



FREQUENTLY ASKED QUESTIONS ABOUT THE EXCHANGE OF GDRS OF FIX PRICE GROUP PLC FOR SHARES OF PJSC FIX PRICE

Questions about the exchange and its parameters

1. What is the purpose of the Company's plan to exchange GDRs for Russian company shares?

Existing infrastructural restrictions prevent some holders of the Company's GDRs from fully exercising their shareholder rights, including receiving dividends and participating in shareholder meetings. Participation in the exchange of GDRs for shares in the new Russian company will allow holders of the Company's securities to monetize their investments and exercise their shareholder rights without the restrictions applicable to GDRs.

2. What assets are included in the operating business (in the new Russian company) that is receiving the listing?

PJSC Fix Price fully controls the Group's core Russian operating assets, specifically with shares in the Russian companies LLC Best Price and LLC Best Price Export. The Company has 7,117 stores (including 1,319 franchises) and 12 distribution centers with a total area of 480,000 square meters.

3. What is the expected timeframe for the exchange?

According to the published memorandum, the Company will be accepting offers for the exchange, both via the stock exchange and over the counter (OTC), until July 4, 2025. The exchange via stock exchange will be settled on July 9-10, and OTC exchange – from July 14 to August 5 inclusive. The start of trading in shares of the new company is scheduled for August 6, 2025, following the exchange's completion.

4. What is the format of the exchange, via stock exchange or OTC?

For the convenience of all groups of GDR holders and to maximize the number of participants in the exchange, the transaction will be available via the stock exchange and OTC.

5. Are there any restrictions on participation in the exchange for investors who purchased GDRs on certain dates?

The transaction does not imply any restrictions by the Company regarding participation in the exchange based on the timing of the acquisition of GDRs.

6. What will be the ratio for exchanging Fix Price GDRs for shares of PJSC Fix Price?

The approved exchange ratio is 1 Fix Price GDR for 158 shares of PJSC Fix Price. It was calculated based on the portion of shareholder value that the Russian business has within the Group's overall business: 74%. When calculating the exchange ratio, RTS aimed to ensure economic neutrality of the transaction for GDR holders as of the date of the exchange. Holders of FPG's GDRs can also read a report prepared by an independent consultant confirming the exchange ratio is economically neutral (posted on <https://exchange.fix-price.com>.)

7. How will Fix Price's ownership structure change as a result of the transaction?

It is expected that after the exchange, Fix Price Group PLC (FPG) will remain the majority shareholder in PJSC Fix Price.

Questions about timeframe and Moscow Exchange listing

1. What is the expected timeframe for the subsidiary company listing?

On June 4, 2025 the Moscow Exchange made a decision to include starting from July 9, 2025 shares of PJSC Fix Price on the Level 1 list of securities admitted for trading on the Moscow Exchange. It is expected that trading of the Russian company's shares on the Moscow Exchange will begin on August 6. This period is indicative and will depend on the timing of the completion of the exchange of GDRs for shares of the new Russian company.

2. What is the target free-float level for the public Russian company as a result of the exchange?

At the moment, it is premature to talk about a target level for the free float. It will be determined by the number of GDR holders who participate in the exchange.

3. Will there be a delisting of FPG in Moscow and what will happen with the FPG listing on the AIX?

On June 4, 2025, the Board of Directors unanimously approved the decision to delist GDRs from the Moscow Exchange and the St. Petersburg Exchange. Upon completion of the delisting, holders of FPG GDRs will not have access to organized trading in Russia.

At the moment, FPG does not plan to delist from the Astana International Exchange (AIX), which remains the Company's only international trading platform.

Questions about regulatory issues

1. What regulatory approval – from the Russian Central Bank, the Moscow Exchange or the relevant government commission, etc. – will be required for conducting the transaction? Will regulatory approval from other jurisdictions be required? How much time might it take to receive all the required approval?

The Company has already received all the regulatory approval necessary for the Company to conduct the transaction. Some holders of FPG GDRs might need to obtain permissions to dispose of FPG GDRs and to acquire shares of PJSC Fix Price in the exchange. Holders of FPG GDRs are solely responsible for obtaining the necessary permissions, and if they are absent, their participation in the exchange could be restricted or impossible.

2. According to the requirements of the Russian legislation, so-called unfriendly foreigners must sell assets in Russia at a discount. Is this condition applicable to the transaction? Is a forced buyout/exchange of securities belonging to foreign holders possible?

The Company will comply with all applicable laws and regulations. GDR holders must also comply with all applicable laws and regulations when participating in the exchange.

Questions about participation ability and infrastructural restrictions

1. Could sanction restrictions affect the exchange?

We are actively monitoring the situation regarding infrastructural and regulatory restrictions. However, given the dynamically changing regulatory landscape, we are not currently prepared to comment on the hypothetical impact of sanction restrictions on the transaction.

2. I bought GDRs on the London Stock Exchange (LSE). Can I participate in the transaction?

The transaction does not imply any restrictions by the Company regarding participation in the exchange based on where FPG's GDRs were purchased.

3. Does the Company plan to conduct the exchange outside Russian Federation perimeters?

Holders of GDRs whose securities are held in foreign depositories can apply for participation in an OTC exchange for ordinary shares of PJSC Fix Price.

4. Who can participate in the Fix Price GDR exchange? Are there restrictions:

- a. based on the tax residency/citizenship of the GDR holder?
- b. based on the ownership period of Fix Price GDRs?
- c. based on the depository infrastructure where the GDRs are recorded?

The transaction does not imply any restrictions on participation in the exchange depending on the timing of the acquisition of GDRs or other mentioned restrictions, with the exception of regulatory ones.

5. Can holders of shares acquired on the Moscow Exchange or SPB participate in the exchange?

Yes, such shareholders are eligible to take part in the exchange via stock exchange.

6. What is the reason for the presence of a cash payment of 7.5 euro cents for participants in the OTC exchange? Why is this payment not stipulated for the exchange via the stock market?

The amount of the payment received by RTS from the OTC exchange participants will be used to reimburse RTS for the subsequent conversion of the acquired FPG GDRs into FPG shares, as well as to pay other infrastructural costs. The absence of a cash payment in the exchange via stock exchange is due to the impossibility of collecting this payment due to technical limitations of the infrastructure through which the exchange is carried out.

Other questions

1. **On February 11, 2025, a new, 100% subsidiary of the Company – Retail Technologies & Solutions Limited – was registered in the Astana International Financial Center. For what purpose was this done?**

Retail Technologies & Solutions Limited is the organizer of the exchange.

2. **Do you plan to keep your depository program upon completion of the exchange?**

At the moment, FPG does not have any plans to cancel its depository program.

3. **What does the Company plan to do with the received GDRs?**

A decision will be made upon completion of the exchange.

4. **What will happen to the GDRs of investors who do not participate in the exchange?**

Such investors will remain GDR holders with the corresponding rights and restrictions. They will lose access to organized trading in Russia and will remain subject to infrastructural restrictions that prevent them from fully utilizing their shareholder rights.

5. **What tax implications could arise for participants in the exchange?**

The tax implications for each of the parties to the exchange will depend on a number of factors. A memorandum containing information on some of the tax implications is available on the official website at: <https://exchange.fixprice.com>

However, we recommend that you consult with your broker or tax adviser to assess the tax implications of the exchange while taking into account all the circumstances.