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|  | To: Retail Technologies & Solutions Limited, a private company registered under the laws of the AIFC, having its registered address at: Building 55/23, Mangilik El Prospekt, Esil District, Astana, Republic of Kazakhstan, postcode Z05T3D6 (the “**Company**”) |
| Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

**OTC OFFER**

|  |  |
| --- | --- |
| Full name of legal entity / natural person: |  |
| Registration number / Identity document: |  |
|  | *primary registration number / name of document, series, number, country and date of issue*  |
| INN / other taxpayer number |  |
| Legal address / Place of residence or registration: |  |
|  |  |
| Mailing address: |  |
|  | *if different from legal address / place of residence*  |
| Telephone number (with international dialling code): |  |
| Electronic mail address: |  |
|  | *for receipt of the accepted OTC Offer and exchange of notifications regarding the OTC Offer* |

hereinafter referred to as the “**Offeror**”:

1. is the owner of global depositary receipts with respect to ordinary shares (“**FPG Shares**”) of a public company Fix Price Group PLC, issued under Regulation S[[1]](#footnote-1) (ISIN: US33835G2057) (“**FPG**”) (“**FPG GDRs**”); or
2. is acting on its own behalf as a Broker in the interests and at the expense of persons that are owners of FPG GDRs; or
3. is acting as a securities manager having the right to perform securities transactions, and the securities under trust management include FPG GDRs; or
4. is acting as the trust manager of a unit investment fund that includes FPG GDRs.

*The list above is given for information purposes. The Offeror is not required to mark the status in which it is acting.*

The terms used but not defined in this OTC Offer shall have the meaning ascribed to them in the Company's Memorandum in relation to the invitation to make offers to exchange FPG GDRs for PJSC Fix Price ordinary shares dated 5 June 2025 (the “**Memorandum**”), which is available on the website [https://exchange.fix-price.com](https://exchange.fix-price.com/).

***OTC Offer to sell FPG GDRs***

Pursuant to the terms of the Memorandum, the Offeror hereby makes an OTC Offer to the Company to conclude a sale and purchase agreement regarding FPG GDRs on the terms stated in Part A to Schedule 4 to the Memorandum (a “**FPG GDRs SPA**”) in the amount of:

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|  | FPG GDRs |
| *State the number in numerals and words*  |  |
| (“**Sale** **FPG GDRs**”) |  |

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| **Depo account on which the Sale FPG GDRs are registered** |
| Euroclear/Clearstream Participant Name: |  |
| Euroclear/ Clearstream Participant Account number: |  |
| Euroclear/ Clearstream Participant SWIFT (if applicable): |  |
| Name of the depository transferring the securities:  |  |
| Account number:  |  |
| Subaccount (if applicable):  |  |
| Additional information |  |

If the Sale FPG GDRs are registered on more than one depo account, a separate OTC Offer must be submitted for each depo account.

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| Specify on which Company depo account you intend to deliver the Sale FPG GDRs by entering the digit corresponding to the number ascribed to such account in section of the Offer titled Company Details below | \_\_\_\_\_\_\_\_\_\_\_ |

The Offeror shall be solely responsible for delivering the Sale FPG GDRs to the Company's depo selected by him, including where foreign depositories (including Euroclear Bank SA/NV и Clearstream Banking, S.A.) are involved in settlements under the FPG GDRs SPA. Other Holders of FPG GDRs must reasonably in advance take all steps required for the Sale FPG GDRs to be delivered to the relevant Company depo account.

***OTC Offer to purchase PJSC Fix Price Shares***

The Offeror also hereby makes an offer to the Company to conclude a sale and purchase agreement regarding PJSC Fix Price Shares on the terms and in the quantity specified in Part B of Schedule 4 to the Memorandum (a “**PJSC Fix Price Shares SPA**”).

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| Specify, to which bank account you plan to make a Cash Payment: |
| Russian Bank Account of the Company (for transfer of the Cash Payment in Russian roubles) | □ |
| Foreign Bank Account of the Company (for transfer of the Cash Payment in euro) | □ |

**When transferring a Cash Payment, the full name of the legal or natural person submitting the OTC Offer (Offeror) regarding which the Cash Payment is being made and the number of Sale** **FPG GDRs regarding which the OTC Offer was submitted must be stated in the “Purpose of payment” or suchlike field of the payment instruction. Non-completion of this field entails the risk that the settlement under the OTC Offer cannot be made.**

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| **Depo account to which the PJSC Fix Price Shares should be delivered under the PJSC Fix Price Shares SPA** |
| Name of depository receiving the securities: |  |
| Depo account number in the NSD: |  |
| Depo subaccount in the NSD: |  |
| NSD depositor code: |  |

By signing and submitting this OTC Offer, the person signing it gives their consent, on their own behalf, for the personal data operator – the Company – to automatically process, or to process without means of automation, their personal data in order to perform Transactions and conclude, rescind or perform an agreement as required by legislative and regulatory acts of the Russian Federation, and in order to meet legal requirements. The processing of personal data means gathering, systemising, accumulating, storing, revising (updating or modifying), and using personal data, transferring personal data (including providing personal data for processing under the same terms as stated in this consent, including to the Tender Agent), and depersonalising, blocking, destroying or performing other actions/operations involving personal data for purposes of compliance by operator with legal standards prescribed by Russian law, with agreements that have been or will be concluded, and with other assumed obligations. Personal data means any information relating to the person signing the OTC Offer as the data subject, including: last name, first name, and patronymic; year, month, date, and place of birth; identity document details; residential address or place of registration; marital, social, and property status; education; job; income; contact telephone number; e-mail address; and any other information disclosed or reported by such person to the operator. This consent shall be effective from the OTC Offer submission date until the date that such consent is withdrawn in writing.

**OFFEROR'S SIGNATURE**

|  |  |
| --- | --- |
| Signature: |  |
| (company seal, if applicable) |  |
| Signatory's full name, printed: |  |
| Position (if applicable) |  |
| Acting under (if applicable): |  |
|  | *Type, number, and date of issue of document confirming the authority of the authorised representative acting on the Offeror's behalf*  |
| **Company Details** |
| Full name: | Retail Technologies & Solutions Limited |
| Registration number: | 250240900331 |
| Registered address: | Building 55/23, Mangilik El Prospekt, Esil District, Astana, Republic of Kazakhstan, postcode Z05T3D6 |
| Electronic mail address: | [exchange@fix-price.com](file:///C%3A%5CUsers%5Clvovs%5CAppData%5CRoaming%5CiManage%5CWork%5CRecent%5CBEST%20PRICE_%20LLC%20_%20Fix%20Price%20_0229753.0011_%5Cexchange%40fix-price.com) |
|  | *for sending an accepted Offer and for the exchange of notifications regarding the Offer* |

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| **Company depo accounts to which the Sale FPG GDRs shall be delivered** |
| **Account No. 1 – for delivery of the Sale FPG GDRs, if they are registered in Other Depositories through a registration chain that includes Euroclear** |
| Euroclear Participant Name: | AO RAIFFEISENBANK |
| Euroclear Participant Account number: | 28256 |
| Euroclear Participant SWIFT (if applicable): | RZBMRUMM |
| Depo account in АО Raiffeisenbank | K408876600009 |
| **Account No. 2 – for delivery of the Sale FPG GDRs, if they are registered in Other Depositories through a registration chain that includes Clearstream** |
| Clearstream Participant Name: | 'CENTRAL DEPOSITORY OF ARMENIA' OJSC |
| Clearstream Participant Account number: | 110HD |
| Clearstream Participant SWIFT (if applicable): | CDAMAM22 |
| Depo account in АО Raiffeisenbank | K408876590002 |
| **Bank account details to which Cash Payment should be credited**  |
|  | Russian Bank Account of the Company (for transfer of the Cash Payment in Russian roubles) | Foreign Bank Account of the Company (for transfer of the Cash Payment in euro) |
| BIN of the Company: | 250240900331 |
| Recipient’s account number: | 40807810300000002288 | KZ558562203244769852 |
| Name of credit organisation: | АО Raiffeisenbank | JSC «Bank CenterCredit» |
| BIC: | 250240900331 | KCJBKZKX |
| Correspondent accounts | 30101810200000000700 | COMMERZBANK AGSWIFT: COBADEFFAccount: 400886874700EUR |
| DEUTSCHE BANK AGSWIFT: DEUTDEFFAccount: 9499377 |
| RAIFFEISEN BANK INTERNATIONAL, VIENNA SWIFT: RZBAATWWAccount: 000-55.036.222 |
| **Company depo account from which the PJSC Fix Price Shares will be debited under a PJSC Fix Price Shares SPA** |
| Depo account name | Retail Technologies and Solutions Limited |
| Depo account number: | K408876570004 |
| Name of depository transferring the PJSC Fix Price Shares: | АО Raiffeisenbank |
| Depo account number in the NSD: | TL1212180342 |
| Depo subaccount in the NSD: | 00000000000000000 |
| NSD depositor code: | MC0054300000 |

The following transaction dates and settlement dates must be specified by the Offeror when sending instructions/orders to the depository under the Transactions (**to be completed by the Company**):

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| with respect to instructions/orders to debit Sale FPG GDRs | with respect to instructions/orders to credit PJSC Fix Price Shares |
| transaction date: |  | transaction date: |  |
| settlement date: |  | settlement date: |  |

The Company hereby accepts the Offeror's OTC Offer and confirms conclusion of a FPG GDRs SPA and a PJSC Fix Price Shares SPA on the terms stated in Schedule 4 to the Memorandum.

**COMPANY'S SIGNATURE**

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| --- | --- |
| Signature: |  |
| (company seal, if applicable) |  |
| Signatory's full name, printed: |  |
| Position (if applicable): |  |
| Acting under (if applicable): |  |
|  | *Type, number, and date of issue of document confirming the authority of the authorised representative acting on the Company's behalf* |
| Date: |  |

1. As defined in the U.S. Securities Act of 1933. [↑](#footnote-ref-1)