than 12:00 pm EST on 22 March 2022 or, if the Meeting is adjourned, not less than 72 hours before the time appointed for holding the adjourned Meeting.
4. Information regarding the Meeting, including a copy of this notice can be found on the Company's website at [https://ir.fix-price.com/investors/general\\_meetings\\_of\\_shareholders/](https://ir.fix-price.com/investors/general_meetings_of_shareholders/).
5. As at 28 February 2022 (being the latest business date prior to the publication of this Notice), the Company's issued share capital consists of 850,000,000 Ordinary Shares. Therefore, the total voting rights in the Company as at 28 February 2022 are 850,000,000.

**APPENDIX A**

**Fix Price Group Ltd**

*(incorporated in the British Virgin Islands under the BVI Business Companies Act 2004 with registered number 1483801)*

**REGISTRATION FORM FOR ATTENDANCE BY ELECTRONIC MEANS**

In respect of Meeting to be held on 30 March 2022 at 09:00am British Virgin Islands (BVI) Time at Commerce House, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands (the "**Meeting**")

In order to attend the Meeting by electronic means (namely, Teams video conference), please complete the form below and submit it by email by no later than 9:00am BVI Time on 28 March 2022 (or not less than 48 hours before the time appointed for holding any adjourned Meeting to):

[FPGLShareholderMeeting@conyers.com](mailto:FPGLShareholderMeeting@conyers.com)

Instructions on how to log on to the Teams video conference will then be emailed to you before the Meeting.

Full name of Shareholder: \_\_\_\_\_

Number of Shares held: \_\_\_\_\_

Teams account name (if available): \_\_\_\_\_

Email address: \_\_\_\_\_

Has/have one or more Forms of Proxy been submitted in respect of the Shares held by the above Shareholder?      Yes   
No

*The Company may request additional details to verify the identity and shareholding of any person submitting this registration form.*