

**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 approval of the merger of Fix Price Group plc and Kolmaz Holdings Ltd (HE 197237) in the Republic of Cyprus**

**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 11:00 a.m. Cyprus time.

Shareholders who hold their Shares in certificated form will find enclosed with this document a Form of Proxy and Depositary 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

1.1 On 05 July 2022, the board of directors (the “**Board**”) of Fix Price Group PLC (the “**Company**”) signed, executed and approved the Plan of Merger and Restructuring accompanied by an Explanatory Statement of the Directors (the “**Merger Plan**”) pursuant to which the Company as acquiring company shall be merged with Kolmaz Holdings Ltd, a private limited liability company with registration number HE 197237 and having its registered office at 155 Arch.Makariou III, PROTEAS HOUSE, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus as the acquired company (the “**Acquired Company**”) in Cyprus (the “**Merger**”). The Company and the Acquired Company shall hereinafter jointly be referred to as the “**Merging Companies**”. The Merger will be implemented by under Sections 198-200 of the Law and Sections 26 to 30 of the Cyprus Income Tax Law 118(I)/2002 (as amended).

1.2 The Merger Plan explains that the Acquired Company on being merged with the Company shall be dissolved without going into liquidation by transferring the whole of its assets and liabilities, property, rights, general activities and obligations to the Company, being 100% shareholder of the Acquired Company.

1.3 A copy of the duly executed Merger Plan and the accompanied Explanatory Statement of the Directors is enclosed in the said notice and set out in this document as Appendix A.

1.4 Global depositary receipts (“**GDRs**”) representing ordinary shares of the Company are currently (i) listed on the standard listing segment of the Financial Conduct Authority’s (the “**FCA**”) official list and admitted to trading on the London Stock Exchange plc’s (“**LSE**”) market for listed securities; and (ii) admitted to trading on Public Joint-Stock Company "Moscow Exchange MICEX-RTS" (“**MOEX**”) (together the “**Listings**”). The Merger will not affect the Listings.

1.5 Each GDR represents an interest in one ordinary share of the Company. Following the Merger, each GDR will represent one ordinary share of the Company under the Cyprus Companies Law.

1.6 The Merger will not affect the number of shares or GDRs you hold in the Company.

1.7 To give effect to the Merger, the Company procures the publication of the relevant notice of the Meeting at a local newspaper and thereafter file and submit a petition for directions and a court application with the District Court of Limassol with the purpose of obtaining an order approving the said Merger Plan and filing a copy of such order with the Cyprus Registrar which shall be affixed on the Memorandum of the Company.

1.8 The shareholders of the Company (the “**Shareholders**”) are being asked to approve the Merger and the Merger Plan. Both the Merger Plan and the Explanatory Statement explain in detail all the effects of the said Merger on the Company and its financial position and the Directors deemed it necessary, advisable and in the best interests of the Company and the Shareholders as a whole to approve the Merger.

## 2. **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 11:00 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 Merger and the Merger Plan. 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 The Articles of Association of the Company provide for the said Merger to be approved by a special resolution passed by a majority of not less than 75% of the members entitled to vote at the Extraordinary General Meeting.

## 3. **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.

## 4. **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 10:00 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).

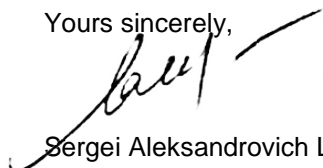
4.2 Holders (“**Depository Interest Holders**”) of depository interests in the Shares (“**Depository Interests**”) will find enclosed with this circular a form of instruction (the “**Form of Instruction**”). In case there are any questions please contact [olena.smirnova@bnymellon.com](mailto:olena.smirnova@bnymellon.com) and [adrproxy@bnymellon.com](mailto:adrproxy@bnymellon.com).

4.3 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.

5. **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,

A handwritten signature in black ink, appearing to be 'S. Lomakin', written over a horizontal line.

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 11:00 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

### **Merger of the Company with Kolmaz Holdings Ltd in the Republic of Cyprus**

The Company is proposing to enter into a plan of merger and restructuring within the meaning of Sections 198-200 of the Cyprus Companies Law Cap. 113 (the “**Law**”) as the acquiring company together with Kolmaz Holdings Ltd, a private limited liability company with registration number HE 197237 and having its registered office at 155 Arch.Makariou III, PROTEAS HOUSE, 3026, Limassol, Cyprus as the acquired company (the “**Acquired Company**”) (the “**Merger**”). The Company and the Acquired Company shall hereinafter jointly be referred to as the “**Merging Companies**”.

The effects of the said Merger on the Company and any interested persons as well as on their financial position is explained in detail in the Plan of Merger and Restructuring accompanied by the Explanatory Statement of the Directors duly signed, executed and approved by the Directors on 05 July 2022 in the form set out as Appendix A to this document.

According to section 198(2) of the Law, if a majority in number or in value of the creditors or class of creditors or members or class of members, as the case may be, present and voting either in person or by proxy at the meeting, agree to any compromise or arrangement, the compromise or arrangement shall, if sanctioned by the Court, be binding on all the creditors or the class of creditors, or on the members or class of members, as the case may be, and also on the company or, in the case of a company in the course of being wound up, on the liquidator and contributories of the company

Clause 22.23 of the Company's Articles of Association (the “**Articles**”) provides that the Company shall, by Special Resolution, decide upon any merger, consolidation, arrangement, amalgamation and schemes of reconstruction.

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

Special Resolution 1	Resolution to approve the proposed Merger of the Company with the Acquiring Company in the Republic of Cyprus.
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Resolution to authorize and empower any one of the directors of the Company, each of them and acting alone, in the name and on behalf of the Company to take such necessary actions

Special Resolution 2	required under the Law such that the present notice of the Meeting be published at a local daily newspaper, submit the relevant court application and petition of directions with the District Court of Limassol, prepare, sign and submit the necessary affidavits for the court application and petition and any ancillary exhibits thereto and file the court order for approval of the Merger Plan with the Cyprus Registrar.
Special Resolution 3	Resolution to authorize and empower Messrs. Deloitte Ltd, of Limassol, Cyprus auditors of the Company and Messrs. Andreas M. Sofocleous & Co LLC, advocates of the Company, in the name and on behalf of the Company to perform all such acts and execute any and all ancillary documents for and on behalf of the Company in connection with the Merger and these resolutions as such person shall in his or her absolute discretion deem necessary or advisable to effect the purpose and intent of the foregoing resolutions, including any filings, submissions, applications, petitions publications and other acts for the purposes of, and in connection with, the Merger.

## 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

Although the Law provides for the passing of the approval of the merger or compromise, subject to court approval, by simple majority of the members, the Articles provide for the concept of a “special resolution” for the proposed Merger.

### 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 B 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.cy](mailto:ekaterina.sec@fix-price.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. Depositary 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**

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.

Any Shareholder (or proxy who is not the Chairman of the Meeting) who wishes to attend the Meeting via electronic means (namely Teams video conference) should complete and return the registration form at Appendix B of the Circular in accordance with the instructions therein no later than 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) in order to receive the relevant Teams login details and instructions for joining the Meeting.

## **General**

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.

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 11:00 a.m. Cyprus time on 12 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.

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).

Information regarding the Meeting, including a copy of this notice can be found at the Company's website: <https://ir.fix-price.com/>.

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

DATE: 05 July 2022

**PLAN OF MERGER AND RESTRUCTURING OF FIX PRICE GROUP PLC, A PUBLIC LIMITED LIABILITY COMPANY WITH REGISTRATION NUMBER HE 434185 AND HAVING ITS REGISTERED ADDRESS SITUATED AT 155 ARCH.MAKARIOU III, PROTEAS HOUSE, 3026, LIMASSOL, CYPRUS (THE “ACQUIRING COMPANY”) WITH KOLMAZ HOLDINGS LTD, A PRIVATE LIMITED LIABILITY COMPANY WITH REGISTRATION NUMBER HE 197237 AND HAVING ITS REGISTERED OFFICE SITUATED AT 155 ARCH.MAKARIOU III, PROTEAS HOUSE, 3026, LIMASSOL, CYPRUS (THE “ACQUIRED COMPANY”)**

This Plan of Merger and Restructuring of the Acquired Company with the Acquiring Company contains the basic terms of the same and is as follows:

### **1. Objective Task of the Merger and Restructuring of the Acquired Company with the Acquiring Company:**

The transfer and assignment of all assets and liabilities, property, rights, general activities and obligations of the Acquired Company to the Acquiring Company and the dissolution of the Acquired Company without going into liquidation.

### **2. The Assets and Liabilities of the Acquired Company:**

Based on the management accounts for the period ending on 30 April 2022, the total assets of the Acquired Company are of the amount of RUB 6,468.609.903 (equivalent to the amount of EUR 107,776,744 based on the Oanda exchange rate as at 17 June 2022), whereas the total liabilities of the Acquired Company are of the total amount of RUB 4,107.550.731 (equivalent to the amount of EUR 68,437,957 based on the Oanda exchange rate as at 17 June 2022).

As a result, it can be inferred that the Acquired Company has positive net assets amounting to RUB 2,361,059,171 (equivalent to EUR 39,338,787 based on the Oanda exchange rate as at 17 June 2022) which may be used to the benefit of the Acquiring Company following implementation of the Merger.

### **3. Date of Merger:**

The date of Merger of the Acquired Company with the Acquiring Company will be considered the date of approval of the present Plan by the District Court of Limassol whereupon it shall be considered that all the assets and liabilities, property, rights, general activities and obligations of the Acquired Company were assigned and transferred to the Acquiring Company.

### **4. Issue of Shares to the Acquiring Company:**

No issue of additional shares will be made as a result of the Merger of the Acquired Company with the Acquiring Company, as the Acquiring Company is the sole shareholder of the Acquired Company.

## **5. Benefits of the Directors:**

No benefit will be given to the Directors of both the Acquired Company and the Acquiring Company as a result of the Merger of the Acquired Company with the Acquiring Company.

## **6. Possible Effects on Employment:**

The Acquired Company's only current employees, namely Ms. Natalia Elenkrig, holder of Cyprus Passport number L00043234 residing at 7 Messinias, Mavrikios Court 2, Flat 002, 3111, Limassol, Cyprus and Mr. Vladimir Elenkrig, holder of Cyprus Passport Number K00248565 residing at 7a Markou Drakou, Pyrgos, 4529, Limassol, Cyprus shall not be negatively affected from the Merger since the Acquiring Company is in a position to undertake all the rights and obligations emanating from any employment agreement between the employees and the Acquired Company and their current employment shall continue under the same terms, conditions and circumstances of employment and shall not be terminated. Both employees have been notified of the proposed Merger and have provided their written consent and approval to the Acquiring Company.

## **7. Creditors of the Acquired Company:**

Based on the management accounts for the period ending on 30 April 2022, the main creditors of the Acquired Company are the following:

- SBP Foundation	Loan Payable of the total amount of RUB 2,024,805,479.45 (equivalent to EUR 33,736,296 based on the Oanda exchange rate as at 17 June 2022).
-Eristelon Holdings Ltd.	Loan Payable of the total amount of RUB 60,665,753.42 (equivalent to EUR 1,010,782 based on the Oanda exchange rate as at 17 June 2022).
-Luncor Overseas S.A	Loan Payable of the total amount of RUB 2,021,479.45 (equivalent to EUR 33,676,315 based on the Oanda exchange rate as at 17 June 2022).

There is no other person who may be affected from the Merger of the Acquired Company with the Acquiring Company.

## **8. Exchange:**

No exchange will be given as a result of the Merger of the Acquired Company with the Acquiring Company as the Acquiring Company is the sole shareholder of the Acquired Company.

## **9. Implementation of the Merger and Restructuring of the Acquired Company with the Acquiring Company:**

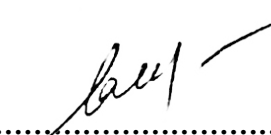
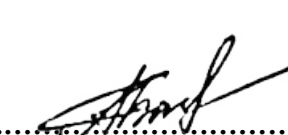
The Plan for the Merger and Restructuring of the Acquired Company with the Acquiring Company is subject to the approval of the District Court of Limassol, which is the appropriate Court to ratify and/or approve the Merger and will be implemented by the Board of Directors of the Acquired Company and the Acquiring Company, upon the issue of the relevant Order of the District Court of Limassol.

### **10. Legal Representation:**

Messrs. ANDREAS M. SOFOCLEOUS & CO. LLC to be authorised to submit with the District Court of Limassol the relevant application for the issue of an Order ratifying and/or approving this Plan of Merger and Restructuring, as well as for an Order to dispense the need to convene the meeting of the members and/or the creditors of the Acquired Company and the Acquiring Company.

### **11. Tax Exemption:**

Messrs. Deloitte Cyprus to be authorised to submit with the Tax Department an application to request the examination of the proposed Plan of Merger and Restructuring in order to confirm that this has been made in accordance with Articles 26 to 30 of the Cyprus Income Tax Law 118(I)/2002 (as amended) and that the relevant tax exemptions are available.

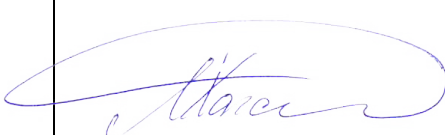

<b>Signed by</b>	
<b>FIX PRICE GROUP PLC</b>   ..... Signature	<b>Witness:</b>   ..... Signature
Name: SERGEI ALEKSANDROVICH LOMAKIN	Name: Alexandra Baryshnikova
Title: Director	Occupation: lawyer
Date: 05 July 2022	Date: 05 July 2022
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... Signature	<b>Witness:</b>  ..... Signature
Name: ARTEM KARENOVICH KHACHATRYAN	Name:
Title: Managing Director	Occupation:
Date:	Date:
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... Signature	<b>Witness:</b>  ..... Signature:
Name: DMITRY NIKOLAEVICH KIRSANOV	Name:
Title: Managing Director	Occupation:
Date:	Date:

### **10. Legal Representation:**

Messrs. ANDREAS M. SOFOCLEOUS & CO. LLC to be authorised to submit with the District Court of Limassol the relevant application for the issue of an Order ratifying and/or approving this Plan of Merger and Restructuring, as well as for an Order to dispense the need to convene the meeting of the members and/or the creditors of the Acquired Company and the Acquiring Company.

### **11. Tax Exemption:**

Messrs. Deloitte Cyprus to be authorised to submit with the Tax Department an application to request the examination of the proposed Plan of Merger and Restructuring in order to confirm that this has been made in accordance with Articles 26 to 30 of the Cyprus Income Tax Law 118(I)/2002 (as amended) and that the relevant tax exemptions are available.


<b>Signed by</b>	
<b>FIX PRICE GROUP PLC</b>	<b>Witness:</b>
..... <i>Signature</i>	..... <i>Signature</i>
Name: SERGEI ALEKSANDROVICH LOMAKIN	Name:
Title: Director	Occupation:
Date:	Date:
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>	<b>Witness:</b>
 ..... <i>Signature</i>	 ..... <i>Signature</i>
Name: ARTEM KARENOVICH KHACHATRYAN	Name: Alexandra Baryshnikova
Title: Managing Director	Occupation: lawyer
Date: 05 July 2022	Date: 05 July 2022
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>	<b>Witness:</b>
..... <i>Signature</i>	..... <i>Signature:</i>
Name: DMITRY NIKOLAEVICH KIRSANOV	Name:
Title: Managing Director	Occupation:
Date:	Date:



### **10. Legal Representation:**



Messrs. ANDREAS M. SOFOCLEOUS & CO. LLC to be authorised to submit with the District Court of Limassol the relevant application for the issue of an Order ratifying and/or approving this Plan of Merger and Restructuring, as well as for an Order to dispense the need to convene the meeting of the members and/or the creditors of the Acquired Company and the Acquiring Company.



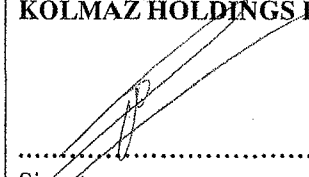
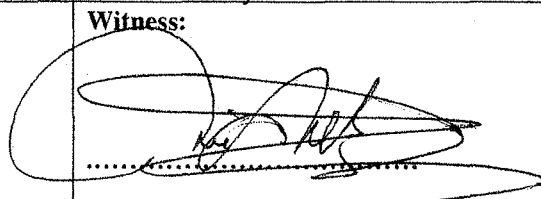
### **11. Tax Exemption:**

Messrs. Deloitte Cyprus to be authorised to submit with the Tax Department an application to request the examination of the proposed Plan of Merger and Restructuring in order to confirm that this has been made in accordance with Articles 26 to 30 of the Cyprus Income Tax Law 118(I)/2002 (as amended) and that the relevant tax exemptions are available.

<b>Signed by</b>	
<b>FIX PRICE GROUP PLC</b>	<b>Witness:</b>
..... <i>Signature</i>	..... <i>Signature</i>
Name: SERGEI ALEKSANDROVICH LOMAKIN	Name:
Title: Director	Occupation:
Date:	Date:
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>	<b>Witness:</b>
..... <i>Signature</i>	..... <i>Signature</i>
Name: ARTEM KARENOVICH KHACHATRYAN	Name:
Title: Managing Director	Occupation:
Date:	Date:
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>	<b>Witness:</b>
..... <i>Signature</i>	..... 
Name: DMITRY NIKOLAEVICH KIRSANOV	Name: Alexandra Baryshnikova
Title: Managing Director	Occupation: Lawyer
Date: 05 July 2022	Date: 05 July 2022

<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... <b>Signature</b> <b>Name:</b> ALEXEY MAKHNEV <b>Title:</b> Director <b>Date:</b> 05 July 2022	<b>Witness:</b>  ..... <b>Signature</b> <b>Name:</b> <i>Remonetto H.C.</i> <b>Occupation:</b> <i>Depozitobor, accountant</i> <b>Date:</b> 05 July 2022
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b> ..... <b>Signature</b> <b>Name:</b> GREGOR WILLIAM MOWAT <b>Title:</b> Director <b>Date:</b>	<b>Witness:</b> ..... <b>Signature</b> <b>Name:</b> <b>Occupation:</b> <b>Date:</b>
<b>Signed by</b> <b>KOLMAZ HOLDINGS LTD</b> ..... <b>Signature</b> <b>Name:</b> NATALIA ELENKRIG <b>Title:</b> Director <b>Date:</b>	<b>Witness:</b> ..... <b>Signature</b> <b>Name:</b> <b>Occupation:</b> <b>Date:</b>
<b>Signed by</b> <b>KOLMAZ HOLDINGS LTD</b> ..... <b>Signature</b> <b>Name:</b> MENELAOS SAZOS <b>Title:</b> Director <b>Date:</b>	<b>Witness:</b> ..... <b>Signature</b> <b>Name:</b> <b>Occupation:</b> <b>Date:</b>

<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... Signature	<b>Witness:</b>  ..... Signature
Name: ALEXEY MAKHNEV	Name:
Title: Director	Occupation:
Date:	Date:
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>   ..... Signature	<b>Witness:</b>   ..... Signature
Name: GREGOR WILLIAM MOWAT	Name: Alexandra Baryshnikova
Title: Director	Occupation: Lawyer
Date: 05 July 2022	Date: 05 July 2022
<b>Signed by</b> <b>KOLMAZ HOLDINGS LTD</b>  ..... Signature	<b>Witness:</b>  ..... Signature
Name: NATALIA ELENKRIG	Name:
Title: Director	Occupation:
Date:	Date:
<b>Signed by</b> <b>KOLMAZ HOLDINGS LTD</b>  ..... Signature	<b>Witness:</b>  ..... Signature
Name: MENELAOS SAZOS	Name:
Title: Director	Occupation:
Date:	Date:

<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... Signature	<b>Witness:</b>  ..... Signature
Name: ALEXEY MAKHNEV	Name:
Title: Director	Occupation:
Date:	Date:
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... Signature	<b>Witness:</b>  ..... Signature
Name: GREGOR WILLIAM MOWAT	Name:
Title: Director	Occupation:
Date:	Date:
<b>Signed by</b> <b>KOLMAZ HOLDINGS LTD</b>   ..... Signature	<b>Witness:</b>   ..... Signature
Name: NATALIA ELENKRIG	Name: <i>Vladimir Elenkrig</i>
Title: Director	Occupation: <i>Manager</i>
Date: 05 July 2022	Date: 05 July 2022
<b>Signed by</b> <b>KOLMAZ HOLDINGS LTD</b>   ..... Signature	<b>Witness:</b>   ..... Signature
Name: MENELAOS SAZOS	Name: <i>Michaela Sofocleous</i>
Title: Director	Occupation: <i>Secretary</i>
Date: 05 July 2022	Date: 05 July 2022



DATE: 05 July 2022

**EXPLANATORY STATEMENT ON THE PLAN OF MERGER AND RESTRUCTURING  
BETWEEN**

- **FIX PRICE GROUP PLC; AND**
- **KOLMAZ HOLDINGS LTD**

The undersigned:

(1) (a) SERGEI ALEKSANDROVICH LOMAKIN, holder of Passport Number K00387584 issued in Cyprus;

(b) ARTEM KARENOVICH KHACHATRYAN, holder of Passport Number L00054446 issued in Cyprus;

(c) DMITRY NIKOLAEVICH KIRSANOV, holder of Passport Number K00439598 issued in Cyprus;

(d) ALEXEY MAKHNEV, holder of Passport Number 752394892 issued in Russia; and

(e) GREGOR WILLIAM MOWAT, holder of Passport Number 512742197 issued in the United Kingdom

being the directors of **FIX PRICE GROUP PLC**, a public limited liability company and existing under the laws of the Republic of Cyprus under registration number HE 434185, having its registered address situated at 155 Archiepiskopou Makariou III, Proteas House, 3026, 5<sup>th</sup> Floor, Limassol, Cyprus (hereinafter referred to as the “**Acquiring Company**”);

(2) (a) NATALIA ELENKRIG, holder of Cyprus Passport Number L00043234 issued in Cyprus

(b) MENELAOS SAZOS, holder of Cyprus Passport Number K00227788 issued in Cyprus

being the directors of **KOLMAZ HOLDINGS LTD**, a private limited liability company incorporated and existing under the laws of the Republic of Cyprus under registration number HE 197237, having its registered office at 155 Archiepiskopou Makariou III, Proteas House, 5<sup>th</sup> Floor, 3026, Limassol, Cyprus (hereinafter referred to as the “**Acquired Company**”),

## WHEREAS

- A. The Acquired Company and the Acquiring Company (hereinafter jointly referred to as the **"Merging Companies"**) intend to enter into a merger and restructuring within the meaning Sections 198 – 200 of the Cyprus Companies' Law, CAP.113 (hereinafter referred to as the **"Cyprus Law"**), as a consequence of which:

i) the Acquired Company, on being dissolved without going into liquidation, will transfer the whole of its assets, liabilities, property, rights, general activities and obligations to the Acquiring Company holding all the shares representing its capital (the Acquiring Company is the 100% shareholder of the Acquired Company);

and

ii) the Acquired Company shall cease to exist;

(hereinafter referred to as the **"Merger"**);

- B. Any members of the Merging Companies entitled to vote shall approve the plan of merger and restructuring (hereinafter referred to as the **"Merger Plan"**) regarding the contemplated Merger and upon the approval of the same, the Merging Companies shall submit a court application with the District Court of Limassol, Cyprus for final approval of the Merger;
- C. Upon obtaining an order from the District Court of Limassol, Cyprus pursuant to which the Merger Plan is approved, the Merging Companies shall have the duty to file the order with the Cyprus Registrar of Companies;
- D. The board of directors of the Merging Companies wishes to have the Merger Plan accompanied with the present Explanatory Statement;

and hereby declare the following Merger Plan:

1. **Reason**

The Merger is expected to simplify the group's holding structure and may assist the group in achieving certain other efficiencies.

2. **Business operations consequences**

The Merger has no consequences in respect of the business operations of the Merging Companies, as the business operations of the Acquired Company shall be continued by the Acquiring Company in the same manner.

3. **Interest of the Directors**

No benefit will be given to the Directors of both the Acquired Company and the Acquiring Company as a result of the Merger.

4. **Legal consequences**

As a consequence of the Merger the Acquired Company will cease to exist. The Acquired Company, on being dissolved without going into liquidation, will transfer the whole of its assets, liabilities, property, rights, general activities and obligations to the Acquiring Company holding all the shares representing its capital (the Acquiring Company is the 100% shareholder of the Acquired Company).

5. **Economical consequences**

From an economic point of view the Merger has no consequences other than the achievement of financial benefits. It should be mentioned that the Acquired Company has positive assets of a total amount of RUB 2,361,059,171 (equivalent to EUR 39,338,787 based on the Oanda exchange rate as at 17 June 2022) with total assets amounting to RUB 6,468,609,903 (equivalent to EUR 107,776,744 using the Oanda exchange rate as at 17.6.22) and total liabilities amounting to RUB 4,107.550.731 (equivalent to the amount of EUR 68,437,957 based on the Oanda exchange rate as at 17 June 2022).



6. **Social consequences**

From a social point of view the Acquired Company's only current employees, namely Natalia Elenkrig, holder of Cyprus Passport Number L00043234 residing at 7 Messinias, Mavrikios Court 2, Flat 002, 3111, Limassol Cyprus and Vladimir Elenkrig, holder of Cyprus Passport Number K00248565 residing at 7a Markou Drakou, Pyrgos, 4529, Limassol, Cyprus, shall not be negatively affected from the Merger as the Acquiring Company shall undertake all the rights and obligations emanating from any existing employment agreement between the employees and the Acquired Company and their current employment shall continue under the same terms, conditions and circumstances.


<b>Signed by</b>	
<b>FIX PRICE GROUP PLC</b>	<b>Witness:</b>
 ..... Signature	 ..... Signature
Name: SERGEI ALEKSANDROVICH LOMAKIN	Name: Alexandra Baryshnikova
Title: Director	Occupation: lawyer
Date: 05 July 2022	Date: 05 July 2022

<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... <i>Signature</i>	<b>Witness:</b>  ..... <i>Signature</i>
Name: ARTEM KARENOVICH KHACHATRYAN	Name: Alexandra Baryshnikova
Title: Managing Director	Occupation: lawyer
Date: 05 July 2022	Date: 05 July 2022
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... <i>Signature</i>	<b>Witness:</b>  ..... <i>Signature</i>
Name: DMITRY NIKOLAEVICH KIRSANOV	Name:
Title: Managing Director	Occupation:
Date:	Date:



<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... <b>Signature</b>	<b>Witness:</b>  ..... <b>Signature</b>
<b>Name:</b> ALEXEY MAKHNEV	<b>Name:</b> Перовикова Ю.С.
<b>Title:</b> Director	<b>Occupation:</b> Персональный ассистент
<b>Date:</b> 05 July 2022	<b>Date:</b> 05 July 2022
<b>Signed by</b> <b>FIX PRICE GROUP PLC</b>  ..... <b>Signature</b>	<b>Witness:</b>  ..... <b>Signature</b>
<b>Name:</b> GREGOR WILLIAM MOWAT	<b>Name:</b>
<b>Title:</b> Director	<b>Occupation:</b>
<b>Date:</b>	<b>Date:</b>



<p><b>Signed by</b></p> <p><b>KOLMAZ HOLDINGS LTD</b></p> <p></p> <p>.....</p> <p>Signature</p>	<p><b>Witness:</b></p> <p></p> <p>.....</p> <p>Signature</p>
<p>Name: NATALIA ELENKRIG</p>	<p>Name: <i>Vladimir Elenkrig</i></p>
<p>Title: Director</p>	<p>Occupation: <i>Manager</i></p>
<p>Date: 05 July 2022</p>	<p>Date: 05 July 2022</p>
<p><b>Signed by</b></p> <p><b>KOLMAZ HOLDINGS LTD</b></p> <p></p> <p>.....</p> <p>Signature</p>	<p><b>Witness:</b></p> <p></p> <p>.....</p> <p>Signature</p>
<p>Name: MENELAOS SAZOS</p>	<p>Name: <i>Michaela Sofocleous</i></p>
<p>Title: Director</p>	<p>Occupation: <i>Secretary</i></p>
<p>Date: 05 July 2022</p>	<p>Date: 0 July 2022</p>



**APPENDIX B**

**FIX PRICE GROUP PLC**

**155 ARCH.MAKARIOU III, PROTEAS HOUSE, 5<sup>TH</sup> 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 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).

	<b>Resolutions</b>	<b>FOR</b>	<b>AGAINS T</b>	<b>WITHHEL D</b>
Resolution 1	Resolution to approve the proposed merger of the Company with Kolmaz Holdings Limited (HE 197237) as the acquired company (the "Acquired Company" and together with the Company the "Merging Companies") (the "Merger") in the Republic of Cyprus as per the Merger Plan and Reconstruction and the ancillary Explanatory Statement of the Board of Directors of the Merging Companies dated <u>05 July</u> 2022 (the "Merger Plan").			

Resolution 2	Resolution to authorize and empower any one of the directors of the Company, each of them and acting alone, in the name and on behalf of the Company to take such necessary actions required under the Law to give effect to the Merger and executor and any all ancillary documents with regards to the Merger, including but not limited to the submission of the relevant court application and petition of directions with the District Court of Limassol, prepare, sign and submit the necessary affidavits for the court application and petition and any ancillary exhibits thereto and file the court order approving the Merger Plan with the Cyprus Registrar and any other actions pertaining thereto.			
Resolution 3	Resolution to authorize and empower Messrs. Deloitte Ltd, of Limassol, Cyprus auditors of the Company and Messrs. Andreas M. Sofocleous & Co LLC, advocates of the Company, in the name and on behalf of the Company required under the Law to give effect to the Merger, to perform all such acts and execute any and all ancillary documents for and on behalf of the Company in connection with the Merger and these resolutions as such person shall in his or her absolute discretion deem necessary or advisable to effect the purpose and intent of the foregoing resolutions, including any filings, submissions, applications, petitions publications and other acts for the purposes of, and in connection with, the Merger.			

Signed this ..... day of ..... 2022

Signature: .....

Member

☐

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

**Number of shares proxy appointed over.**