



# Regulations

In February 2022, the Company's Board of Directors decided to change the Company's jurisdiction of incorporation from the British Virgin Islands to the Republic of Cyprus and later at the EGM<sup>1</sup> the shareholders approved the redomiciliation.

On 17 May 2022, the Company was permanently registered with the Registrar of Companies of the Republic of Cyprus.

Following the redomiciliation, the Company merged with its Cyprus subsidiary, Kolmaz Holdings Ltd. ("Kolmaz"), as a result of which the Company became the surviving entity. The redomiciliation was carried out to simplify the Group's holding structure.

Corporate governance of Fix Price Group PLC is regulated by the Memorandum and Articles of Association ("M&AA") and by the requirements of Cyprus Companies Law (Cap 113).

The Company's GDRs are admitted to the Official List of the London Stock Exchange ("LSE"), but the Company is not subject to the provisions of the U.K. Corporate Governance Code.

Under Russian law and the Moscow Exchange rules and regulations, admission to trading of GDRs of the Company on the Moscow Exchange does not impose any additional corporate governance requirements, as its GDRs are listed on the LSE.

The Company's activities, including those of the Board of Directors, are governed by the M&AA. Board committees are governed by the Terms of Reference approved by the Board of Directors.

The key policies governing the activities of the Group are listed on the right hand side.

Policy		Description
Share Dealing Policy		Establishes the principles, systems and controls for prevention of Trading based on Insider Information by Insiders and/or PCAs (each as defined in Article 2 of the Policy) in order to ensure compliance to the applicable regulatory rules and to protect the public image of the Company
Inside Information and Disclosure Policy		Ensures that the Group complies with all applicable rules and regulations (including the MAR <sup>2</sup> and the Russian Insider Information Law) in relation to the identification, control and disclosure of inside information
Environmental, Health & Safety Policy		Ensures the health and safety of personnel and consumers and aims to minimise the impact of the Group's business on the environment. The Group has committed to implementing initiatives for energy efficiency, including the reduction of its carbon footprint and waste, improved recycling and the regular monitoring of its environmental, health and safety performance
Modern Anti-Slavery and Human Trafficking Policy		Establishes monitoring to ensure that slavery, including forced and child labour, and human trafficking are excluded from the Group's operations and supply chain. It requires suppliers to comply with this policy, which is periodically evaluated. It also ensures that suppliers do not engage in any manufacturing, marketing or selling of counterfeit products to the Group
Anti-Money Laundering Policy		Ensures that the Group has systems and procedures to prevent money laundering, including by setting relevant guidelines to raise awareness internally, implementing transaction monitoring programmes and promoting a zero-tolerance culture towards illegal activities
Anti-Bribery and Corruption Policy		Ensures that the Group's personnel comply with applicable anti-corruption laws, rules and regulations; Pursuant to this policy, the Group has committed to conducting business in an ethical manner and has developed and maintains procedures to mitigate bribery and corruption risks
Business Ethics Policy (Code of Conduct)		Ensures that the Group's business is conducted in a consistently legal and ethical manner and promotes compliance with applicable governmental laws, rules and regulations. It establishes a framework for ensuring diversity and zero tolerance to discrimination, commits to acting in accordance with international human and labour rights standards. It also ensures that the information in relation to the Group published in public communications is complete, fair, accurate, timely and comprehensive

<sup>1</sup> Extraordinary General Meeting of Shareholders

<sup>2</sup> Market Abuse Regulation