

**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 PLC**

**(the “Company”)**

*(incorporated in the Astana International Financial Centre, the Republic of Kazakhstan under the Business Identification Number 240640901065)*

**Circular to Shareholders relating to the annual general meeting of shareholders of the Company**

This document contains a notice of the annual general meeting of the Shareholders of the Company (the “Meeting”) to be held at Office No. 245, Block C4.4, building 55/23, Mangilik EI, Esil district, Z05T3D6, Astana, Republic of Kazakhstan on 20 June 2025 at 15:30 local time of Astana, Republic of Kazakhstan.

Shareholders whose name is recorded in the Company’s current register of shareholders holding their respective Shares, will find enclosed with this document a Form of Proxy and Depositary Receipt 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 Office No. 245, Block C4.4, building 55/23, Mangilik EI, Esil district, Z05T3D6, Astana, Republic of Kazakhstan or by email to [CorporateSecretary@fix-price.com](mailto:CorporateSecretary@fix-price.com) by no later than 9:00am local time of Astana, Republic of Kazakhstan on 16 June 2025. Depositary Receipt Holders may vote through the depositary of the Company’s GDR program, RCS Trust and Corporate Services Ltd. RCS Trust and Corporate Services Ltd. provides the opportunity, upon registration, to submit voting instructions on its website at <https://rcsgroup.com/signin/>. Further instructions relating to the Form of Proxy, Form of Instruction and voting instructions are set out in the notice of the Meeting.

**FIX PRICE GROUP PLC**

**(the “Company”)**

(incorporated in the Astana International Financial Centre, the Republic of Kazakhstan under the Business Identification Number 240640901065)

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

(convened pursuant to article 19 of the articles of association of the Company)

**NOTICE IS HEREBY GIVEN** that a meeting of the shareholders of the Company (the “Meeting”) will be held at Office No. 245, Block C4.4, building 55/23, Mangilik El, Esil district, Z05T3D6, Astana, Republic of Kazakhstan on 20 June 2025 at 15:30 local time of Astana, Republic of Kazakhstan for the purpose of considering and, if thought fit, passing the following resolutions.

**A. ACKNOWLEDGEMENT OF THE COMPANY’S ANNUAL REPORT FOR 2024**

The Company’s Annual Report for 2024 is approved by the Board of Directors and its copy will be available from the beginning of June 2025 at [https://ir.fix-price.com/investors/regulatory\\_disclosure/annual\\_reports](https://ir.fix-price.com/investors/regulatory_disclosure/annual_reports). The shareholders are asked to acknowledge the contents of the Annual Report for 2024.

Ordinary Resolution 1:

The contents of the Annual Report of Fix Price Group Plc for 2024 are hereby acknowledged by the shareholders.

**B. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED DECEMBER 31, 2024 TOGETHER WITH A COPY OF THE ASSOCIATED AUDITOR’S REPORT**

Ordinary Resolution 2:

Under Section 131(4) of the AIFC Companies Regulations the financial statements of the Company must be laid before the General Meeting for discussion and, if considered appropriate, approval by the General Meeting. A copy of the respective auditor’s report was provided to the shareholders together with the financial statements. Accordingly, it is proposed that the shareholders adopt the following resolution:

Resolution to approve the following financial statements of the Company for the year ended December 31, 2024:

(a) Fix Price Group PLC Consolidated Financial Statements for the Year Ended 31 December 2024 together with a copy of the associated auditor’s report (Annex 1).

**C. APPROVAL OF THE CONVERSION OF THE COMPANY’S GLOBAL DEPOSITARY RECEIPTS (GDRS), WHICH ARE TO BE TRANSFERRED BY RETAIL TECHNOLOGIES & SOLUTIONS LIMITED, A PRIVATE COMPANY, TO THE BALANCE SHEET OF THE COMPANY, INTO ORDINARY SHARES OF THE COMPANY, REPRESENTING UP TO 25% OF THE COMPANY’S SHARE CAPITAL; THE SUBSEQUENT HOLDING AND ACCOUNTING OF SUCH ORDINARY SHARES BY THE COMPANY AS TREASURY SHARES IN ACCORDANCE WITH APPLICABLE LAW AND THE COMPANY’S ARTICLES OF ASSOCIATION; AND THE OPTION OF THE COMPANY, AT THE DISCRETION OF COMPANY’S DIRECTORS, TO CANCEL ALL OR PART OF SUCH TREASURY SHARES AT ANY TIME IN THE FUTURE, SUBJECT TO APPLICABLE LEGAL AND REGULATORY REQUIREMENTS.**

#### Special Resolution 3:

The conversion of the Company's global depositary receipts (GDRs), which are to be transferred by Retail Technologies & Solutions Limited, a private company, to the balance sheet of the Company, into ordinary shares of the Company, representing up to 25% of the Company's share capital; the subsequent holding and accounting of such ordinary shares by the Company as treasury shares in accordance with applicable law and the Company's articles of association; and the option of the Company, at the discretion of Company's directors, to cancel all or part of such treasury shares at any time in the future, subject to applicable legal and regulatory requirements, are hereby approved by the shareholders.

#### D. RE- APPOINTMENT OF THE AUDITORS OF THE COMPANY

##### Ordinary Resolution 4:

Resolution to re-appoint Private Company «BST GLOBAL LIMITED» as auditors of the Company until the next Annual General Meeting.

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#### NOTES

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

##### Holders of Shares in certificated form

1. All holders (the “**Shareholders**”) of 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 members at 9:00am local time of Astana, Republic of Kazakhstan on 20 May 2025.
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 Office No. 245, Block C4.4, building 55/23, Mangilik El, Esil district, Z05T3D6, Astana, Republic of Kazakhstan or by email to [CorporateSecretary@fix-price.com](mailto:CorporateSecretary@fix-price.com) by no later than 9:00am local time of Astana, Republic of Kazakhstan on 16 June 2025.
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 Receipt Holders

- 1 Holders (“**Depository Receipt Holders**”) of depository receipts, ISIN US33835G2057 only, in the Shares (“**Depository Interests**”) may vote through the depository of the Company's GDR program, RCS Trust and Corporate Services Ltd. RCS Trust and Corporate Services Ltd. provides the opportunity, upon registration, to submit voting instructions on its website at <https://rcsgroup.com/signin/>, in each case by no later than 5:00pm local time of Astana, Republic of Kazakhstan on 13 June 2025 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be).
- 2 Information describing the voting procedure, as well as the necessary requirements, has been published on the depository's website.
- 3 Should a Depository Receipt Holder have any questions regarding the applicable voting procedures they should contact the Depository at [operations@rcsgroup.com](mailto:operations@rcsgroup.com).

#### Attendance at the Meeting

1. The Board has determined pursuant to article 19.13 of the Company's Articles of Association that it is prudent for the health and safety of the participants that physical attendance at the 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 Zoom 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 local time of Astana, Republic of Kazakhstan on 16 June 2025 in order to receive the relevant Zoom 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 Office No. 245, Block C4.4, building 55/23, Mangilik El, Esil district, Z05T3D6, Astana, Republic of Kazakhstan not less than 48 hours before the time appointed for holding the Meeting (the time appointed for holding the Meeting being 15:30 local time of Astana, Republic of Kazakhstan) 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 Depository Receipt Holders must reach the Depository by no later than 5:00 pm local time of Astana, Republic of Kazakhstan on 13 June 2025 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/).



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**Azamat Akylbekuly**  
**Secretary of the Company**  
Date: 14.05.2025

## ANNEX 1

Fix Price Group PLC Consolidated Financial Statements for the Year Ended 31 December 2024  
together with a copy of the associated auditor's report

## APPENDIX A

Fix Price Group PLC

*(incorporated in the Astana International Financial Centre, the Republic of Kazakhstan under the Business Identification Number 240640901065)*

### REGISTRATION FORM FOR ATTENDANCE BY ELECTRONIC MEANS

In respect of Meeting to be held at Office No. 245, Block C4.4, building 55/23, Mangilik EI, Esil district, Z05T3D6, Astana, Republic of Kazakhstan on 20 June 2025 at 15:30 local time of Astana, Republic of Kazakhstan (the “**Meeting**”)

In order to attend the Meeting by electronic means (namely, Zoom video conference), please complete the form below and submit it by email by no later than 9:00am Astana, Republic of Kazakhstan on 16 June 2025 (or not less than 48 hours before the time appointed for holding any adjourned Meeting to):

[CorporateSecretary@fix-price.com](mailto:CorporateSecretary@fix-price.com)

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

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

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

Zoom 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.*