

# OZON HOLDINGS PLC

## NOMINATING COMMITTEE CHARTER

### I. Purpose

The purpose of the Nominating Committee (the “Committee”) is to identify individuals qualified to become members of the Board of Directors (the “Board”) of Ozon Holdings PLC (the “Company”) consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next meeting of shareholders and to oversee the evaluation of the Board.

### II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to the exceptions available to foreign private issuers. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall not have a casting vote in any meetings and for any purposes.

### III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee has sole authority to retain and terminate, without further approval of the Board, any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain, without further approval of the Board, any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

A Committee meeting may consist of a conference between members some or all of whom are in different places provided that each member who participates is able to hear each other participating member addressing the relevant meeting and to address all of the other participating members simultaneously, whether directly, by conference telephone or by any other means of, or equipment for, communications or by a combination of the said means or equipment.

The quorum for meetings of the Committee shall be majority of the Committee members. Every Committee member shall have one vote and matters arising at every meeting of the Committee shall be decided by a majority of votes of the members present at the meeting.

The Committee shall maintain written minutes of its meetings. The minutes shall be signed by the Chair or in his/her absence by other Committee member chairing the meeting. The minutes will be filed with the meeting minutes of the Board.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The Committee shall recommend to the Board appropriate criteria for the selection of new directors, including criteria for the selection of independent directors, and shall periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Code of Business Conduct and Ethics.* The Committee will develop and recommend to the Board the Code of Business Conduct and Ethics. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such code and recommend any proposed changes to the Board for approval and shall review any waiver requests under such code.

5. *Board Evaluations.* The Committee will oversee the annual self-evaluations of the Board.

6. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's articles of association, bylaws, and the charters of the Company's other committees.

7. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

8. *Committee Self-Evaluation; Assessment of Charter.* The Committee must at least annually perform an evaluation of the performance of the Committee. The Committee shall assess the adequacy of this Charter on an annual basis and recommend any changes to the Board.

9. *Delegation.* The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations.