

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other duly authorised professional adviser immediately. Subject to the restrictions set out below, if you sell or have sold or otherwise transferred all of your Shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred part of your Shares you should retain these documents and please immediately contact the stockbroker, bank or other agent through whom the sale or transfer was effected.

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**Fix Price Group PLC**

*(registered in the Republic of Cyprus with registration number HE 434185)*

**Circular to Shareholders relating to the extraordinary general meeting of Fix Price Group PLC  
including the proposed amendments to the Company's existing Articles of Association**

**Notice of Extraordinary General Meeting of Shareholders**

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This document contains a notice of the extraordinary general meeting of the Shareholders of the Company to be held at 155 Arch. Makariou III, PROTEAS HOUSE, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus on 12 August 2022 at 10:00 a.m. Cyprus time.

Shareholders who hold their Shares in certificated form will find enclosed with this document a Form of Proxy and Depository Interest Holders will find enclosed with this document a Form of Instruction, for use in connection with the Meeting. To be valid, a Form of Proxy should be completed and signed in accordance with the instructions printed on it and returned by courier or by hand to the Company's registered office at 155 Arch. Makariou III, PROTEAS HOUSE, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus or by email to [ekaterina.sec@fix-price.com.com.cy](mailto:ekaterina.sec@fix-price.com.com.cy) and [aloucaidou@sofocleous.com.cy](mailto:aloucaidou@sofocleous.com.cy) by no later than 10:00 a.m. Cyprus time on 10 August 2022 Further instructions relating to the Form of Proxy and Form of Instruction are set out in the notice of the Meeting.

Your attention is drawn to the letter from the Chairman of Fix Price Group PLC in Part 1 of this document recommending that you vote in favour of the Resolutions to be proposed at the Meeting. You should read this document in its entirety and consider whether to vote in favour of the Resolutions in light of the information contained in this document.

## LETTER FROM THE CHAIRMAN

### Fix Price Group PLC

(registered in the Republic of Cyprus with registration number HE 434185)

*Directors:*

Dmitry Nikolaevich Kirsanov  
Gregor William Mowat  
Alexey Makhnev  
Sergei Aleksandrovich Lomakin  
Artem Karenovich Khachatryan

*Registered Office:*

155 Arch. Makariou III,  
PROTEAS HOUSE, 5<sup>th</sup>  
Floor, 3026, Limassol,  
Cyprus

### To the Shareholders of the Company

05 July 2022

Dear Shareholder,

#### 1. **Background**

The shareholders of the Company (the “**Shareholders**”) are proposing to adopt certain amendments to the Company’s existing Articles of Association as follows (the “**Amendments**”):

(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).

The Shareholders are being asked to approve, confirm and adopt the Amendments and to further authorize the Secretary or the Assistant Secretary of the Company to take the necessary actions on behalf of the Company to submit such Amendments with the Cyprus Registrar of Companies and any other actions pertaining thereto to give effect to the said Amendments within the requirements of the Law.

**(vi) Extraordinary General Meeting**

2.1 A notice convening the Extraordinary General Meeting of the Shareholders of the Company at 155 Arch. Makariou III, PROTEAS HOUSE, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus at 10:00 a.m. Cyprus time on 12 August 2022 is set out at the end of this Circular. The Extraordinary General Meeting is being convened for the purposes of considering and, if thought fit, approving the Amendments. The full text of the resolutions to be passed (the "**Resolutions**") is set out in the notice at the end of this Circular.

2.2 As per the provisions of the Company's Articles of Association and the relevant provision of the Cyprus Companies Law Cap.113 (the "**Law**"), any proposed amendments to the Articles of Association of the Company, shall be approved by a Special Resolution of the shareholders of the Company (the "**Shareholders**") requiring a majority of not less than 75% of the Shareholders entitled to vote and attend such meeting.

**(vii) Covid-19 pandemic**

3.1 Given the ongoing Covid-19 global pandemic, the Board has determined pursuant to article 22.12 of the Articles of Association of the Company that it is prudent for the health and safety of the participants that physical attendance at the extraordinary general meeting not be permitted. The Board strongly encourages Shareholders to vote on the Resolutions by submitting a proxy in accordance with the instructions below.

3.2 If a Shareholder wishes to attend the Meeting by electronic means (namely Zoom video conference), please refer to the details of the Zoom meeting set out in the notice of the Meeting.

**(viii) Action to be taken**

4.1 Shareholders who hold their Shares in certificated form will find enclosed with this circular a form of proxy for use at the Meeting or at any adjournment thereof (the “**Form of Proxy**”). The Form of Proxy should be completed in accordance with the instructions printed on it and returned by courier or by hand as soon as possible, to the Company’s registered office at 155 Arch.Makariou III, PROTEAS HOUSE, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus or by email to [ekaterina.sec@fix-price.com.com.cy](mailto:ekaterina.sec@fix-price.com.com.cy) and [aloucaidou@sofocleous.com.cy](mailto:aloucaidou@sofocleous.com.cy). Forms of Proxy, duly completed by Shareholders holding Shares in certificated form, must reach the Company’s registered office no later than 10 a.m. Cyprus time on 10 August 2022, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).

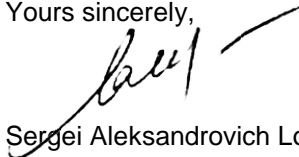
4.2 Holders (“**Depository Interest Holders**”) of depository interests in the Shares (“**Depository Interests**”) will find enclosed with this circular a form of instruction (the “**Form of Instruction**”). Forms of Instruction, duly completed by Depository Interest Holders, must reach the Depository by no later than 12:00 pm EST on 8 August 2022 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be). In case there are any questions please contact [olena.smirnova@bnymellon.com](mailto:olena.smirnova@bnymellon.com) and [adrproxy@bnymellon.com](mailto:adrproxy@bnymellon.com).

4.5 If you are in any doubt as to the action you should take, you should immediately seek your own financial advice from an independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate authorised financial adviser.

**(ix) Recommendation**

The Board considers the passing of the Resolutions to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends unanimously that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own shareholdings.

Yours sincerely,



Sergei Aleksandrovich Lomakin

Chairman

## Fix Price Group PLC

(registered in the Republic of Cyprus with registration number HE 434185)

### NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

(convened pursuant to article 22 of the Articles of Association of the Company)

**NOTICE IS HEREBY GIVEN** that a meeting of the shareholders of Fix Price Group Plc (the “**Company**”) will be held at 155 Arch. Makariou III, PROTEAS HOUSE, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus on 12 August 2022 at 10:00 a.m. Cyprus time for the purpose of considering and, if thought fit, passing the following resolutions.

Any shareholder wishing to attend via Zoom meeting, please use the following details:

<https://us06web.zoom.us/j/88408869775?pwd=aUdvaS9hejZtTHFaekdrRC9UV0RvZz09>

Meeting ID: 884 0886 9775

Passcode: 223814

### Amendments to the existing Articles of Association of the Company

The Company is proposing to adopt certain amendments to its existing Articles of Association as follows (the “**Amendments**”):

- (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). According to Clause 9 of the Company's Articles of Association (the "**Articles**") provides that the Company may amend its Articles by a Special Resolution of the Shareholders requiring the consent of the holders of at least 75% of the total issued Shares.

Accordingly, it is proposed that the Shareholders adopt the following resolutions:

Special Resolution 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).

Special  
Resolution 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.

## NOTES

The following notes explain the general rights of Shareholders and Depositary Interest Holders and the rights to attend and vote at the Meeting of Shareholders or to appoint someone else to vote on their behalf.

### Special Resolutions

Under the relevant provisions of the Law and the clauses of the Articles of Association of the Company, any amendments made to the Company's Articles of Association must be approved by Special Resolution of the Shareholders.

### Holders of Shares in certificated form

All holders (the “**Shareholders**”) of Ordinary Shares in the Company (the “**Shares**”) have the right to attend, speak and vote at the Meeting. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote in his or her place. A proxy need not be a Shareholder of the Company. Entitlement to attend and vote at the Meeting, and the number of votes which may be cast at the Meeting, will be determined by reference to the Company's register of Shareholders at 10:00 a.m. Cyprus Time on 10 August 2022, or if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).

Registered Shareholders holding shares in certificated form should complete the form of proxy provided with the Notice of Meeting as set out in Appendix A to this notice (the “**Form of Proxy**”). The Form of Proxy must be deposited in hard copy form by courier or by hand at the Company's registered office at 155 Arch. Makariou III, PROTEAS HOUSE, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus or by email to [ekaterina.sec@fix-price.com.com.cy](mailto:ekaterina.sec@fix-price.com.com.cy) and [aloucaidou@sofocleous.com.cy](mailto:aloucaidou@sofocleous.com.cy) no later than 10:00 a.m. Cyprus Time on 10 August 2022 or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting (as the case may be).

The Form of Proxy must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If Shares in the Company are held by a nominee(s), a form(s) of proxy must be completed and signed by the nominee(s). If the Shareholder is a company, it may execute under its common seal or under the hand of an officer or attorney so authorised. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

When two or more valid but differing appointments of proxy are delivered or received for the same Share for use at the same Meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly delivered or received, none of them shall be treated as valid in respect of that Share.

### Depositary Interest Holders

1. Depositary Interest Holders may vote using the Form of Instruction provided. . Forms of Instruction, duly completed by Depositary Interest Holders, must reach the Depositary by no later than 12:00 pm EST on 8 August 2022 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be).. In case there are any questions please contact [olena.smirnova@bnymellon.com](mailto:olena.smirnova@bnymellon.com) and [adrproxy@bnymellon.com](mailto:adrproxy@bnymellon.com)



2. Depository Interest Holders may also submit voting instructions for the Meeting (or any adjournment of the Meeting) by following the procedures described in the CREST manual. CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider(s)) should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.
3. In order for an instruction made by means of CREST to be valid, the appropriate CREST message (a “**CREST Voting Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (“**Euroclear**”) and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it relates to the appointment of a proxy, or to an amendment to an instruction given to a previously appointed proxy, in order to be valid, must be transmitted as instructed by Euroclear For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the issuer’s agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.
4. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
5. The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### Attendance at the Meeting

1. Given the ongoing Covid-19 global pandemic, the Board has determined pursuant to article 22.12 of the Articles that it is prudent for the health and safety of the participants that physical attendance at the extraordinary general meeting not be permitted. Shareholders are encouraged to vote by proxy in accordance with the instructions above.
2. Any Shareholder (or proxy who is not the Chairman of the Meeting) who wishes to attend the Meeting via electronic means (namely Zoom video conference) should follow the login details and instructions for joining the Meeting as indicated in the present Notice.

#### General

1. Any corporation which is a Shareholder may by resolution of its directors or other governing body or officers authorised by such body authorise such person or persons as it thinks fit to act as its representative at the Meeting. Any person so authorised shall be entitled to exercise on behalf of the corporation which he represents the same powers as that corporation could exercise if it were an individual Shareholder.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be delivered to the Company’s registered office at 155 Arch.Makariou III, PROTEAS HOUSE, 5th Floor, 3026, Limassol, Cyprus not less

than 48 hours before the time appointed for holding the Meeting (the time appointed for holding the Meeting being 10:00 a.m. Cyprus Time on 10 August 2022) or not less than 48 hours before the time appointed for holding an adjourned Meeting of Shareholders at which the person named in the instrument proposes to vote.

3. Forms of Instruction, duly completed by Depositary Interest Holders, must reach the Depositary by no later than 12:00 pm EST on 8 August 2022 or, if the Meeting is adjourned, 72 hours before the time fixed for the adjourned Meeting (as the case may be). In case there are any questions please contact [olena.smirnova@bnymellon.com](mailto:olena.smirnova@bnymellon.com) and [adrproxy@bnymellon.com](mailto:adrproxy@bnymellon.com)
4. Information regarding the Meeting, including a copy of this notice can be found at the Company's website: <https://ir.fix-price.com/>.
5. As at 11 August 2022 (being the latest business date prior to the publication of this Notice), the Company's issued share capital consists of 850,000,000 Ordinary Shares. Therefore, the total voting rights in the Company as at the date of the present notice are 850,000,000.

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>	FOR	AGAINS T	WITHHEL D
Resolution 1	Resolution to approve the proposed amendments to the Company's existing Articles of Association as follows (the "Amendments"):  (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 <b>Independent Directors</b> ). The exact number of Independent			

	<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

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

Number of shares proxy appointed over.

