



BNY MELLON

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

**FIX PRICE GROUP LTD**

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

Owners of record at the close of business on **February 28, 2022** of Global Depositary Receipts (each GDR representing one of Ordinary Share) of **Fix Price Group Ltd** (the “Company”) issued under the Deposit Agreement dated March 5, 2021 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 Notice of the **Extraordinary General Meeting** of the Company, to be held on **March 30, 2022** in Tortola, British Virgin Islands.

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 March 22, 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 received from the Company, by the 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: February 28, 2022*

# EXTRAORDINARY GENERAL MEETING OF FIX PRICE GROUP LTD

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**TO:** THE BANK OF NEW YORK MELLON, ADR Proxy Group/ Mediant Communications  
**E-mail:** adrproxy@mediantonline.com  
**Tel.:** (407) 833-5453 (Caleen Smith)

**RE:** Fix Price Group Ltd  
Extraordinary General Meeting to be held on March 30, 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 FEBRUARY 28, 2022:** \_\_\_\_\_

**TOTAL NUMBER REG S GDRS (CUSIP # 33835G205)**  
**HELD AS OF February 28, 2022:** \_\_\_\_\_

**NUMBER 144 A GDRs BEING VOTED:** \_\_\_\_\_

**NUMBER REG S GDRs BEING VOTED:** \_\_\_\_\_

**DATE:** \_\_\_\_\_, 2022

## Fix Price Group Ltd Extraordinary General Meeting March 30, 2022

The above-noted holder of 144 A and Reg S Depositary Receipts (“GDRs”) of Fix Price Group Ltd (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 February 28, 2022 at the Extraordinary General Meeting of the Company to be held in Tortola, British Virgin Island on March 30, 2022 in respect of the following resolutions:

**THIS FORM MUST BE RECEIVED COMPLETED BY  
March 22, 2022 AT 12:00 PM EST TO BE VALID**

# EXTRAORDINARY GENERAL MEETING OF FIX PRICE GROUP LTD

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## Extraordinary General Meeting Resolutions

1. Resolution to approve the proposed continuation of the Company from 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

FOR       AGAINST       ABSTAIN

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 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, 5th 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..

FOR       AGAINST       ABSTAIN

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).

FOR       AGAINST       ABSTAIN

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.

FOR       AGAINST       ABSTAIN

*End of resolutions.*