



**OZON HOLDINGS PLC**

2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor,

1065, Nicosia, Cyprus

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**NOTICE OF THE ANNUAL GENERAL MEETING**

**of OZON HOLDINGS PLC**

**Distributed electronically to:**

**All the shareholders of Ozon Holdings PLC**

**The Auditors:**

**KPMG International represented by KPMG Limited**

**KPMG International represented by KPMG JSC**

**November 19, 2021**

We hereby inform you that the Annual General Meeting of shareholders (the “**Meeting**”) of OZON HOLDINGS PLC (the “**Company**”) for 2021 will be held at the Company’s Registered Office (2-4 Arch. Makarios III Avenue, Capital Center, 9<sup>th</sup> Floor, 1065, Nicosia, Cyprus) on **Thursday, December 23, 2021 at 09:00 a.m. (Cyprus time)**.

The following agenda items are proposed for consideration and, if thought proper, for approval by the shareholders of the Company:

**1. APPROVAL OF THE COMPANY’S AUDITED CONSOLIDATED AND STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2020, TOGETHER WITH THE RESPECTIVE INDEPENDENT AUDITORS’ REPORTS AND THE MANAGEMENT REPORTS THEREIN**

On the recommendation of the Audit Committee, the Board of Directors (“**Board**”) has considered, approved and recommends to the Meeting to consider and adopt: (i) Ozon Holdings PLC consolidated financial statements for the year ended December 31, 2020 prepared in accordance with International Financial Reporting Standards (“**IFRS**”) and audited in accordance with the standards of PCAOB, together with the Report of Independent Registered Public Accounting Firm thereon; (ii) Ozon Holdings PLC consolidated financial statements for the year ended December 31, 2020 prepared in accordance with IFRS as adopted by the European Union, and the requirements of the Cyprus Companies Law, Cap. 113 and audited in accordance with the ISA, including the management report therein, and together with the Independent Auditors’ Report thereon, (iii) Ozon Holdings PLC standalone financial statements for the year ended December 31, 2020 prepared in accordance with IFRS as adopted by the European Union, and the requirements of the Cyprus Companies Law, Cap. 113 and audited in accordance with the ISA, including the management report therein, and together with the Independent Auditors’ Report thereon, and (iv) to authorize any Director and/or the Secretary of the Company to proceed with the filing of respective annual returns for the year 2020 with the Department of Registrar of Companies and Official Receiver, if required.

## **2. APPOINTMENT OF THE COMPANY'S AUDITORS**

On the recommendation of the Audit Committee, the Board recommends to the Meeting to re-appoint KPMG International represented by KPMG Limited (in Cyprus) and KPMG International represented by KPMG JSC (in Russia) (“**Auditors**”) as the Auditors of the Company for the period commencing from the conclusion of the Meeting until the conclusion of the next following annual general meeting of the Company and to authorize the Board to fix the Auditors’ remuneration at its discretion.

## **3. ELECTION OF DIRECTORS**

On the recommendation of the Nominating Committee (other than for the Directors in 3e, 3f, 3g and 3h below, who under the Company’s Articles are appointed by the respective holders of the Class A Shares), the Board recommends to the Meeting to do the following:

- 3a. To reelect Ms. Lydia Jett, as Independent Director.
- 3b. To elect Mr. Nilesh Lakhani, as Independent Director.
- 3c. To reelect Mr. Charles Ryan, as Independent Director.
- 3d. To reelect Mr. Peter Sirota, as Independent Director.
- 3e. To reelect Ms. Elena Ivashentseva, as Non-Executive Director.
- 3f. To reelect Mr. Vladimir Chirakhov as Non-Executive Director.
- 3g. To reelect Mr. Dmitry Kamensky, as Non-Executive Director.
- 3h. To reelect Mr. Alexey Katkov, as Non-Executive Director.
- 3i. To reelect Mr. Alexander Shulgin, as Executive Director.

## **4. APPROVAL OF DIRECTORS REMUNERATION**

On the recommendation of the Compensation Committee, the Board recommends to the Meeting to approve the remuneration of its Directors as follows: (i) each Independent Director shall be entitled to compensation in the amount of up to **20,000** Restricted Share Units (“**RSU**”) in accordance with the Equity Incentive Plan of the Company, as of the date of this Meeting, subject to quarterly vesting over a four-year period with no cliff. The first vesting date shall be 31 December 2021. Each Independent Director who has already been awarded RSUs may receive additional awards of RSUs provided that the aggregate number of RSUs awarded to such Independent Director does not exceed 20,000; (ii) an additional fee of up to **US\$12,000** may be paid to an Independent Director in cash on an annual basis for such Independent Director’s membership in any committee of the Board; (iii) an additional fee of up to **US\$40,000** may be paid to an Independent Director holding the role of chairman of the Audit Committee; (iv) an additional fee of up to **US\$25,000** may be paid to each Independent Director holding the role of a chairman of any committee of the Board other than the Audit Committee; (v) a fee of up to **US\$35,000** may be paid to an Independent Director in cash for each meeting of the Board that such Independent Director attends in person; and (vi) the Company shall reimburse all Directors for any and/or all expenses incurred by such Directors in relation to performing their duties.

## **RECORD DATE**

Only the holders of Ordinary shares and Class A shares in the Company whose names are registered in the Register of Members of the Company at the close of business as of November 23, 2021 are entitled to attend and vote at the Meeting, either personally (through an authorised representative) or by proxy, and such proxy need not be a shareholder of the Company.

## **PROXY AND AUTHORISATION**

Shareholders appointing a proxy/authorised representative shall make such appointment in writing under the hand of the appointor or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised and shall be made in the form as attached hereto as Appendix A or a form as near thereto as circumstances admit.

The original of any instrument of proxy/authorisation or its notarised copy shall be deposited at the Company's registered office at: 2-4 Arch. Makarios III Avenue, Capital Center, 9<sup>th</sup> Floor, 1065, Nicosia, Cyprus, and a copy of such instrument of proxy shall be delivered to the Company by electronic mail, to [corporateoffice@corp.ozon.com](mailto:corporateoffice@corp.ozon.com)

The proxies/authorisations can be submitted at any time before the commencement of the Meeting.

## **VOTING**

According to Regulation 61 of the Company's Articles of Association, every shareholder present in person or by proxy shall have one (1) vote, and on a poll, every shareholder shall have one (1) vote for each share of which he is the holder.

## **ADDITIONAL DIRECTOR NOMINATIONS**

According to regulation 81A(a) of the Articles of Association of the Company, holders of at least 10% of the Ordinary shares, other than any holder of Class A shares, shall have a right to nominate one (1) candidate for election as Director by giving notice in writing to the Company not less than twenty-five (25) calendar days before the date of the Meeting.

If the Company receives notice of any candidate for election pursuant to regulation 81A(a), then each such candidate shall be screened by the Nominating Committee and, subject to the approval of the Nominating Committee, shall be included in the final slate of nominees to be voted on at the Meeting.

If any candidates nominated pursuant to regulation 81A(a) are approved by the Nominating Committee, then an updated agenda containing the final slate of nominees to be voted on at the Meeting will be circulated at least fifteen (15) calendar days prior to the date of the Meeting.

## **MATERIALS**

Copies of materials related to the Meeting, including this notice of the Meeting, forms of instruments appointing proxy/authorised representative are available for no charge in electronic form on the Company's website: <https://ir.ozon.com/#report>

**INFORMATION FOR ADS HOLDERS**

For determination of holders of the American Depositary Shares of the Company (the “ADSs”) who shall be entitled to receive information and materials of the Meeting and give instructions for the exercise of any voting rights, the record date is set as November 23, 2021.

The ADSs holders shall exercise their voting rights in accordance with relevant provisions of the Deposit Agreement dated 23 November 2020, of which a copy is available for no charge at: <https://sec.report/Document/1822829/000119312520295876/d29162dex41.htm>

To be distributed electronically.

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BY THE ORDER OF THE BOARD

Stelios Triantafyllides

on behalf of

Antis Triantafyllides & Sons LLC

Secretary of Ozon Holdings PLC

**APPENDIX A – FORMS OF PROXY AND AUTHORISATION**

[Begins on next page.]

**PROXY – ANNUAL GENERAL MEETING – DECEMBER 23, 2021– OZON HOLDINGS PLC**

Shareholders who are not able to attend the Annual General Meeting at 09:00 am on December 23, 2021 at 2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor, 1065, Nicosia, Cyprus may be represented by way of proxy, in which case this proxy form may be used.

The undersigned shareholder in OZON HOLDINGS PLC hereby appoints:

- 1. the Chairperson of the Annual General Meeting
- 2. \_\_\_\_\_ with  
Passport / ID number \_\_\_\_\_  
or failing him/her, \_\_\_\_\_ with  
Passport / ID number \_\_\_\_\_

as my/our proxy to vote in my/our name(s) and on my/our behalf at the Annual General Meeting of OZON HOLDINGS PLC to be held on December 23, 2021, and at any adjournment of the meeting.

We desire our proxy to vote on the resolutions proposed to be submitted as follows and if expedient to demand a poll:

AGENDA ITEM	For	Against	Abstained
1. Approval of the Company’s audited consolidated and standalone financial statements for the year ended December 31, 2020, together with the respective independent auditors’ reports and the management reports therein.			
2. Appointment of the Company’s auditors			
3. Election of Directors:			
3a. To re-elect Ms. Lydia Jett, as Independent Director			
3b. To elect Mr. Nilesh Lakhani, as Independent Director			
3c. To re-elect Mr. Charles Ryan, as Independent Director			
3d. To re-elect Mr. Peter Sirota, as Independent Director			
3e. To re-elect Mr. Alexander Shulgin, as Executive Director			
3f. To re-elect Ms. Elena Ivashentseva, as Non-Executive Director	<b>Only Class A shareholders are entitled to vote on these resolutions*</b>		
3g. To re-elect Mr. Vladimir Chirakhov, as Non-Executive Director			
3h. To re-elect Mr. Dmitry Kamensky, as Non-Executive Director			
3i. To re-elect Mr. Alexey Katkov, as Non-Executive Director			
4. Approval of Directors’ remuneration as set out in the Notice of the AGM			

In the absence of instructions, our proxy may vote or abstain from voting as she/he thinks fit on any other matter which may properly come before the meeting.

Number of shares: \_\_\_\_\_

The name and address of the shareholder:

\_\_\_\_\_

(please use capital letters)

\_\_\_\_\_

Date

\_\_\_\_\_

Place

\_\_\_\_\_

Signature

\*) Class A shareholders are requested to present evidence of their holding of ordinary shares and ADSs in the Company as at the date of the AGM to confirm their rights pursuant to Regulations 75A and 75B of the Articles of Association of the Company.

**AUTHORISATION FORM – ANNUAL GENERAL MEETING – DECEMBER 23, 2021– OZON HOLDINGS PLC**

Shareholders who are legal entities may use this form to appoint their authorised representative.

We, the undersigned shareholder in OZON HOLDINGS PLC hereby appoint \_\_\_\_\_ with Passport / ID number \_\_\_\_\_ or failing him/her, \_\_\_\_\_ with Passport / ID number \_\_\_\_\_ as our authorised representative to vote in our name and on our behalf at the Annual General Meeting of OZON HOLDINGS PLC to be held on December 23, 2021 and at any adjournment of the meeting.

We desire our authorized representative to vote on the resolutions proposed to be submitted as follows and if expedient to demand a poll:

AGENDA ITEM	For	Against	Abstained
1. Approval of the Company’s audited consolidated and standalone financial statements for the year ended December 31, 2020, together with the respective independent auditors’ reports and the management reports therein.			
2. Appointment of the Company’s auditors			
3. Election of Directors:			
3a. To re-elect Ms. Lydia Jett, as Independent Director			
3b. To elect Mr. Nilesh Lakhani, as Independent Director			
3c. To re-elect Mr. Charles Ryan, as Independent Director			
3d. To re-elect Mr. Peter Sirota, as Independent Director			
3e. To re-elect Mr. Alexander Shulgin, as Executive Director			
3f. To re-elect Ms. Elena Ivashentseva, as Non-Executive Director	<b>Only Class A shareholders are entitled to vote on these resolutions*</b>		
3g. To re-elect Mr. Vladimir Chirakhov, as Non-Executive Director			
3h. To re-elect Mr. Dmitry Kamensky, as Non-Executive Director			
3i. To re-elect Mr. Alexey Katkov, as Non-Executive Director			
4. Approval of Directors’ remuneration as set out in the Notice of the AGM			

In the absence of instructions, our authorized representative may vote or abstain from voting as she/he thinks fit on any other matter which may properly come before the meeting.

Number of shares: \_\_\_\_\_

The name and address of the shareholder:

\_\_\_\_\_  
(please use capital letters)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Place

\_\_\_\_\_  
Signature

\*) Class A shareholders are requested to present evidence of their holding of ordinary shares and ADSs in the Company as at the date of the AGM to confirm their rights pursuant to Regulations 75A and 75B of the Articles of Association of the Company.