

Information Memorandum on the Tax Treatment of the Exchange of Fix Price Group PLC GDRs for Shares in PJSC Fix Price

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This Memorandum is the translation of the original Russian-language Memorandum prepared by Technologies of Trust – Consulting LLC for Best Price LLC. In the event of any discrepancies or conflicts between the English and Russian texts, the Russian version shall prevail.

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1. List of Abbreviations

Term	Definition
PJSC FP Shares	Ordinary shares of PJSC FP (ISIN: RU000A10B5G8)
Astana International Exchange / AIX	Astana International Exchange Limited, a private company incorporated under the Astana International Financial Centre (AIFC) law
Broker	A professional participant in the securities market engaged in brokerage activities
FPG GDRs	Global Depositary Receipts of FPG representing rights in respect of FPG ordinary shares (ISIN: US33835G2057)
Group	The Fix Price Group
AIFC Law	Constitutional Statute of Kazakhstan “On the Astana International Financial Centre” No. 438-V dated 7 December 2015
Investor	An individual or a company holding FPG GDRs and participating in their exchange for PJSC FP Shares
Individual Investor	Retail Investor
Company Investor	Investor, being a Legal Person
TIN	Taxpayer Identification Number in Russia
IIT	Individual Income Tax in Kazakhstan
Company	Retail Technologies & Solutions Limited, incorporated in the AIFC, Kazakhstan
CIT	Corporate Income Tax in Kazakhstan
Memorandum	This information memorandum on the tax treatment of the exchange of FPG GDRs for PJSC FP Shares
Minfin of Russia	The Ministry of Finance of Russia
Moscow Exchange / MOEX	Public Joint Stock Company Moscow Exchange MICEX-RTS
AIFC	Astana International Financial Centre in Kazakhstan
PIT	Personal Income Tax in Russia
Non-Traded Securities	Securities that do not meet the definition of Traded Securities under Russian tax law
RTC	The Tax Code of Russia
NSD	National Settlement Depository
Exchange	The exchange of FPG GDRs for PJSC FP Shares structured through two securities sale and purchase agreements with monetary settlements; obligations under these agreements will be discharged via full offset (within the Exchange on a stock-exchange) or partial offset (within the Exchange in over-the-counter format)

Term	Definition
Traded Securities	<p>For PIT purposes in Russia:</p> <p>Securities traded on an organised securities market include listed securities admitted to trading by a Russian organiser of trading on the securities market, including on a stock exchange, as well as listed securities of foreign issuers admitted to trading on foreign stock exchanges, provided that a market quotation is calculated for such securities.</p> <p>Market quotation of securities is defined as:</p> <ul style="list-style-type: none"> • for listed securities admitted to trading by a Russian organiser of trading on the securities market, including a stock exchange, it is the weighted average price of the security based on the transactions carried out during one trading day through the Russian organiser of trading on the securities market, including the stock exchange; • for listed securities admitted to trading on a foreign stock exchange, it is the closing price of the security calculated by the foreign stock exchange based on the transactions carried out through that exchange during one trading day¹. <p>For the purposes of profits tax in Russia:</p> <p>Securities are deemed to be traded on an organised securities market if the following conditions are met simultaneously:</p> <ul style="list-style-type: none"> • they are admitted to trading by at least one organiser of trading authorised to do so under applicable legislation; • information about their prices (quotations) is published in mass media (including electronic media) or may be provided by the organiser of trading or another authorised party to any interested person within three years from the date of the transactions with the securities; • a market quotation for them has been calculated at least once during three consecutive months preceding the date on which the taxpayer executed a transaction with these securities (excluding the calculation of a market quotation during the issuer's initial placement of the securities). <p>A market quotation of a security is deemed to be:</p> <ul style="list-style-type: none"> • for securities admitted to trading by a Russian organiser of trading (including a stock exchange), the weighted average price of the security based on transactions executed during the trading day through such organiser; • for securities admitted to trading by a foreign organiser of trading (including a stock exchange), the closing price of the security, calculated by that organiser based on the transactions executed through such organiser during the trading day. <p>If the weighted average price is not calculated by the organiser of trading, then, for profits tax purposes in Russia, the weighted average price is deemed to be half the sum of the maximum and minimum prices of the transactions executed through that organiser during the trading day.²</p> <p>The maximum and minimum transaction prices (or the price of a single transaction), as registered by the organiser of trading, are determined based on transactions executed through anonymous orders.</p> <p>If on the specified date transactions on the same security were executed through two or more organisers of trading, the taxpayer has the right to independently choose the organiser whose price range (or a single transaction price) will be used to determine the security's price for tax purposes. In a situation where a part of organisers of trading have executed only a single transaction with a security, while others have carried out multiple ones, the prices in respect of single transactions may not be selected.</p>

¹ paragraphs 3–4.1, Article 214.1 of the RTC

² paragraphs 9–10, Article 280 of the RTC

Term	Definition
Market Price of a Non-Traded Security	<p>For PIT purposes in Russia:</p> <p>The market value of securities not traded on an organised securities market is determined as of the transaction date based on the calculated price of the securities, taking into account the price fluctuation limit³.</p> <p>The procedure for determining the market price fluctuation limit is established by the Central Bank of the Russian Federation as agreed with Minfin of Russia⁴.</p> <p>For the purposes of profits tax in Russia:</p> <p>For Non-Traded Securities, the actual transaction price is considered the market price and is used for tax purposes, provided this price falls within the range between the maximum and minimum prices determined on the basis of the calculated price of the security and the allowable price deviation. The allowable deviation in price for Non-Traded Securities is set at 20 percent above or below the calculated price of the security.⁵</p>
PJSC FP	Public Joint Stock Company Fix Price incorporated in Russia
Invitation	An invitation published by the Company to submit offers for the conclusion of Exchange transactions
Kazakhstan	Republic of Kazakhstan
Russia	Russian Federation
DTT	Double Tax Treaty
CBR	Central Bank of Russia
FPG	Fix Price Group PLC, a company incorporated in the AIFC and a tax resident of Kazakhstan

³ paragraph 4, Article 212 of the RTC

⁴ paragraph 7 of Order No. 10-65/pz-n of the Federal Financial Markets Service of Russia dated 9 November 2010 "On Approval of the Procedure for Determining the Market Price of Securities, the Calculated Price of Securities, and the Market Price Fluctuation Limit for Securities for the Purposes of Chapter 23 of the RTC"

⁵ paragraph 16, Article 280 of the RTC

2. Facts and Assumptions

Facts and Description of Exchange

This Memorandum has been prepared in relation to certain tax implications arising for the Investors who participate in the planned Exchange pursuant to the Invitation published by the Company.

In accordance with the terms of the Invitation, the Exchange may be conducted both through stock exchange infrastructure or outside such infrastructure – over the counter (hereinafter – “**OTC**”). For the Investors, the Exchange constitutes the conclusion of two offsetting sale and purchase agreements:

- an agreement for the sale of FPG GDRs;
- an agreement for the purchase of PJSC FP Shares.

As part of the Exchange, the Investors will receive 158 PJSC FP Shares for each FPG GDR.

At the time of preparation of this Memorandum, FPG GDRs are admitted to trading on the Moscow Exchange (MOEX) and the Astana International Exchange (AIX), and have ISIN US33835G2057. Trading on MOEX will be suspended during the Exchange process, and the listing on MOEX will remain in place until the completion of the Exchange (thus retaining the status of Traded Securities from the perspective of Russian tax legislation). The listing of FPG GDRs on AIX will remain in place during and after the Exchange. The start of trading in PJSC FP Shares on the Moscow Exchange is planned for after the completion of the Exchange.

For the purposes of the Exchange, the price of FPG GDRs will be fixed at a level close to the most recent available market quotation of FPG GDRs on organised trading conducted by the Moscow Exchange as of the date when the Exchange was announced.

The date of conclusion of the sale and purchase agreements constituting the Exchange shall be considered the date of acceptance of the Stock Exchange Offer or the OTC Offer (as defined below).

Stock Exchange Offer

The Investors whose FPG GDRs are held:

- in depo accounts with the NSD or at other Russian depositories through a chain of rights registration, including the NSD (hereinafter – “**Depositories under the NSD**”); or
- in depo accounts with PJSC “SPB Bank” (hereinafter – “**SPB Bank**”) or at other Russian depositories through a chain of rights registration including SPB Bank (hereinafter – “**Depositories under SPB Bank**”),

(hereinafter collectively referred to as “**Stock Exchange Investors**”) may submit offers to enter into transactions with the Company for the Exchange of FPG GDRs for PJSC FP Shares via the infrastructure of the Moscow Exchange or Public Joint Stock Company “SPB Exchange” (hereinafter – “**SPB Exchange**”) (hereinafter – “**Stock Exchange Offer**”).

A Stock Exchange Offer may only be submitted by a Stock Exchange Investor through a Russian Broker acting on its own behalf, but at the expense, upon the instruction, and in the interests of the Stock Exchange Investors, and who is a trading participant of the Moscow Exchange or SPB Exchange, as applicable, except where the Stock Exchange Investor itself is a trading participant of the Moscow Exchange or SPB Exchange, as applicable.

For the purposes of the Exchange on the stock exchange, the price of 158 PJSC FP Shares will be equal to the price of one FPG GDR. Thus, the obligations of the Investor and the Company towards each other in the context of the Exchange on the stock exchange will be discharged by way of offset.

OTC Offer

The Investors whose FPG GDRs are held in depo accounts with other Russian or foreign depositories through a chain of rights registration not including the NSD or SPB Bank (hereinafter – “**Other Investors**”) may submit offers to enter into transactions with the Company for the Exchange of FPG GDRs for PJSC FP Shares in an over-the-counter format (hereinafter – “**OTC Offer**”).

Other Investors may submit an OTC Offer only through a Russian Broker acting on its own behalf, but at the expense, upon the instruction, and in the interests of Other Investors, unless under the terms of the Invitation such Other Investor is permitted to submit an OTC Offer through a foreign Broker or directly.

Other Investors who submit an OTC Offer must additionally pay to the Company, as part of the purchase price of the PJSC FP Shares, an amount equal to 7,5 eurocents, multiplied by the number of FPG GDRs in respect of which the OTC Offer was submitted. This payment may be made in euros or in roubles at the rate determined in accordance with the terms of the Invitation. Thus, for the purposes of the OTC Exchange, the price of 158 PJSC FP Shares will exceed the price of one FPG GDR by 7,5 eurocents, and the obligations of the Investor and the Company towards each other in the context of the OTC Exchange will be partially settled by way of offset.

Assumptions

- Under AIFC law and its stock exchange, AIX, for the purposes of this Memorandum, FPG GDRs fall under the definition of securities. As of the date of sale by the Investors, the FPG GDRs are included in the official list of the AIX stock exchange and are available for trading on its platform⁶.
- The direct and indirect share of real estate located in the territory of Russia, as well as financial instruments derived from shares (interests) of Russian companies or organisations whose assets are comprised of real estate located in the territory of Russia, does not exceed 50% of the total assets of FPG and PJSC FP. Assets located in Kazakhstan constitute less than 50% of the value of the Shares or assets of PJSC FP.
- If transfer pricing rules of Kazakhstan or Russia apply to certain Exchange transactions, it is assumed that such transactions comply with the respective requirements.
- The Memorandum does not address the following specific cases:
 - tax implications for the Investors using simplified, preferential, or other special tax regimes in Russia, registered as individual entrepreneurs, having the status of international holding companies in accordance with the RTC, or for transactions conducted through individual investment accounts, specifics regarding repo transactions and derivatives transactions;
 - tax implications for the Investors using simplified, preferential, or other special tax regimes in Kazakhstan, registered as individual entrepreneurs, persons engaged in private practice, Individual Investors who are investment residents of the AIFC, Companies that are tax non-residents conducting activities in Kazakhstan through a permanent establishment, etc.;
 - specifics of applying benefits and provisions of DTTs, procedures for reclaiming overpaid taxes or adjusting the tax base in the event of a change in the Investor's tax status, the possibility and procedure for offsetting tax paid in another jurisdiction;
 - tax implications that may arise for the Investors in connection with transactions involving derivative financial instruments, as well as transactions involving FPG shares;
 - situations where a foreign Broker participates in the Exchange through a Russian Broker;
 - taxation specifics of persons subject to restrictive measures.

⁶ sub-paragraph 1, paragraph 7, Article 6 of the AIFC Law

3. Tax Implications for Individual Investors

The sections below contain general information. This information does not constitute a recommendation and/or tax advice. Individual Investors are advised to consult their tax advisers for specific guidance regarding the potential tax implications of sale of FPG GDRs and acquisition of PJSC FP Shares, as well as holding such securities and receiving income from them, taking into account each Individual Investor's specific circumstances.

It cannot be ruled out that Brokers, custodian banks, or tax authorities may interpret the Exchange differently for tax purposes, which may result in different tax outcomes. We recommend that Individual Investors consult their Broker in advance, custodian bank, and tax adviser regarding the appropriate approach to classifying the Exchange transaction.

3.1. Tax Implications for Russian Tax Residents

3.1.1. Definition of Russian Tax Residency

In accordance with paragraph 2, Article 207 of the RTC, an Individual Investor is considered a tax resident of Russia if they are physically present in Russia for at least 183 calendar days within any consecutive 12-month period⁷. The dates of entry into and exit from Russia are also included in the calculation of the period of stay in Russia⁸.

Regardless of actual time spent in Russia, the following individuals are recognised as Russian tax residents: Russian military personnel serving abroad; employees of government authorities or local self-government bodies sent on assignment abroad; and employees of Russian organisations performing work-related or other duties in foreign states under intergovernmental agreements on cooperation in the construction of nuclear energy facilities outside the territory of Russia⁹.

For Russian tax residents, income received by Individual Investors from sources in Russia and/or from sources outside Russia is recognised as taxable in Russia¹⁰.

Persons who do not meet the above criteria are considered tax non-residents of Russia. For tax non-residents of Russia, income received from sources in Russia is recognised as taxable in Russia¹¹.

At the same time, the final tax residency status of an Individual Investor, which determines the taxation of their income received during a tax period, is established based on the results of the relevant tax period, i.e., the calendar year¹².

3.1.2. Sale of FPG GDRs

Russian Tax Implications of Sale of FPG GDRs

Tax Base and Tax Calculation

The financial result of transactions involving securities is determined as income less expenses.¹³

When selling FPG GDRs, the actual date of income receipt from the sale of FPG GDRs is recognised as the date of offset (in this case, under the agreements for the sale of FPG GDRs and purchase of PJSC FP shares)¹⁴. The amount of income will be effectively determined as the value of the FPG GDRs stated in the offer to enter into the sale and purchase agreement for the FPG GDRs.

Expenses from transactions involving securities are recognised as those expenses that are both documented and actually incurred by the taxpayer in connection with the acquisition, sale, holding, and redemption of securities, as well as the fulfilment and termination of obligations under such transactions¹⁵.

⁷ An Individual Investor's stay in Russia is not considered interrupted during periods when they leave the country for short-term (less than six months) medical treatment or education, or to perform labour or other duties related to work (or the provision of services) at offshore hydrocarbon fields

⁸ Letter of Minfin of Russia No. 03-04-05/61114 dated 13 August 2019

⁹ paragraph 3, Article 207 of the RTC

¹⁰ paragraph 1, Article 209 of the RTC

¹¹ paragraph 2, Article 209 of the RTC

¹² For example, Letters of Minfin of Russia No. 03-04-05/72454 dated 27 July 2022, No. 03-04-05/102983 dated 30 December 2019, No. 03-04-05/61114 dated 13 August 2019, and No. 03-04-05/46120 dated 24 June 2019

¹³ paragraph 12, Article 214.1 of the RTC

¹⁴ subparagraph 4, paragraph 1, Article 223 of the RTC

¹⁵ paragraph 10, Article 214.1 of the RTC

These expenses specifically include the amounts paid (transferred) to the issuer of the securities as payment for the placement (issuance) of the securities in accordance with a sale and purchase agreement or securities exchange agreement. The full list of expenses considered in calculating the financial result is defined in paragraph 10, Article 214.1 of the RTC.

If Individual Investors paid PIT when acquiring FPG GDRs, the amount on which such tax was paid may be accounted for by the Individual Investors in the future as expenses incurred in connection with the acquisition of the FPG GDRs. A similar approach should apply in cases where the corresponding securities are received free of charge or against partial payment, including by way of gift or inheritance¹⁶.

Upon the sale of securities, expenses in the form of their acquisition cost shall be recognised at the cost of the securities first acquired (applying the FIFO principle)¹⁷.

Income (expenses) of the Individual Investor denominated in foreign currency are recalculated into Russian roubles at the official exchange rate of the CBR at the date the income is actually received (or the expenses are actually incurred)¹⁸.

A negative financial result incurred in a tax period from specific securities transactions shall reduce the financial result obtained in the tax period from the aggregate of the relevant transactions. For transactions with Traded Securities, the amount of the negative financial result that reduces the financial result from such transactions shall be determined taking into account the established market price fluctuation limit for the securities (ranging from the market price of the security to the minimum / maximum transaction price for the security executed in the course of trading by an organiser of trading in the securities market, including a stock exchange, or on a foreign stock exchange).¹⁹

Results from transactions involving Traded and Non-Traded Securities are calculated separately²⁰. As a general rule, classification of securities as Traded or Non-Traded on an organised securities market is made on the date the security is sold²¹.

A positive financial result from the sale of FPG GDRs shall be subject to PIT at the following tax rates in accordance with paragraph 1.1 of Article 224 of the RTC (based on a progressive tax scale, thus PIT is calculated successively on the portion of income exceeding each threshold set for the respective rate):

Amount of tax bases under paragraph 6 of Article 210 of the RTC (including from securities transactions, dividends)	PIT Rate
Up to and including RUB 2.4 million	13%
On the portion exceeding RUB 2.4 million	15%

Investment Tax Deduction

The Individual Investors are entitled to apply an investment tax deduction in the amount of the positive financial result obtained in the tax period from the sale of securities of foreign organisations that, at the moment of sale, have been held continuously for more than three years. In this regard, the place of registration of such securities must be the territory of a member state of the Eurasian Economic Union (hereinafter – “EAEU”), they must be issued in accordance with the legislation of a member state of the EAEU, and should pertain to securities traded on an organised securities market, as specified in sub-paragraphs 1 and 2 of paragraph 3 of Article 214.1 of the RTC. The maximum amount of such deduction is determined as the product of the K_s ²² coefficient and an amount equal to RUB 3 million.²³

The detailed rules and conditions for applying the investment tax deduction are set out in Article 219.1 of the RTC.

Procedure and Deadlines for Tax Payment and Reporting

Pursuant to paragraph 2 of Article 226.1 of the RTC, upon receipt of income from securities transactions, a trustee or broker conducting such operations to the benefit of the taxpayer under a trust management, brokerage, mandate, commission or agency agreement with the taxpayer is deemed to be a tax agent.

¹⁶ paragraph 13, Article 214.1 of the RTC

¹⁷ paragraph 13, Article 214.1 of the RTC

¹⁸ paragraph 5, Article 210 of the RTC

¹⁹ Order No. 10-65/pz-n of the Federal Financial Markets Service of Russia dated 9 November 2010 “On Approval of the Procedure for Determining the Market Price of Securities, the Calculated Price of Securities, and the Market Price Fluctuation Limit for Securities for the Purposes of Chapter 23 of the RTC”

²⁰ paragraph 12, Article 214.1 of the RTC

²¹ paragraph 1.1, Article 214.1 of the RTC

²² The K_s coefficient is the ownership-period coefficient, which is determined in accordance with Article 219.1 of the RTC

²³ paragraph 1, Article 219.1 of the RTC

When an Individual Investor receives income from the sale of FPG GDRs from a Russian Broker (trustee), the Broker (trustee), acting as a tax agent, is obliged to calculate, withhold from the Individual Investor, and pay the amount of tax on such income.

The calculation and payment of the PIT amount in respect of income from securities are performed by the tax agent during the tax period when making income payments to an Individual Investor, upon termination of the agreement with the Broker, and also at the end of the tax period.²⁴

Pursuant to paragraph 10 of Article 226.1 of the RTC, the tax agent is obliged to withhold the calculated PIT amount from the taxpayer's Russian rouble-denominated funds held by the tax agent in accounts as of the PIT withholding date.

In the event that the tax agent is unable to fully withhold the calculated amount of PIT, the tax agent shall determine the possibility of withholding the tax amount no later than the earliest of the following dates:

- one month after the end of the tax period in which the tax agent was unable to fully withhold the calculated tax amount;
- the termination date of the last agreement concluded between the taxpayer and the tax agent under which the tax agent performed the tax calculation²⁵.

In the absence of sufficient funds in the Individual Investor's brokerage account, the tax agent will be unable to withhold the corresponding PIT amount. In such a case, the tax agent must notify the Individual Investor and the tax authority in writing at the place of the tax agent's registration of the impossibility to withhold PIT, of the amounts of income from which PIT was not withheld, and of the amount of such unwithheld PIT²⁶. Pursuant to paragraph 6 of Article 228 of the RTC, the Individual Investor must independently pay the corresponding tax no later than 1 December of the year following the tax period in which the income was received, based on a tax payment notice sent by the tax authority.

When determining the tax base for securities transactions, the tax agent, based on an application from the Individual Investor, may take into account actually incurred and documented expenses related to the acquisition and holding of the relevant securities and which expenses were incurred by the Individual Investor without the tax agent's participation, including prior to concluding an agreement with the tax agent under which the tax agent determines the Individual Investor's tax base.

In order to document the relevant expenses, the Individual Investor must provide originals or duly certified copies of the documents based on which the Individual Investor incurred such expenses, brokerage reports, documents confirming the transfer of rights to the relevant securities to the Individual Investor, as well as the fact and amount of payment for such expenses. If the Individual Investor submits original documents, the tax agent is obliged to prepare certified copies of such documents and retain them for five years²⁷.

In the event of late submission of documents to the tax agent, PIT will be withheld from the full amount of income received from the sale of FPG GDRs (without taking into account previously incurred expenses). Should grounds arise for a refund of PIT previously over-withheld by the tax agent, the Individual Investor is advised to discuss the possibility and procedure for such a refund with their Broker in advance.

The tax base for securities transactions is determined by the tax agent at the end of the tax period, i.e., on 31 December of the calendar year, and also when the tax agent disburses funds to the Individual Investor before the end of the tax period or before the expiry of the agreement term.

If the Individual Investor has other securities transactions for which PIT was not withheld by a tax agent, and it is necessary to calculate the aggregate result of all securities transactions that occurred during the calendar year, as well as if the Individual Investor participates in the Exchange directly (i.e., enters into securities sale and purchase transactions with the Company without the participation of a Russian Broker, or through a foreign Broker), then the Individual Investor must independently calculate and declare the relevant transactions in the tax return, which must be filed no later than 30 April of the year following the expired tax period²⁸. The respective PIT amount must be paid no later than 15 July of the year following the expired tax period²⁹.

Individual Investors who participate in the Exchange directly or through foreign Brokers are advised to consult their tax advisor in advance regarding the procedure and deadlines for PIT payment and filing a PIT

²⁴ paragraph 7, Article 226.1 of the RTC

²⁵ paragraph 14, Article 226.1 of the RTC

²⁶ paragraph 5, Article 226 of the RTC

²⁷ paragraph 4, Article 226.1 of the RTC

²⁸ paragraph 1, Article 229 of the RTC

²⁹ paragraph 4, Article 228 of the RTC

return in Russia, as well as the procedure for fulfilling PIT obligations in the event that the Individual Investor does not have a Russian TIN.

Kazakhstani Tax Implications of Sale of FPG GDRs

Paragraph 7 of Article 6 of the AIFC Law provides for an IIT exemption until 1 January 2066 for income of Individual Investors from capital gains arising from the sale of securities that are on the official lists of a stock exchange as of the date of transaction. Therefore, the sale of FPG GDRs by an Individual Investor is exempt from IIT in Kazakhstan.

3.1.3. Acquisition of PJSC FP Shares

Russian Tax Implications of Acquisition of PJSC FP Shares

Deemed Income

Pursuant to subparagraph 3 of paragraph 1 and paragraph 4 of Article 212 of the RTC, a taxpayer's income includes deemed income received from the acquisition of securities, which is defined as the excess of the market value of the securities over the sum of the taxpayer's actual expenses incurred for their acquisition.

PJSC FP Shares will be recognised as Non-Traded Securities until the completion of the Exchange. The market price of Non-Traded Securities is determined based on the calculated price of the securities, taking into account the fluctuation limit of such price³⁰.

The calculated value of PJSC FP Shares, recognised as Non-Traded Securities on the transaction date, may be determined³¹:

- based on the issuer's financial statement data (by dividing the net assets attributable to ordinary shares by the total number of outstanding ordinary shares, or by dividing the capital attributable to ordinary shares by the total number of outstanding ordinary shares, if the statements are prepared in accordance with IFRS);
- based on an independent appraiser's report (as the appraised value of the security determined by the appraiser).

The fluctuation limit of the market price of Non-Traded Securities is established at 20% upwards or downwards from the calculated price of the security³².

The aforementioned procedure for determining the Market Price of a Non-Traded Security is established by the Russian tax legislation; the list of possible methods for determining the calculated price of a Non-Traded Security is exhaustive. However, taking into account that (1) the acquisition price of PJSC FP Shares is established considering the FPG GDR price, fixed at a level close to the last available market quotation of FPG GDRs on MOEX as of the Exchange announcement date (considering the Exchange ratio), and (2) a significant number of transactions at an identical price on the Exchange date, from a practical standpoint, the Broker may consider the price of PJSC FP Shares from the sale and purchase agreement as the market price for the purposes of determining deemed income, notwithstanding that such an approach does not directly comply with the Russian tax legislation.

If the acquisition value of PJSC FP Shares is lower than the market value determined in accordance with the procedure specified above (i.e., the calculated value of PJSC FP Shares reduced by 20%), Individual Investors will derive deemed income.

The date of receipt of deemed income is the date of acquisition of PJSC FP Shares.

³⁰ paragraph 4, Article 212 of the RTC

³¹ paragraph 4 of Article 212 of the RTC, paragraph 4 of Order No. 10-65/pz-n of the Federal Financial Markets Service of Russia dated 9 November 2010 "On Approval of the Procedure for Determining the Market Price of Securities, the Calculated Price of Securities, and the Market Price Fluctuation Limit for Securities for the Purposes of Chapter 23 of the RTC" and Order No. 10-66/pz-n of the Federal Financial Markets Service of Russia dated 9 November 2010 "On Approval of the Procedure for Determining the Calculated Price of Securities Not Traded on an Organised Securities Market for the Purposes of Chapter 25 of the RTC"

³² Paragraph 7 of Order No. 10-65/pz-n of the Federal Financial Markets Service of Russia dated 9 November 2010 "On Approval of the Procedure for Determining the Market Price of Securities, the Calculated Price of Securities, and the Market Price Fluctuation Limit for Securities for the Purposes of Chapter 23 of the RTC"

Deemed income received from the acquisition of securities is subject to PIT at the rates stipulated in paragraph 1.1 of Article 224 of the RTC (based on a progressive tax scale, thus the PIT is calculated successively on the portion of income exceeding each threshold set for the respective rate):

Amount of tax bases under paragraph 6 of Article 210 of the RF TC (including from securities transactions, dividends)	PIT Rate
Up to and including RUB 2.4 million	13%
On the portion exceeding RUB 2.4 million	15%

Procedure and Deadlines for Tax Payment

As a general rule, when an Individual Investor receives deemed income upon acquiring PJSC FP Shares, the withholding of the calculated PIT amount is performed by the tax agent. Considering that the acquisition of PJSC FP Shares within the framework of the Exchange by the Individual Investors is carried out with the participation of a Russian Broker, should deemed income arise, the Broker, acting as a tax agent, will be required to calculate, withhold, and remit the corresponding PIT.

The calculation and payment of the PIT amount in respect of income from securities are performed by the tax agent during the tax period when making income payments to an Individual Investor, upon termination of the agreement with the Broker, and also at the end of the tax period³³.

Pursuant to paragraph 10 of Article 226.1 of the RTC, the tax agent is obliged to withhold the calculated PIT amount from the taxpayer's Russian rouble-denominated funds held by the tax agent in accounts as of the PIT withholding date.

In the event that the tax agent is unable to fully withhold the calculated amount of PIT, the tax agent shall determine the possibility of withholding the tax amount no later than the earliest of the following dates:

- one month after the end of the tax period in which the tax agent was unable to fully withhold the calculated tax amount;
- the termination date of the last agreement concluded between the taxpayer and the tax agent under which the tax agent performed the tax calculation.

In the absence of sufficient funds in the Individual Investor's brokerage account, the tax agent will be unable to withhold the corresponding PIT amount. In such a case, the tax agent must notify the Individual Investor and the tax authority in writing at the tax agent's place of registration of the impossibility to withhold PIT, of the amounts of income from which PIT was not withheld, and of the amount of unwithheld PIT³⁴. Pursuant to paragraph 6 of Article 228 of the RTC, the Individual Investor must independently pay the corresponding tax no later than 1 December of the year following the tax period in which the income was received, based on a tax payment notice sent by the tax authority.

If the Individual Investor participates in the Exchange directly (i.e., enters into securities sale and purchase transactions with the Company without the participation of a Russian Broker, or through a foreign Broker), then the Individual Investor must:

- file a PIT return, together with the documents confirming previously incurred expenses related to the acquisition of securities, with the tax authority at the place of residence (or place of temporary stay, in the absence of a place of residence in Russia) no later than 30 April of the year following the year in which the income from the sale of securities was received³⁵;
- pay PIT, as calculated based on the submitted tax return, no later than 15 July of the year following the year in which the income was received³⁶.

The Individual Investors who participate in the Exchange directly or through foreign Brokers are advised to consult their tax advisor in advance regarding the procedure and deadlines for PIT payment and filing a PIT return in Russia, as well as the procedure for fulfilling PIT obligations in the event that the Individual Investor does not have a Russian TIN.

³³ paragraph 7, Article 226.1 of the RTC

³⁴ paragraph 14, Article 226.1 of the RTC

³⁵ paragraph 1, Article 229 of the RTC

³⁶ paragraph 4, Article 228 of the RTC

Tax Basis for Subsequent Sale of PJSC FP Shares

Upon the subsequent sale of PJSC FP Shares by the Individual Investors, the costs of acquiring PJSC FP Shares may be taken into account, in particular, based on the securities sale and purchase agreements under which the taxpayer acquired and disposed of the securities, and documents confirming the offset³⁷.

If PIT on deemed income has been paid by Individual Investors, then the amount of the deemed income may be recognised by Individual Investors in the future as expenses incurred in connection with the acquisition of PJSC FP Shares. A similar approach should apply in cases where the corresponding securities are received free of charge or against partial payment, including by way of gift or inheritance³⁸. If the acquisition and subsequent sale of PJSC FP Shares occur within the same tax period, practical problems may arise with accounting for the amount of deemed income as an expense for the Individual Investor if, by the time when PIT on the sale of PJSC FP Shares was calculated and withheld, the tax on the deemed income has not yet been actually paid to the budget. Individual Investors should discuss this issue, as well as the procedure for recalculating PIT on the sale of PJSC FP Shares in such a situation, with their Broker.

In the event of the sale of PJSC FP Shares that have been held by an Individual Investor by right of ownership or other proprietary right continuously for more than 5 years, the income from such sale will be exempt from PIT up to a limit of RUB 50 million³⁹. When calculating the holding period for PJSC FP Shares, the period during which the Individual Investor held FPG GDRs is not taken into account⁴⁰.

3.1.4. Receipt of Dividends on PJSC FP Shares

Russian Tax Implications of Receipt of Dividends on PJSC FP Shares

An Individual Investor's income in the form of dividends on PJSC FP Shares is subject to PIT at the following rates pursuant to paragraph 1.1 of Article 224 of the RTC:

Amount of tax bases under paragraph 6 of Article 210 of the RTC (including from securities transactions, dividends)	PIT Rate
Up to and including RUB 2.4 million	13%
On the portion exceeding RUB 2.4 million	15%

The PIT amount in respect of income from equity participation in an organisation received in the form of dividends, whether payable by the taxpayer or withheld by the tax agent, is determined with regard to provisions of Article 214 of the RTC. The calculation of the amount and payment of PIT in respect of income received in the form of dividends on PJSC FP Shares are carried out in accordance with Article 214 of the RTC, taking into account the provisions of Article 226.1 of the RTC.

In the event that dividend income is paid to an Individual Investor who is not the direct holder of PJSC FP Shares but is the person having an actual beneficial ownership right to such income in accordance with Article 7 of the RTC, the Individual Investor, in order to apply the aforementioned rates, must provide the person paying dividends on PJSC FP Shares with documents confirming that the Individual Investor is the person beneficially entitled to the dividend income from PJSC FP Shares. Such Individual Investors are advised to separately consult their tax advisers for additional clarification on the procedure for confirming their status as a beneficial owner of dividend income, as well as on the procedure for collecting the necessary documents for such confirmation.

³⁷ Letter of the Federal Tax Service of Russia No. BS-3-11/1691 dated 12 May 2014

³⁸ paragraph 13, Article 214.1 of the RTC

³⁹ paragraph 17.2, Article 217 of the RTC

Please note that the specified RUB 50 million limit is not calculated per individual transaction, but rather takes into account the aggregate of transactions under paragraph 17.2 and paragraph 17.2-1 of Article 217 of the RTC

⁴⁰ Letter of Minfin of Russia No. 03-04-06/81337 dated 28 August 2024

3.2. Tax Implications for Russian Tax Non-Residents

Individual Investors who are not tax residents of Russia should separately consult tax advisers in the country where they are tax residents to determine the tax implications in their country of tax residence.

3.2.1. Sale of FPG GDRs

Russian Tax Implications of Sale of FPG GDRs

Tax Base and Tax Calculation

For Individual Investors who are not tax residents of Russia, income received from sources in Russia is subject to taxation in Russia⁴¹. In particular, such income includes proceeds from the sale of shares or other securities in Russia⁴².

The Russian tax legislation does not contain a definition of “place of sale of securities”. However, clarifications from Minfin of Russia⁴³ indicate that Russia is considered the place of sale of foreign securities repurchased directly from Individual Investors if the depository or registrar that records transactions resulting in the transfer of ownership rights to the said securities is located in Russia. In such a case, the taxpayer’s income from the sale of securities is classified as income from a source in Russia. The place of contract conclusion, as well as the place indicated in the organisation’s tax policy for taxation purposes, are irrelevant in determining the source of income.

If the depository that records transactions resulting in the transfer of ownership rights to FPG GDRs is located in Russia, then the income from the sale of FPG GDRs will be recognised as income of the Individual Investor received from sources in Russia and will be subject to taxation in Russia. If the depository is located outside Russia, the income of the Individual Investor (who is not a tax resident of Russia) from the sale of securities is not classified as income from sources in Russia and is not subject to PIT⁴⁴.

Furthermore, an Individual Investor should consider the provisions of the DTT concluded by Russia with the foreign state in which the Individual Investor is recognised as a tax resident. Such Individual Investor is advised to consult their tax adviser for clarifications on the possibility and procedure for applying the relevant DTT, taking into account the specific circumstances of the Individual Investor.

If the DTT between Russia and the foreign state in which the Individual Investor is a tax resident does not permit the relevant income to be exempt from taxation in Russia, or no such treaty exists at all, or if the Individual Investor has not provided the tax agent with a document confirming tax residency in the respective country, then the Broker (trustee) will be obliged to calculate, withhold from the Individual Investor, and remit the PIT amount on the income received by the Individual Investor from the sale of FPG GDRs. Such income will be subject to PIT at a rate of 30%⁴⁵.

Procedure and Deadlines for Tax Withholding

As a general rule, upon receipt by an Individual Investor of income from the sale of FPG GDRs from a Russian Broker (trustee), the Broker (trustee), acting as a tax agent, is obliged to calculate, withhold from the Individual Investor, and remit the amount of tax on such income.

The calculation and payment of the PIT amount in respect of income from securities are performed by the tax agent during the tax period when making income payments to the Individual Investor, upon termination of the agreement with the Broker, and also at the end of the tax period⁴⁶.

Pursuant to paragraph 10 of Article 226.1 of the RTC, the tax agent is obliged to withhold the calculated PIT amount from the taxpayer’s Russian rouble-denominated funds held by the tax agent in accounts as of the PIT withholding date.

In the event that the tax agent is unable to fully withhold the calculated amount of PIT, the tax agent shall determine the possibility of withholding the tax amount no later than the earliest of the following dates:

- one month after the end of the tax period in which the tax agent was unable to fully withhold the calculated tax amount;

⁴¹ paragraph 2 of Article 209 of the RTC

⁴² subparagraph 5 of paragraph 1 of Article 208 of the RTC

⁴³ Letters of Minfin of Russia dated No. 03-04-05/54633 19 July 2019, and No. 03-04-06/2-315 dated 27 December 2010

⁴⁴ Letter of Minfin of Russia No. 03-04-05/54633 dated 19 July 2019

⁴⁵ paragraph 3 of Article 224 of the RTC

⁴⁶ paragraph 7 of Article 226.1 of the RTC

- the termination date of the last agreement concluded between the taxpayer and the tax agent under which the tax agent performed the tax calculation⁴⁷.

In the absence of sufficient funds in the Individual Investor's brokerage account, the tax agent will be unable to withhold the corresponding PIT amount. In such a case, the tax agent must notify the Individual Investor and the tax authority in writing at the tax agent's place of registration of the impossibility of withholding PIT, of the amounts of income from which PIT was not withheld, and of the amount of unwithheld PIT⁴⁸. Pursuant to paragraph 6 of Article 228 of the RTC, the Individual Investor must independently pay the corresponding tax no later than 1 December of the year following the tax period in which the income was received, based on a tax payment notice sent by the tax authority.

When determining the tax base for securities transactions, the tax agent, based on an application from the Individual Investor, may recognise actually incurred and documented expenses related to the acquisition and holding of the relevant securities and which the Individual Investor incurred without the tax agent's participation, including prior to concluding an agreement with the tax agent under which the tax agent determines the Individual Investor's tax base. In order to document the relevant expenses, the Individual Investor must provide originals or duly certified copies of documents based on which the Individual Investor incurred such expenses, brokerage reports, documents confirming the transfer of rights to the relevant securities to the Individual Investor, and the fact and amount of payment for such expenses. If the Individual Investor submits original documents, the tax agent is obliged to prepare certified copies of such documents and retain them for five years⁴⁹.

In the event of late submission of documents to the tax agent, PIT will be withheld from the full amount of income from the sale of FPG GDRs (without taking into account previously incurred expenses). The tax base for securities transactions is determined by the tax agent at the end of the tax period, i.e., on 31 December of the calendar year, and also when the tax agent disburses funds to the Individual Investor before the end of the tax period or before the expiry of the agreement term.

If the Individual Investor has other securities transactions that are subject to taxation in Russia and for which PIT was not withheld by a tax agent, and it is necessary to calculate the aggregate result of all securities transactions that occurred during the calendar year, or if the Individual Investor participates in the Exchange directly (i.e., enters into securities sale and purchase transactions with the Company without the participation of a Russian Broker, or through a foreign Broker), then the Individual Investor must independently calculate and declare the relevant transactions in a tax return, which must be filed by 30 April of the year following the expired tax period. The corresponding PIT amount must be paid by 15 July of the year following the expired tax period.

Individual Investors who participate in the Exchange directly or through foreign Brokers are advised to consult their tax advisor in advance regarding the procedure and deadlines for PIT payment and filing a PIT return in Russia, as well as the procedure for fulfilling PIT obligations in the event that the Individual Investor does not have a Russian TIN.

Kazakhstani Tax Implications of Sale of FPG GDRs

Paragraph 7 of Article 6 of the AIFC Law provides for an IIT exemption until 1 January 2066 for income of Individual Investors from capital gains arising from the sale of securities that are on the official lists of a stock exchange as of the date of sale. Therefore, the sale of FPG GDRs by an Individual Investor is exempt from IIT in Kazakhstan.

3.2.2. Acquisition of PJSC FP Shares

Russian Tax Implications of Acquisition of PJSC FP Shares

Pursuant to subparagraph 3 of paragraph 1 and paragraph 4 of Article 212 of the RTC, a taxpayer's income includes deemed income received from the acquisition of securities, which is defined as the excess of the market value of the securities over the sum of the taxpayer's actual expenses incurred for their acquisition.

The procedure specified in section 3.1.3 *Acquisition of PJSC FP Shares* for determining the Market Price of a Non-Traded Security is established by the Russian tax legislation; the list of possible methods for determining the calculated price of a Non-Traded Security is exhaustive. However, taking into account that (1) the acquisition price of PJSC FP Shares is established considering the FPG GDR price, fixed at a level close to the last available market quotation of FPG GDRs on MOEX as of the Exchange announcement date (considering the Exchange ratio), and (2) a significant number of transactions at an identical price on

⁴⁷ paragraph 14 of Article 226.1 of the RTC

⁴⁸ paragraph 5 of Article 226 of the RTC

⁴⁹ paragraph 4 of Article 226.1 of the RTC

the Exchange date, from a practical standpoint, the Broker may consider the price of PJSC FP Shares from the sale and purchase agreement as the market price for the purposes of determining deemed income, notwithstanding that such an approach does not directly comply with the Russian tax legislation.

Details on the specifics of determining the PIT base in Russia are provided in section 3.1.3. *Acquisition of PJSC FP Shares* of the Memorandum.

Deemed income of an Individual Investor who is not a tax resident of Russia, received from the acquisition of securities, is subject to PIT in Russia at a rate of 30%⁵⁰.

3.2.3. Receipt of Dividends on PJSC FP Shares

Russian Tax Implications of Receipt of Dividends on PJSC FP Shares

For Individual Investors who are not tax residents of Russia, income received from Russian sources is recognised as taxable in Russia⁵¹; this includes, in particular, dividends received from a Russian organisation⁵². Such income is taxed at a rate of 15%⁵³.

The calculation and payment of PIT in respect of income received in the form of dividends on shares of PJSC FP, a Russian organisation, are carried out either by PJSC FP in accordance with paragraph 4 of Article 214 of the RTC, or by another person recognised as a tax agent pursuant to Article 226.1 of the RTC.

Furthermore, an Individual Investor should consider the provisions of the DTT concluded by Russia with the foreign state in which the Individual Investor is recognised as a tax resident (if the relevant DTT has been concluded and is in effect). Such an Individual Investor is advised to consult their tax adviser for clarifications on the possibility and procedure for applying the relevant DTT, taking into account the specific circumstances of the Individual Investor.

⁵⁰ paragraph 3 of Article 224 of the RTC

⁵¹ paragraph 2 of Article 209 of the RTC

⁵² subparagraph 1, paragraph 1 of Article 208 of the RTC

⁵³ paragraph 3 of Article 224 of the RTC

4. Tax Implications for Company Investors

The sections below contain general information. This information does not constitute a recommendation and/or tax advice. Company Investors are advised to consult their tax advisers for specific guidance regarding the potential tax implications of sale of FPG GDRs and acquisition of PJSC FP Shares, as well as holding such securities and receiving income from them, taking into account each Company Investor's specific circumstances.

It cannot be ruled out that Brokers, custodian banks, or tax authorities may interpret the Exchange differently for tax purposes, which may result in different tax outcomes. We recommend that Company Investors consult their Broker in advance, custodian bank, and tax adviser regarding the appropriate approach to classifying the Exchange transaction.

4.1. Tax Implications for Russian Tax Residents

4.1.1. Definition of Russian Tax Residency

Pursuant to Article 246 of the RTC, taxpayers of profits tax are Russian organisations and foreign organisations conducting activities in Russia through permanent establishments and/or receiving income from sources in Russia. Foreign organisations recognised as tax residents of Russia in accordance with the procedure established by Article 246.2 of the RTC are treated equally to Russian organisations.

Pursuant to Article 246.2 of the RTC and for the purposes of the RTC, the following organisations are recognised as tax residents of Russia: Russian organisations; foreign organisations recognised as tax residents of Russia in accordance with an international tax treaty of Russia (for the purposes of applying such international treaty), and also foreign organisations whose place of management is Russia, unless otherwise provided for by an international tax treaty of Russia.

Companies that do not meet the above criteria are considered tax non-residents of Russia.

4.1.2. Sale of FPG GDRs

Russian Tax Implications of Sale of FPG GDRs

Tax Base and Tax Calculation

For the purpose of determining the profits tax liability of Company Investors from securities sale transactions, the financial result is calculated as the difference between income and expenses from the sale of the security.

The financial result from transactions with Traded Securities is reflected in the general tax base⁵⁴. The specifics for determining the tax base for securities transactions are provided for in Article 280 of the RTC.

The income of Company Investor from securities sale transactions is determined based on the actual sale price of the security specified in the FPG GDR sale and purchase agreement. If the sale price is denominated in a foreign currency, the Company Investor's income from sale transactions is determined at the official exchange rate of the CBR effective at the date of transfer of ownership rights⁵⁵.

The expenses of a Company Investor upon sale are determined based on the acquisition price, including expenses for the acquisition and sale costs. If the acquisition price and associated expenses are denominated in a foreign currency, the Company Investor's expenses are determined at the official exchange rate of the CBR effective at the date when said security was recognised in the accounting⁵⁶.

For FPG GDRs sold on a stock exchange, the sale date is the date of the trading on which the relevant securities transaction was executed⁵⁷, while for OTC transactions, the sale date is the date of the securities sale and purchase agreement that sets out all the material terms for transferring the security.⁵⁸ A tax rate of 25% is applied to the profits tax base for transactions involving the sale of FPG GDRs⁵⁹.

Pursuant to Article 284.2 and paragraph 4.1 of Article 284 of the RTC, a tax rate of 0% applies to the tax base determined based on income from operations involving the sale of shares of foreign organisations that

⁵⁴ paragraph 21 of Article 280 of the RTC

⁵⁵ paragraph 2 of Article 280 of the RTC

⁵⁶ paragraph 3 of Article 280 of the RTC

⁵⁷ paragraph 11 of Article 280 of the RTC

⁵⁸ paragraph 12 of Article 280 of the RTC

⁵⁹ paragraph 1 of Article 284 of the RTC

have been held by the taxpayer by right of ownership or other proprietary right for more than five years. At the same time, Minfin of Russia notes in its clarifications⁶⁰ that, by virtue of the provisions of Federal Law No. 39-FZ of 22 April 1996 “On the Securities Market”, a depositary receipt is an independent type of security, and there is no reasonable basis to extend provisions of Article 284.2 of the RTC over depositary receipts. Therefore, it will not be possible to apply a tax exemption to the income of a Company Investor from the sale of FPG GDRs.

Procedure and Deadlines for Tax Payment and Reporting

A Company Investor is obliged to independently calculate and pay profits tax in Russia.

Taxpayers shall submit tax returns no later than 25 calendar days after the end of the respective reporting period. Taxpayers who calculate monthly advance payments based on actually received profit shall submit tax returns no later than the 25th day of the month following the last month of the reporting period for which the advance payment is calculated⁶¹.

Profits tax payable at the end of a tax period shall be paid no later than 28 March of the year following the tax period. Advance payments for a reporting period shall be made no later than the 28th day of the month following the respective reporting period. Monthly advance payments payable during a reporting period shall be made no later than the 28th day of each month of that reporting period, unless otherwise established by Article 287 of the RTC. Taxpayers who calculate monthly advance payments based on actually received profit shall make advance payments no later than the 28th day of the month following the month for which the tax is calculated⁶².

Kazakhstani Tax Implications of Sale of FPG GDRs

Paragraph 7 of Article 6 of the AIFC Law provides for a CIT exemption until 1 January 2066 for income of Company Investors from capital gains arising from the sale of securities that are on the official lists of a stock exchange as of the date of sale. Therefore, the sale of FPG GDRs by a Company Investor is exempt from CIT in Kazakhstan.

4.1.3. Acquisition of PJSC FP Shares

Russian Tax Implications of Acquisition of PJSC FP Shares

Given that the Exchange is planned to be conducted under market conditions, the acquisition of PJSC FP Shares by the Company Investors should generally not trigger profits tax liability for the Company Investors in Russia.

If PJSC FP Shares are acquired at a value below market value, then we cannot rule out the risk of tax implications arising for the Company Investors. As the practice on this matter is extremely limited, and the Exchange is conducted between independent parties, the materialisation of the said risk is unlikely.

Since the monetary obligations of the parties within the framework of the Exchange will be terminated by offset, the Company Investor should recognise a tax cost for the PJSC FP Shares upon the acquisition of PJSC FP Shares, which cost will be equal to the actual costs of their acquisition, taking into account the requirements of Article 280 of the RTC.

4.1.4. Receipt of Dividends on PJSC FP Shares

Russian Tax Implications of Receipt of Dividends on PJSC FP Shares

Dividends paid on PJSC FP Shares are included in the non-operating income of a Company Investor⁶³. The corresponding profits tax is withheld by a tax agent upon their payment and remitted to the budget no later than the 28th day of the month following the month of payment⁶⁴.

The following organisations are generally recognised as tax agents:

- a Russian organisation making income payments in the form of dividends on shares issued by a Russian organisation, rights to which are recorded in specified accounts in the securities register of the Russian organisation as of the date set out in the decision on the payment (or announcement) of income on such securities;
- a trustee, when paying income in the form of dividends on shares issued by a Russian organisation,

⁶⁰ Letters of Minfin of Russia No. 03-04-06/91189 dated 21 September 2022, and No. 03-03-06/1/95903 dated 3 November 2020

⁶¹ paragraphs 3-4 of Article 289 of the RTC

⁶² paragraph 1 of Article 287 of the RTC

⁶³ paragraph 1 of Article 250 of the RTC

⁶⁴ paragraph 4 of Article 287 of the RTC

rights to which are recorded in the personal account or depo account of this trustee as of the date specified in the resolution on the payment (or announcement) of income on such shares, if this trustee is a professional participant of the securities market at the date of acquisition of said shares⁶⁵;

- a depository making income payments in the form of dividends on shares issued by a Russian organisation, rights to which are recorded in specified accounts in such depository as of the date set out in the resolution on the payment (or announcement) of income on the securities, (unless otherwise provided for by subparagraph 4, paragraph 7 of Article 275 of the RTC);
- a Russian organisation, where the payment of income in the form of dividends on shares of such organisation is made by a depository, in the case provided for by paragraph 1.6 of Article 312 of the RTC⁶⁶.

The applicable profits tax rate on income received by Russian organisations in the form of dividends on PJSC FP Shares is 13%⁶⁷.

4.2. Tax Implications for Russian Tax Non-Residents

Company Investors that are not tax residents of Russia or Kazakhstan should separately consult tax advisers in the country where they are tax residents to determine the tax implications in their country of tax residence.

4.2.1. Sale of FPG GDRs

Russian Tax Implications of Sale of FPG GDRs

Given that foreign depository receipts are an independent type of security (and are not treated equally to shares), and also that the direct or indirect share of immovable property located in the territory of Russia constitutes less than 50% of FPG's assets, then a Company Investor will not have taxable income from sources in Russia upon the sale of FPG GDRs.

Kazakhstani Tax Implications of Sale of FPG GDRs

Paragraph 7 of Article 6 of the AIFC Law provides for a CIT exemption until 1 January 2066 for income of Company Investors from capital gains arising from the sale of securities that are on the official lists of a stock exchange as of the date of sale. Therefore, the sale of FPG GDRs by a Company Investor is exempt from CIT in Kazakhstan.

4.2.2. Acquisition of PJSC FP Shares

Russian Tax Implications of Acquisition of PJSC FP Shares

Given that the Exchange is planned to be conducted under market conditions, the acquisition of PJSC FP Shares by the Company Investors generally should not lead to profit tax liability for the Company Investors in Russia.

If PJSC FP Shares are acquired at a value below market value, then we cannot rule out the risk of tax implications arising for Company Investors. As the practice on this matter is extremely limited, and the Exchange is conducted between independent parties, the materialisation of the said risk is unlikely.

4.2.3. Receipt of Dividends on PJSC FP Shares

Russian Tax Implications of Receipt of Dividends on PJSC FP Shares

Income received by a foreign organisation, which is not related to its business activity in Russia, in the form of dividends paid to a foreign organisation that is a shareholder of Russian organisations is classified as income of the foreign organisation from sources in Russia and is subject to profits tax to be withheld at the source of payment.⁶⁸

Such dividends will be taxed at a rate of 15%⁶⁹, with the possibility of applying a reduced rate in accordance with a DTT concluded with the state (territory) where the Company Investor is a tax resident (provided that such Company Investor is recognised as the beneficial owner⁷⁰ of the dividend income received, pursuant

⁶⁵ subparagraph 2, paragraph 7 of Article 275 of the RTC

⁶⁶ paragraph 3 and 7 of Article 275 of the RTC

⁶⁷ paragraph 2 and 3 of Article 284 of the RTC

⁶⁸ subparagraph 1 of paragraph 1 of Article 309 of the RTC

⁶⁹ subparagraph 3 of paragraph 3 of Article 284 of the RTC

⁷⁰ Article 7 of the RTC

to the provisions of Article 312 of the RTC, has submitted relevant documentary confirmation⁷¹, and has met other criteria established by the relevant provisions of the specific DTT). Company Investors should consult a tax adviser to make sure that the preferential provisions of a DTT concluded with the Russia will apply.

⁷¹ Article 312 of the RTC

5. Limitations

This Memorandum has been prepared by Technologies of Trust – Consulting LLC (hereinafter – “we”) for Best Price LLC (hereinafter – the “Client”) under the service agreement concluded with the Client and solely for the purposes set out by us in that agreement. Any third parties to whom the Memorandum is not addressed and who choose to rely on the information it contains assume all risks connected with such reliance. We accept no liability whatsoever to any third party, other than the Client, in connection with this Memorandum.

The Memorandum contains conclusions only on the matters submitted to us in accordance with the service agreement. Please note that the Memorandum may omit some issues that could be relevant for making a management decision.

The conclusions set out in the Memorandum relate exclusively to the tax implications from the standpoint of Russian and Kazakhstani tax law, that may arise from the Exchange of FPG GDRs for PJSC FP Shares. All other legal, currency control and other similar aspects are outside the scope of the Memorandum.

The Memorandum is intended for information purposes only and does not constitute tax advice or an opinion on the application of tax legislation or enforcement practice in Russia or Kazakhstan, or in any other jurisdiction, and should not be construed as such. The civil-law, tax, accounting and other comparable implications of the specific transactions that Investors intend to carry out within the Exchange of FPG GDRs for PJSC FP Shares require additional mandatory analysis and confirmation, taking into account each Investor's particular circumstances and, where necessary, with possible involvement of advisers, including for the purposes of compliance with current legislation of Russia and Kazakhstan.

The conclusions in the Memorandum are not binding and do not constitute a recommendation to enter into any transaction. We do not make any management decisions for the Client, Investors or other persons. Each person bears sole responsibility for deciding whether or not to use the information contained in the Memorandum. By this Memorandum we are not promoting any services and/or products of the Client or the Group.

The information set out in the Memorandum is of general nature and does not take into account the specific circumstances of any particular Investor. We cannot guarantee that our conclusions, after publication of the Memorandum, will be as accurate at the time Investors receive access to the Memorandum or that they will continue to be as accurate in the future. Any action based on such information should be taken only after consulting the relevant specialists and conducting a thorough analysis of a particular situation.

In preparing the Memorandum we relied on the completeness and accuracy of the facts and assumptions provided by the Client and its legal, financial and business advisers. We did not undertake to verify independently the accuracy of the information supplied and accepted it as reliable for our analysis. Any misstatement or omission of a fact, or any change in the facts or assumptions on which we relied, may affect our conclusions and require all or part of the information in the Memorandum to be amended.

The conclusions in the Memorandum are based on our interpretation of the provisions of legislation and available enforcement practice in Russia and Kazakhstan in force at the time the Memorandum was prepared. Should the legislation or practice change after the Memorandum is provided to the Client, the conclusions set out herein may need to be revised. Certain provisions of the Russian tax legislation regarding ownership of, and transactions with, securities may be worded ambiguously and/or lack sufficient enforcement practice for a clear interpretation, which may lead to conflicting interpretations. In such cases the interpretation and practical application of those provisions will depend largely on the position of the local tax authorities. Moreover, in Russia the tax authorities may invoke the concepts of “unjustified tax benefit” (Article 54.1 of the RTC) and “beneficial ownership”. If, in the specific circumstances, the tax authorities prove that the primary aim of a transaction was the unlawful obtaining of tax benefits / reliefs, they may deny Investors such benefits/reliefs. We cannot guarantee that the position of the Russian and Kazakhstani tax authorities will not differ from the position set out in the Memorandum.

Memorandum has been prepared based on the analysis finalised on April 29, 2025. The conclusions herein may not account for events or changes occurring subsequent to that date. We undertake no obligation to update the Memorandum in respect of events occurring after it is provided to the Client, including any changes in tax legislation or practice in Russia or Kazakhstan. It is advisable to consider any relevant updates when using this document.

The conclusions in the Memorandum have been prepared in accordance with the requirements of Russian and Kazakhstani legislation, without taking into account the requirements of the laws of other foreign states.

We cannot rule out that provisions of foreign law and/or amendments thereto may affect the applicability of the Memorandum.

Yours faithfully,
Technologies of Trust