



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.

This announcement is an advertisement for the purposes of the Prospectus Regulation Rules of the Financial Conduct Authority (the "FCA") and is not a prospectus and not an offer of securities for sale in any jurisdiction, including in or into Australia, Canada, Japan or the United States.

Neither this announcement, nor anything contained herein, shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not subscribe for or purchase any securities referred to in this announcement except on the basis of information contained in the prospectus (the "Prospectus") published by Fix Price Group Ltd (the "Company", and together with its subsidiaries and subsidiary undertakings, the "Group" or "Fix Price") today in connection with the offer of global depositary receipts representing ordinary shares of the Company (the "GDRs") and the admission of the GDRs to the standard listing segment of the Official List of the FCA and to trading on the main market of London Stock Exchange plc (the "London Stock Exchange"). A copy of the Prospectus will shortly be available for inspection on the Company's website at <https://ir.fix-price.com/>, subject to certain access restrictions.

5 March 2021

Approval and publication of prospectus

Following the announcement of the offer price published today in connection with the successful pricing of its initial public offering (the "Offering"), Fix Price, one of the leading variety value retailers globally and the largest in Russia, confirms that the Prospectus has today been approved by the FCA and published by the Company.

The Prospectus relates to the Admission of the GDRs to the standard listing segment of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange.

Details of the Offering are set out in the Prospectus, which will shortly be available on the Company's website at <https://ir.fix-price.com/>, subject to certain access restrictions. The Prospectus has also been submitted to the National Storage Mechanism and will be available shortly at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Media enquiries

EM (communications advisor to Fix Price)

Denis Denisov

denisov@em-comms.com

+7 985 410 3544

Peter Morley

morley@em-comms.com

+43 676 684 5252

Dmitry Zhadan

zhadan@em-comms.com

+7 916 770 8909

Fix Price

pr@fix-price.ru

Important legal information



The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, securities to any person in the United States, Australia, Canada, Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The securities referred to herein may not be offered or sold in the United States unless registered under the United States Securities Act of 1933, as amended (the "Securities Act") or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The proposed offer and sale of securities referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the securities referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. There will be no public offer of the securities referred to herein in the United States, Australia, Canada, Japan, or elsewhere.

In any member state of the European Economic Area, this announcement and any offer if made subsequently is, and will be, directed only at persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 and amendments thereto.

In the United Kingdom, this announcement is only being distributed to and is directed at "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129, as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, (a) having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act (Financial Promotion) Order 2005, as amended (the "Order"); (b) who are high net worth entities described in Article 49(2) (a) to (d) of the Order; or (c) other persons to whom they may lawfully be communicated (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this announcement relates will only be available to and will only be engaged in with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this announcement or any of its contents.

Information contained herein is not a public offer or advertisement of securities referred to herein in the Russian Federation, and is not an offer to sell, or an invitation to make offers to purchase, any securities in the Russian Federation, except to the extent permitted under Russian law. Neither the securities referred to herein nor any prospectus or other document relating to them have been, or are intended to be, registered with the Bank of Russia. Therefore, "public placement" of the securities mentioned herein in the Russian Federation is prohibited.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-



looking statements reflect the Company's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company, Citigroup Global Markets Limited ("Citigroup"), J.P. Morgan Securities plc ("J.P. Morgan"), Merrill Lynch International ("BofA Securities"), Morgan Stanley & Co. International plc ("Morgan Stanley"), VTB Capital plc ("VTB Capital"), the selling shareholders participating in the Offering (the "Selling Shareholders") and their respective affiliates as defined under Rule 501(b) of Regulation D of the Securities Act ("affiliates"), expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise, and the distribution of this announcement shall not be deemed to be any form of commitment on the part of the Selling Shareholders to proceed with the Offer or any transaction or arrangement referred to therein.

None of BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley, VTB Capital, the Selling Shareholders or any of their respective affiliates or any of their or their affiliates' directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. Accordingly, each of BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley, VTB Capital, the Selling Shareholders, and any of their respective affiliates and any of their or their affiliates' directors, officers, employees, advisers or agents expressly disclaims, to the fullest extent possible, any and all liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this announcement, whether in tort, contract or otherwise which they might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.

Each of BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley and VTB Capital is acting exclusively for the Company and no-one else in connection with the proposed Offer. They will not regard any other person as their respective clients in relation to the proposed Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the proposed Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein. Each of BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley and VTB Capital is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom.

In connection with the Offer, BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley and VTB Capital and any of their respective affiliates, may take up a portion of the GDRs as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such GDRs and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus to the GDRs being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley and VTB Capital and any of their respective affiliates acting in such capacity. In addition, BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley and VTB Capital and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of GDRs. None of BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley and VTB Capital nor any of their respective affiliates



intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Offer, Morgan Stanley, as stabilisation manager, or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot GDRs or effect other transactions with a view to supporting the market price of the GDRs at a level higher than that which might otherwise prevail in the open market. Morgan Stanley is not required to enter into such transactions and such transactions may be effected on any stock market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of commencement of conditional dealings of the GDRs on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on Morgan Stanley or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the GDRs above the offer price of U.S.\$ 9.75 per GDR (the "Offer Price"). Save as required by law or regulation, neither Morgan Stanley nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

In connection with the Offer, Morgan Stanley, as stabilisation manager, may, for stabilisation purposes, over-allot GDRs up to a maximum of 15% of the total number of GDRs comprised in the Offer. For the purposes of allowing it to cover short positions resulting from any such over-allotments and/or from sales of GDRs effected by it during the stabilisation period, Morgan Stanley will enter into over-allotment arrangements with certain existing shareholders pursuant to which Morgan Stanley may purchase or procure purchasers for additional GDRs up to a maximum of 15% of the total number of GDRs comprised in the Offer (the "Over-Allotment GDRs") at the Offer Price. The over-allotment arrangements will be exercisable in whole or in part, upon notice by Morgan Stanley, at any time on or before the 30th calendar day after the commencement of conditional trading of the GDRs on the London Stock Exchange. Any Over-Allotment GDRs made available pursuant to the over-allotment arrangements, including for all dividends and other distributions declared, made or paid on the GDRs, will be purchased on the same terms and conditions as the GDRs being issued or sold in the Offer.

Solely for the purposes of the product governance requirements contained within: (a) Regulation (EU) 600/2014 as it forms part of domestic law in the United Kingdom by virtue of the EUWA ("U.K. MiFIR"); and (b) the FCA Handbook Product Intervention and Product Governance Sourcebook, (together, the "U.K. MiFIR Product Governance Rules"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of U.K. MiFIR) may otherwise have with respect thereto, the GDRs have been subject to a product approval process, which has determined that the GDRs are: (i) compatible with an end target market of retail investors and investors who meet the criteria of eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in U.K. MiFIR; and (ii) eligible for distribution through all distribution channels as are permitted by U.K. MiFIR (the "U.K. Target Market Assessment"). Notwithstanding the U.K. Target Market Assessment, distributors should note that: the price of the GDRs may decline and investors could lose all or part of their investment; the GDRs offer no guaranteed income and no capital protection; and an investment in the GDRs is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The U.K. Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the U.K. Target Market Assessment, BofA Securities, Citigroup, J.P. Morgan, Morgan Stanley and VTB Capital will only procure investors who meet the criteria of professional clients and eligible counterparties for the purposes of the U.K. MiFIR Product Governance Rules.



For the avoidance of doubt, the U.K. Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of the U.K. MiFIR Product Governance Rules; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the GDRs.

Each distributor is responsible for undertaking its own target market assessment in respect of the GDRs and determining appropriate distribution channels.