



**OZON HOLDINGS PLC**

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**2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
(THE “MEETING” OR “AGM”)**

**AGENDA AND EXPLANATORY NOTES**

**Distributed electronically to:**

**All the shareholders of Ozon Holdings PLC**

**The Auditors:  
KPMG Limited  
JSC KEPT**

**Date: December 20, 2022 at 10 a.m. (EET) Cyprus time**

**Location: 2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor, 1065, Nicosia, Cyprus**

**Opening**

Introductory Remarks

**Agenda**

**1. APPROVAL OF THE COMPANY’S AUDITED CONSOLIDATED AND  
STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31,  
2021, TOGETHER WITH THE RESPECTIVE INDEPENDENT AUDITORS’ REPORTS  
AND THE MANAGEMENT REPORTS WHERE APPLICABLE**

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) the Company’s audited consolidated financial statements for the year ended December 31, 2021, 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 and the Management Reports thereon;
- (ii) the Company’s audited consolidated financial statements for the year ended December 31, 2021, 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 International Standards on Auditing (“**ISA**”), including the management report thereon, and together with the Independent Auditors’ Report thereon;
- (iii) the Company’s standalone financial statements for the year ended December 31, 2021, 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 thereon, and together with the Independent Auditors' Report thereon;

and to authorize any Director and/or the Secretary of the Company to proceed with the filing of respective annual returns for the year 2021 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 (i) re-appoint KPMG Limited (Cyprus) and JSC KEPT (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 shareholders of the Company and to (ii) authorize the Board to fix the Auditors' remuneration at its discretion.

## **3. RE-ELECTION OF DIRECTORS**

On the recommendation of the Nominating Committee (other than for the Directors in 3b, 3c, 3d, who under the Company's Articles of Association are appointed and nominated by the respective holders of the Class A Shares) and based on rotation rules set out in the Company's Articles of Association, the Board recommends to the Meeting to re-elect (with the rest of the Directors continuing their directorship as is):

- 3a. Mr. Igor Gerasimov, as Executive Director;
- 3b. Ms. Elena Ivashentseva, as Non-Executive Director;
- 3c. Mr. Dmitry Kamensky, as Non-Executive Director; and
- 3d. Mr. Alexey Katkov, as Non-Executive Director.

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## Explanatory Notes to the Agenda

### Opening

The Chairman will make necessary arrangements for the conduction of the meeting and will look back on 2021, including the Group's financial performance.

#### **1. Approval of the Company's audited consolidated and standalone financial statements for the year ended December 31, 2021, together with the respective independent auditors' reports and the management reports where applicable**

Copies of the audited consolidated and standalone financial statements and the management reports therein for the year ended December 31, 2021, together with the respective independent auditors' reports, are available for inspection by shareholders at the registered office of the Company and can also be obtained from Investor Relations by email: [corporateoffice@corp.ozon.com](mailto:corporateoffice@corp.ozon.com)

#### **2. Appointment of the Company's auditors**

In accordance with the provisions of Section 153 of the Companies Law Cap 113, the Auditors of the Company shall be appointed at each annual general meeting. Accordingly, it is proposed to re-appoint KPMG Limited (Cyprus) as Auditors with respect to the Company's Cyprus reporting matters and JSC KEPT (Russia) (*former* KPMG JSC) as Auditors with respect to US and Russian reporting matters.

#### **3. Re-election of Directors**

According to Regulation 94A of the Company's Articles of Association (the "**Articles**"), any director appointed by the Board shall hold office until the next following annual general meeting and shall then be eligible for re-election. In April 2022 Mr. Igor Gerasimov, Executive Director of the Board, was so appointed, thus his appointment expires at the AGM and he remains eligible for re-election at the AGM (the "**Board-appointed director**"). Accordingly, the Nominating Committee by its unanimous resolution dated November 16, 2022, nominated Mr. Igor Gerasimov being the Board-appointed director for re-election as Executive Director at the Meeting.

Further, in accordance with the Company's Articles (Regulations 76-78), at each annual general meeting of shareholders one-third of the Directors (i.e. 3 out of 9) that have been longest in the office shall retire from office and remain eligible for re-election (the "**Rotated directors**"), provided that no Independent Director shall be subject to retirement until at least two-thirds of the Directors have been retired and/or have been re-elected at the two consecutive annual general meetings held after the IPO. The 2022 AGM is the second AGM after the Company's IPO.

Therefore, in addition to re-election of the Board-appointed director at the AGM this year, three Directors from those appointed by holders of the Class A Shares are the Rotated directors, namely: Ms. Elena Ivashentseva, Mr. Dmitry Kamensky, Mr. Alexey Katkov, and may be re-elected at the AGM pursuant to the Company's Articles. Such Directors were nominated for re-election at the AGM by the relevant holders of the Class A Shares.

Based on the nominations received from: (i) the Nominating Committee dated November 16, 2022 with respect to re-election of Mr. Igor Gerasimov as an Executive Director, (ii) Baring

Vostok Fund V Nominees Limited, a holder of one Class A Share in the Company with respect to Ms. Elena Ivashentseva, as a Non-Executive Director and Mr. Dmitry Kamensky, as a Non-Executive Director, and (iii) Sistema Public Joint Stock Financial Corporation, a holder of one Class A Share in the Company with respect to Mr. Alexey Katkov, as a Non-Executive Director, the Board recommends to the Meeting to re-elect each of the following directors by a separate resolution to the Board of Directors:

- Mr. Igor Gerasimov, as an Executive Director;
- Ms. Elena Ivashentseva, as a Non-Executive Director (only respective Class A shareholder entitled to vote);
- Mr. Dmitry Kamensky, as a Non-Executive Director (only respective Class A shareholder entitled to vote); and
- Mr. Alexey Katkov, as a Non-Executive Director (only respective Class A shareholder entitled to vote).

It is further noted that, in accordance with the provisions of the regulation 75A of the Articles, each of the holders of Class A shares has the right to appoint, remove or substitute two Directors of the Company.

Baring Vostok Fund V Nominees Limited, a holder of one Class A share in the Company, will exercise its right, pursuant and subject to Regulation 75A of the Articles, to re-appoint the following directors:

- Ms. Elena Ivashentseva, as Non-Executive Director; and
- Mr. Dmitry Kamensky, as Non-Executive Director.

Sistema Public Joint Stock Financial Corporation, a holder of one Class A share in the Company, will exercise its right, pursuant and subject to Regulation 75A of the Articles, to re-appoint the following director:

- Mr. Alexey Katkov, as Non-Executive Director.

A brief summary of the business experience of the Directors nominated and recommended for re-election at the Meeting is provided on our website: [https://ir.ozon.com/corporate\\_governance/#directors](https://ir.ozon.com/corporate_governance/#directors)

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