

## General Meeting of Shareholders

All Annual General Meetings are conducted in accordance with Cypriot legislation. Shareholders in a general meeting are entitled to appoint and remove directors of the Company. Shareholders of Fix Price Group PLC may significantly affect the Company's business by participating in the General Meeting of Shareholders.

The key capabilities of the General Meeting of Shareholders include:

- alteration of the Memorandum and Articles of Association;
- mergers, consolidations, arrangements, amalgamations, and schemes of reconstruction;
- re-domiciliation of the Company;
- creation of a new class of shares and variation of class rights;
- acquisition by the Company of its own shares under certain conditions specified in the law or the Articles;
- reduction of share capital and any share premium account of the Company in any way; extinguishment or reduction of the liability on any of the Company's shares in respect of share capital not paid up; cancelation of any paid-up share capital which is lost or unrepresented by available assets; and payment of any paid-up share capital which is in excess of the Company's requirements subject to the court confirming the reduction;
- approval by a special resolution of assignment of office made under any agreement entered into between any person and the Company for empowering a director or manager of the Company to assign their office to another person;
- winding up of the Company by the court;
- voluntary winding up of the Company;
- consideration of, inter alia, the financial statements, approval of dividend payments (provided such dividend payments are proposed by the directors), and appointment and remuneration of auditors;
- other matters prescribed by the Cyprus Companies Law (Cap 113) and the M&AA.

## Board of Directors

The Board of Directors supervises and controls the management and operations of the Company and may exercise all powers of the Company in doing so, except to the extent that any such power is required or reserved by the Cyprus Companies Law (Cap 113) or the M&AA to be exercised by the shareholders.

The Board of Directors has an Audit Committee, a Nomination and Remuneration Committee, a Strategy Committee and an ESG Committee. The committees are comprised of directors with the relevant professional experience and expertise. When electing members and chairpersons of the committees, education and professional training of the candidates and their expertise within the committee's area of activity are considered.

## Board Committees

### Audit Committee

The Audit Committee assists the Board of Directors with the review of the Group's internal and external audit activities: internal control systems, compliance with financial reporting requirements, and the scope, results and cost effectiveness of the external audit.

### Nomination and Remuneration Committee

The Nomination and Remuneration Committee makes recommendations to the Board of Directors regarding the appointment of new directors, helps identify, interview and select candidates with suitable experience and assesses the independence of such candidates. The committee reviews senior management appointments, company-wide succession planning and other human resources-related matters.

It also assists the Board of Directors in relation to remuneration, including reviewing the Group's overall compensation policy, making proposals to the Board of Directors as to the remuneration of the directors of the Company and of the Group's senior management.

### Strategy Committee

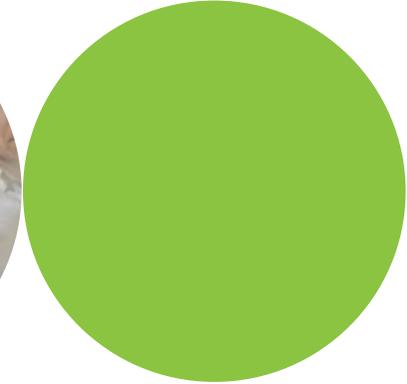
The Strategy Committee assists the Board of Directors with the analysis and monitoring of the strategic management issues, including the consideration of mergers and acquisitions opportunities and large investment projects.

### ESG Committee

The ESG Committee assists the Board in supervising sustainability issues. The committee is in charge of managing ESG factors at a strategic level. It oversees the implementation of Fix Price's sustainability agenda and its integration into the Company's business processes.

# Management

Fix Price's management team has vast experience in retail industry. All of our managers are qualified to effectively govern our operations, as well as to protect the best interests of our shareholders, consumers and a wider range of stakeholders. The Board of Directors regularly assesses performance of the management team and makes necessary adjustments.



# Internal Control

## Integration of the Process Management, the Internal Control System and the Risk Management System

Business growth and rapid change required a review of the management approach to the business processes and their interaction with the internal control system and the risk management system.

To streamline the business processes and boost performance while maintaining quality and costs at the same level, we launched the "Processes Help" project in 2022. The project introduced a systematic and integrated approach to the business process management that factors in risks and control procedures. The integrated model of the Company will set up an environment for change and enhancement of its activities. The model will allow for auditing the business processes and evaluating the efficiency of the internal control system.

### The key objectives of the project are:



to revise the architecture of the business processes, taking into account the Russian and international best practices



to ameliorate the integrated platform for all initiatives to modify the Company's activities, primarily to devise interaction between the business processes in a single system



to develop an up-to-date regulatory framework for the business processes, the risk management and the internal control



to build up a tool for accumulating knowledge on maintaining and bettering the business processes



to implement regular audits of the business processes to identify areas of issues and process growth fields



to launch an on-going analysis and testing of the control procedures, including risks and deviations in the business process indicators

### A unified business process management system, inclusive of risks and control procedures, allows:



to broaden transparency, manageability and controllability of the Company's activities at all levels



to determine and eliminate challenging areas of the business processes, and thus to bring down processes costs



to carry out regular activities in order to manage operational risks through continuous training, optimisation of business processes and upgrades of software products



to involve the Company's employees in the active development of the process approach, taking into account risks and control procedures, as well as in further streamlining of the business processes themselves

The Company has already updated the Internal Control Policy and the Risk Management Policy, featuring the new approach to integrating the business process management, the internal control and the risk management systems.