



BNY MELLON

**Notice to Owners of
144 A and Regulation S Global Depositary Receipts of**

FIX PRICE GROUP PLC

**144 A CUSIP #: 33835G106 ISIN#: US33835G1067
REG S CUSIP #: 33835G205 ISIN#: US33835G2057**

Owners of record at the close of business on **July 5, 2022** of Global Depositary Receipts (each GDR representing one of Ordinary Share) of **Fix Price Group PLC** (the “Company”) issued under the Deposit Agreement dated March 5, 2021 as amended by Supplemental Agreement dated March 4, 2022 among the Company, The Bank of New York Mellon, as Depositary, and the Owners of the Global Depositary Receipts issued thereunder, are hereby notified that The Bank of New York Mellon, as Depositary, has received Notices of the **Extraordinary General Meetings** of the Company, to be held on **August 12, 2022** at 155 Arch. Makariou III, PROTEAS HOUSE, 5th Floor, 3026, Limassol, Cyprus.

Pursuant to **Section 5.5** of the Deposit Agreement, the Depositary will only endeavor to vote or cause to be voted the votes attaching to Shares in respect of which voting instructions have been received, except that if no voting instructions are received by the Depositary (either because no voting instructions are returned to the Depositary or because the voting instructions are incomplete, illegible or unclear) from a Holder with respect to any or all of the Deposited shares represented by such Holder’s GDRs **on or before August 8, 2022 at 12:00 pm EST**, such Holder shall be deemed to have instructed the Depositary to give a discretionary proxy to a person designated by the Company with respect to such Deposited Shares, and the Depositary shall give a discretionary proxy to a person designated by the Company to vote such Deposited Shares, PROVIDED THAT no such instruction shall be deemed given, and no such discretionary proxy shall be given, unless the Depositary has in accordance with Condition 12.1 received 30 calendar days prior to notice from the Company, by the business day following Instructions Cutoff Date, a written confirmation that (i) the Company wishes such proxy to be given, (ii) the Company reasonably does not know of any substantial opposition to the matter and (iii) the matter is not materially adverse to the interest of holders of the Shares.

**The Bank of New York Mellon,
as Depositary**

Dated:

To view the AGM materials, please, follow the link: [https://ir.fix-price.com/investors/general meetings of shareholders](https://ir.fix-price.com/investors/general_meetings_of_shareholders)

EXTRAORDINARY GENERAL MEETING OF FIX PRICE GROUP PLC

TO: THE BANK OF NEW YORK MELLON, ADR Proxy Group/ Mediant Communications
E-mail: adrproxy@mediantonline.com
Tel.: (407) 833-5433 (Rhett Wolnik)

RE: Fix Price Group PLC
Extraordinary General Meetings to be held on August 12, 2022

FROM: _____
Company Name

DTC PARTICIPANT NUMBER: _____
Mandatory

SIGNATURE: _____
Authorized Signatory / Medallion required for 144 A

CONTACT INFO: _____
Telephone / Fax Number / E-mail Address

TOTAL NUMBER 144 A GDRs (CUSIP # 33835G106)
HELD AS OF July 5, 2022: _____

TOTAL NUMBER REG S GDRS (CUSIP # 33835G205)
HELD AS OF July 5, 2022: _____

NUMBER 144 A GDRs BEING VOTED: _____

NUMBER REG S GDRs BEING VOTED: _____

DATE: _____, 2022

Fix Price Group PLC Extraordinary General Meeting August 12, 2022

The above-noted holder of 144 A and Reg S Depositary Receipts (“GDRs”) of Fix Price Group PLC (the “Company”) hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor insofar as practicable, to vote or cause to be voted the number of Deposited Securities underlying the GDRs held as of close of business on July 5, 2022 at the Extraordinary General Meetings of the Company to be held in 155 Arch. Makariou III, PROTEAS HOUSE, 5th Floor, 3026, Limassol, Cyprus on August 12, 2022 in respect of the following resolutions:

**THIS FORM MUST BE RECEIVED COMPLETED BY
August 8, 2022 AT 12:00 PM EST TO BE VALID**

EXTRAORDINARY GENERAL MEETING OF FIX PRICE GROUP PLC

Extraordinary General Meeting Resolutions

-10 AM Meeting

1. Resolution to approve the proposed Amendments as follows:

(i) To amend and replace the existing clauses 23.1 and 23.2 with the following new clauses:

Clause 23.1 The Board shall consist of such number of directors as may be approved by Resolution of Directors or Ordinary Resolution of Members.

Clause 23.2 The Board may have certain number of independent directors nominated and elected pursuant to Article 23.4 (the Independent Directors). The exact number of Independent Directors shall be determined by the Board from time to time.

(ii) To delete the existing clause 23.12 in its entirety.

(iii) To amend and replace the existing clause 27.5 with the following new clause:

Clause 27.5 A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than the majority of the total number of directors, unless in each case there are only two (2) directors in which case the quorum is two (2). In the case of a tied vote at any meeting of directors, the Chairman of the Board shall have a casting vote.

(iv) To amend and replace the existing clause 27.8 with the following new clause:

Clause 27.8 An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a Resolution of Directors or a resolution of a committee of directors consented to in writing by the majority of the directors for the time being or by all of the members for the time being of the committee, as the case may be, without the need for any notice. The consent may be in the form of counterparts each counterpart being signed by one (1) or more directors. The resolution shall take effect on the earliest date upon which all of the directors for the time being or by all of the members for the time being of the committee, as the case may be, have consented to the resolution in writing.

(v) To amend and replace the existing clause 28.1 with the following new clause:

Clause 28.1 The directors may, by Resolution of Directors, designate one (1) or more committees, each consisting of one (1) or more directors, and delegate one (1) or more of their powers, including the power to affix the Seal, to the committee. Without limitation to the foregoing, the directors may, by Resolution of Directors, appoint a committee comprised solely of one (1) or more Independent Directors (any such committee being an Independent Committee). The Board shall form an Independent Committee if approval or an existence of an Independent Committee is required under these Articles.

(vi) To amend and replace the existing clauses 31.1 and 31.2 with the following new clauses:

Clause 31.1 Subject to Article 31.2, the Company shall not enter into or agree to any Related Party Transaction unless such Related Party Transaction has been approved either by an Independent Committee or the majority of the directors who are not interested in such Related Party Transaction.

Clause 31.2 A Related Party Transaction shall not require the approval of the Independent Committee or the majority of the directors who are not interested in such Related Party Transaction if:

31.2.1 it is a transaction made in the ordinary course of business of the Company or any of its subsidiaries; or

31.2.2 the Fair Value of the transaction (including a series of connected transactions) does not exceed five million United States Dollars (US\$ 5,000,000).

FOR

AGAINST

ABSTAIN

2. Resolution to authorize and empower the Secretary and/or the Assistant Secretary of the Company to take all necessary actions to submit the Amendments with the Cyprus Registrar of Companies on behalf of the Companies and any other actions pertaining thereto to give effect to the said Amendments within the requirements of the Law.

FOR AGAINST ABSTAIN

-11 AM Meeting

1. Resolution to approve the proposed Merger of the Company with the Acquiring Company in the Republic of Cyprus.

FOR AGAINST ABSTAIN

2. Resolution to authorize and empower any one of the directors of the Company, each of them and acting alone, in the name and on behalf of the Company to take such necessary actions required under the Law such that the present notice of the Meeting be published at a local daily newspaper, submit the relevant court application and petition of directions with the District Court of Limassol, prepare, sign and submit the necessary affidavits for the court application and petition and any ancillary exhibits thereto and file the court order for approval of the Merger Plan with the Cyprus Registrar.

FOR AGAINST ABSTAIN

3. Resolution to authorize and empower Messrs. Deloitte PLC, of Limassol, Cyprus auditors of the Company and Messrs. Andreas M. Sofocleous & Co LLC, advocates of the Company, in the name and on behalf of the Company to perform all such acts and execute any and all ancillary documents for and on behalf of the Company in connection with the Merger and these resolutions as such person shall in his or her absolute discretion deem necessary or advisable to effect the purpose and intent of the foregoing resolutions, including any filings, submissions, applications, petitions publications and other acts for the purposes of, and in connection with, the Merger.

FOR AGAINST ABSTAIN

End of resolutions.