



FIX PRICE ANNOUNCES START OF EXCHANGE OF FIX PRICE GROUP PLC GDRS FOR SHARES OF PJSC FIX PRICE

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5 June 2025 – Fix Price ("**Fix Price**", the "**Company**" or the "**Group**"), one of the leading variety value retailers globally and the largest in Russia, informs that the Group's company, Retail Technologies & Solutions Limited ("**RTS**"), hereby announces an invitation addressed to holders of Fix Price Group PLC ("**FPG**") global depositary receipts (ISIN US33835G2057)¹ ("**GDRs**") to make offers to exchange their FPG GDRs for ordinary shares of PJSC Fix Price (the "**Exchange**").

- The Exchange provides the holders of FPG GDRs with an opportunity to become shareholders of PJSC Fix Price – the Group's main operating asset, controlling its Russian business – and to obtain a liquid instrument that is not subject to infrastructure and other restrictions applicable to FPG GDRs, including restrictions related to the possibility of receiving dividends and participating in general meetings of shareholders.
- On 4 June 2025, the FPG Board of Directors resolved to delist FPG GDRs from Moscow Exchange and SPB Exchange. Holders of FPG GDRs who do not participate in the Exchange will retain ownership of the Company's GDRs, but will lose access to organised trading on Moscow Exchange and SPB Exchange following the delisting from these stock exchanges. In addition, as long as the current infrastructure constraints and risks remain in place, the corporate rights of the holders of these GDRs will remain limited.

Key terms of the Exchange

- The invitation applies to holders of FPG GDRs whose securities are held through the NSD, SPB Bank or other depositories.
 - Holders of GDRs whose securities are held through the NSD, SPB Bank or other Russian depositories through a custody chain involving the NSD or SPB Bank may participate in the Exchange for ordinary shares of PJSC Fix Price via stock exchange.
 - Holders of GDRs whose securities are held through other depositories (through custody chains not involving the NSD or SPB Bank) may participate in the OTC Exchange for ordinary shares of PJSC Fix Price.
- The combination of the stock exchange and OTC settlement structures for the Exchange provides an opportunity for FPG GDR holders across various custody chains to participate in the Exchange, enabling them to receive shares of PJSC Fix Price admitted to trading on the Moscow Exchange. Participation in the Exchange is entirely voluntary. However, holders of FPG GDRs should note that monetizing their investments in FPG GDRs and exercising their shareholder rights may be limited due to the delisting of FPG GDRs from the LSE, which took place on 19 August 2024; the planned delisting from Moscow Exchange and SPB Exchange; and ongoing restrictions affecting Russia's depositary infrastructure.

¹ FPG GDRs issued in accordance with Regulation S as defined in the United States Securities Act of 1933.

- Holders of FPG GDRs may participate in the Exchange regardless of the purchase date of these securities.
- The collection of exchange offers will commence on 5 June 2025 and last until:
 - 15:00 (Moscow time) on 4 July 2025 for the Exchange via stock exchange;
 - 19:00 (Moscow time) on 4 July 2025 for the OTC Exchange.
- The Exchange ratio is 1 to 158: a holder of FPG GDRs will receive 158 shares of PJSC Fix Price. The Exchange ratio has been determined on the assumption that after the Exchange FPG will remain a controlling person of PJSC Fix Price and certain other foreign businesses of FPG group that are not consolidated with PJSC Fix Price. In determining the Exchange ratio, RTS has endeavoured to ensure the economic neutrality of the Exchange for holders of FPG GDRs as of the Exchange commencement date. Holders of FPG GDRs may also refer to the opinion of an independent adviser confirming the economic neutrality of the Exchange ratio, available at <https://exchange.fix-price.com>.
- Participants of OTC Exchange must additionally pay to RTS an amount equal to EUR 0.075 multiplied by the number of FPG GDRs in respect of which the OTC offer was submitted. This payment shall be made in euros or in Russian roubles at the exchange rate specified in the terms of the Exchange. The cash payment amount received by RTS from participants of the OTC Exchange will be used to reimburse the RTS's costs for a subsequent conversion of the acquired FPG GDRs into FPG shares as well as other infrastructure costs. Absence of a cash payment in the Exchange via stock exchange is due to the impossibility to collect this payment resulting from technical limitations of the infrastructure through which the Exchange via stock exchange is carried out.
- The Company intends to accept all Exchange offers that comply with the terms of the Memorandum.
- As a general rule, holders of FPG GDRs may submit offers to participate in the Exchange only via their brokers. The submission requirements should be confirmed directly with brokers.
- Other terms of the Exchange are provided in the Tender Offer Memorandum, which all holders of FPG GDRs intending to participate in the Conversion must review. The Memorandum is available at <https://exchange.fix-price.com>.

Background to and benefits of the Exchange

The Company continues to adapt to changing conditions in capital markets and is taking active steps to remove infrastructure barriers to protect the rights and interests of its investors. On 19 December 2024, the Company established a new 100% Russian subsidiary, JSC Fix Price, to which, on 23 January 2025, the Company transferred its participatory interests in the key Russian operating companies of the Group. Thus, JSC Fix Price became the sole holder of the Russian assets of the Group. On 11 April 2025, JSC Fix Price obtained a public company status. On 4 June 2025, the Moscow Exchange took the decision to include PJSC Fix Price Shares in the "Level 1" section of the list of securities admitted to trading on the Moscow Exchange starting from 9 July 2025.

Given the completion of the preparatory corporate procedures necessary for the commencement of trading in PJSC Fix Price Shares on the Moscow Exchange and the implementation of the Exchange, RTS offers holders of FPG GDRs the opportunity to participate in the Exchange and become shareholders of PJSC Fix Price, thereby preserving their economic stake in the FPG group and obtaining a liquid instrument, admitted to trading on the Moscow Exchange, not subject to the restrictions applicable to FPG GDRs, including:

- investors who participate in the Exchange will be able to exercise their shareholder rights without restrictions applicable to FPG GDRs, including a potential opportunity to receive dividends directly from the Russian company PJSC Fix Price, without the need for international intra-group settlements, resulting in additional taxation and reduced dividend payouts;²
- the Exchange will provide holders of FPG GDRs with an opportunity to receive shares of PJSC Fix Price with an equivalent economic value as of the Exchange commencement date.

It is expected that the trading in PJSC Fix Price shares on the Moscow Exchange will commence on 6 August 2025, following the completion of the Exchange.

Holders of FPG GDRs who do not participate in the Exchange will retain ownership of the Company's GDRs but will not have access to organised trading on the Moscow Exchange and SPB Exchange following the delisting from these stock exchanges. In addition, as long as the current infrastructure constraints and risks remain in place, the corporate rights of the holders of these GDRs will remain limited.

For more detailed information about the exchange, see the Memorandum and the Frequently Asked Questions (FAQ) available at <https://exchange.fix-price.com/>.

Indicative timetable of the Exchange

| Event | | Date |
|-------------------------------|---|---|
| Publication of the Memorandum | | 5 June 2025 |
| Exchange via stock exchange | Commencement of the exchange offer submission period | 5 June 2025 (inclusive) |
| | End of the exchange offer submission period | 15:00 Moscow time, on 4 July 2025 |
| | Acceptance of exchange offers | 9 July 2025 |
| | Settlement of transactions concluded by acceptance of exchange offers | 10 July 2025 |
| OTC Exchange | Commencement of the exchange offer submission period | 5 June 2025 |
| | End of the exchange offer submission period | 19:00 Moscow time, on 4 July 2025 |
| | Acceptance of exchange offers | 7–11 July 2025 |
| | Payment by holders of FPG GDRs to RTS | Within 5 business days from offer acceptance date |

² The timing of the start of PJSC Fix Price's regular dividend payments in the future will depend on a number of factors, including its operating performance, financial condition, liquidity needs, contractual restrictions, market environment and other factors.

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| Transfer of FPG GDRs by the holders of FPG GDR to RTS | Within 14 business days from offer acceptance date |
| Transfer of PJSC Fix Price shares by RTS to holders of FPG GDRs whose exchange offers were accepted | Within 3 business days from the date of transfer of FPG GDRs to RTS |
| Announcement of completion of the settlements under the Exchange | As soon as possible after completion of settlements |
| Expected date of the commencement of trading in PJSC Fix Price shares on the Moscow Exchange | 6 August 2025 |

These dates are indicative and may be revised by RTS, and they also depend on the actions of third parties that are beyond RTS's control.

Questions regarding the procedure for submitting offers should be directed to the Russian broker of the corresponding holder of FPG GDRs.

General inquiries regarding the Exchange may also be sent to exchange@fix-price.com.

All information regarding the Exchange will be published at <https://exchange.fix-price.com>.

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THE INFORMATION CONTAINED HEREIN IS INTENDED SOLELY FOR HOLDERS OF FPG GDRS (AS DEFINED IN THE MEMORANDUM), THEIR BROKERS, AND AUTHORIZED REPRESENTATIVES. THIS PRESS RELEASE DOES NOT CONSTITUTE AN OFFER UNDER THE LAWS OF THE RUSSIAN FEDERATION OR ANY OTHER JURISDICTION, OR AN ADVERTISEMENT, OR AN OFFER OF SECURITIES TO AN UNLIMITED NUMBER OF PERSONS WITHIN OR OUTSIDE THE RUSSIAN FEDERATION, OR AN INVESTMENT RECOMMENDATION, OR A NOTICE OF AN AUCTION, OR AN OFFER TO CONCLUDE A CONTRACT ON AN AUCTION IN ACCORDANCE WITH ARTICLES 447-449 OF THE CIVIL CODE OF THE RUSSIAN FEDERATION AND APPLICABLE LAW OF THE RUSSIAN FEDERATION.

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THIS PRESS RELEASE IS NOT ADDRESSED TO U.S. PERSONS (AS DEFINED IN REGULATION S OF THE U.S. SECURITIES ACT OF 1933, AS AMENDED AND SUPPLEMENTED) OR PERSONS LOCATED IN THE TERRITORY OF THE USA.

This press release may constitute or include forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "plans", "targets", "aims", "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "continues", "should" and similar expressions. These forward-looking statements reflect, at the time made, the Group's beliefs, intentions and current targets/aims concerning, among other things, the results of operations, financial condition, liquidity, prospects, growth and strategies of the Group and the companies of the Group. Forward-looking statements include statements regarding: objectives, goals, strategies, outlook and growth prospects, as well as future plans, events or performance and potential for future growth. Forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in the records of the Group and the companies of the Group, as well as other data available from third parties. Although the Group believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control. Forward-looking statements are not guarantees of future performance and such risks, uncertainties, contingencies and other important factors could cause the actual outcomes and the results of operations of the Group and the companies of the Group or the industry to differ materially from those results expressed or implied in this press release by such forward-looking statements. No representation or warranty is made that any of these forward-looking statements or forecasts will come to pass or that any forecast result will be achieved. Undue influence should not be given to, and no reliance should be placed on, any forward-looking statement. No statement in this press release is intended to be nor may be construed as a profit forecast.