

**APPENDIX A**

**FIX PRICE GROUP PLC**

**155 ARCH.MAKARIOU III, PROTEAS HOUSE, 5TH FLOOR, 2036, LIMASSOL, CYPRUS**

**Registration Number HE 434185**

**FORM OF PROXY FOR USE AT THE EXTRAODINARY GENERAL MEETING**

I/We .....

of .....

being a member of the Company, hereby appoint .....of.....

..... or failing  
him,.....

.....of .....

, or failing him the Chairman of the Meeting, to be my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on 12 August and at any adjournment thereof.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice convening the Meeting (see note 6 below).

	<b>Resolutions</b>	<b>FOR</b>	<b>AGAINS T</b>	<b>WITHHEL D</b>
Resolution 1	<p>Resolution to approve the proposed amendments to the Company's existing Articles of Association as follows (the "Amendments"):</p> <p>(i) To amend and replace the existing clauses 23.1 and 23.2 with the following new clauses:</p> <p>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.</p> <p>Clause 23.2 The Board may have certain number of independent directors nominated and elected pursuant to Article 23.4 (the <b>Independent Directors</b>). The exact number of Independent</p>			

	<p>Directors shall be determined by the Board from time to time.</p> <p>(ii) To delete the existing clause 23.12 in its entirety.</p> <p>(iii) To amend and replace the existing clause 27.5 with the following new clause:</p> <p>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.</p> <p>(iv) To amend and replace the existing clause 27.8 with the following new clause:</p> <p>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.</p> <p>(v) To amend and replace the existing clause 28.1 with the following new clause:</p> <p><b>Clause 28.1</b> 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</p>			
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<p>Resolution 2</p>	<p>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.</p> <p>(vi) To amend and replace the existing clauses 31.1 and 31.2 with the following new clauses:</p> <p><b>Clause 31.1</b> 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.</p> <p><b>Clause 31.2</b> 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:</p> <p>31.2.1 it is a transaction made in the ordinary course of business of the Company or any of its subsidiaries; or</p> <p>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).</p> <p>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.</p>			
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Signed this ..... Day of ..... 2022

Signature: .....

Member

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Please tick here if you are appointing more than one proxy.

Number of shares proxy appointed over.