

FIX PRICE GROUP LTD
BVI company number 1483801

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We

of

being a member of the Company, hereby appoint the Chairman of the Meeting (*see Note 1 below*) 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 at 9:00am BVI Time on 30 March 2022 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*).

	Resolutions	FOR	AGAINST	WITHHELD
Special Resolution 1	<p>Resolution to approve the proposed continuation of the Company from the British Virgin Islands into the Republic of Cyprus.</p> <p>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.</p>			
Special Resolution 2	<p>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:</p> <p>(a) the Company continue its incorporation in the Republic of Cyprus and discontinue its incorporation under the laws of the British Virgin Islands;</p> <p>(b) the Company's registered office be changed to 155 Arch. Makariou III, Proteas House, 5th Floor, 3026, Limassol, Cyprus;</p> <p>(c) the Company take the form of a public limited liability company under the laws of the Republic of Cyprus;</p> <p>(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;</p> <p>(e) the Company's official company name be changed to "Fix Price Group PLC";</p> <p>(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</p>			

	<p>the continuation of the Company in the Republic of Cyprus;</p> <p>(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;</p> <p>(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</p> <p>(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.</p>			
Soecial Resolution 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).			
Special Resolution 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.			

Signed this day of 2022

Signature:
Member

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

Number of shares proxy appointed over.

Notes

1. If you wish to appoint as your proxy someone other than the Chairman of the Meeting, delete the words "Chairman of the Meeting" and insert the name of your chosen proxy in the margin. If a proxy other than the Chairman of the Meeting is appointed then they will need to complete Appendix A (*Registration form for attendance by electronic means*) of the Notice of Meeting and submit this to FPGLShareholderMeeting@conyers.com no later than 9:00 am BVI Time on 28 March 2022 or not less than 48 hours before the time appointed for holding any adjourned meeting.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Extraordinary General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy you may photocopy this form.
3. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company at the registered office of the Company at Commerce House, Wickhams Cay, P.O. Box 3140, Road Town, Tortola, VG1110, British Virgin Islands by hand (during normal business hours only), sent by post or by email to FPGLShareholderMeeting@conyers.com so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
4. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
5. In the case of a corporation, the form of proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
6. Please insert an "X" in one of the "FOR", "AGAINST" or "WITHHELD" boxes. If the boxes are left blank the proxy will vote or abstain as he sees fit.
7. To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
8. The Company has specified that only those members entered on the register of members at 9:00am BVI Time on 28 March 2022 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 9:00am BVI Time on 28 March 2022 shall be disregarded in determining the rights of any person to attend and vote at the meeting.