
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of November 2022

Commission File Number: 001-39713

Ozon Holdings PLC
(Exact Name of Registrant as Specified in its Charter)

**Arch. Makariou III, 2-4
Capital Center, 9th floor
1065, Nicosia
Cyprus
Telephone: +357 22 360 000
(Address of Principal Executive Office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-t Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-t Rule 101(b)(7):

On November 18, 2022, Ozon Holdings PLC issued a press release together with the Notice of Annual General Meeting, copies of which are attached as Exhibit 99.1 and Exhibit 99.2 hereto.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Ozon Holdings PLC dated November 18, 2022.
99.2	Notice of Annual General Meeting

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

Ozon Holdings PLC

By: /s/ Igor Gerasimov

Name: Igor Gerasimov

Title: Chief Financial Officer, Executive Director

Date: November 18, 2022



Ozon Announces 2022 Annual General Meeting

November 18, 2022 – Ozon Holdings PLC (NASDAQ and MOEX: “OZON”, thereafter referred to as “we”, “us”, “our”, “Ozon” or the “Company”) will hold its 2022 Annual General Meeting (the “AGM”) on December 20, 2022, at 10:00 a.m. (Cyprus time), with the record date of November 21, 2022, at 2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor, 1065, Nicosia, Cyprus.

Only shareholders of record at the close of business on November 21, 2022 are entitled to vote at the AGM and any adjourned meeting thereof. Holders of the Company’s American Depositary Shares (the “ADSs”) who wish to exercise their voting rights for the underlying shares must act through the depository of the Company’s ADS program, The Bank of New York Mellon.

At the AGM, the following items will be submitted for shareholders’ approval:

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;
2. Appointment of the Company’s auditors;
3. Re-election of Directors.

Further details on the agenda and procedural matters related to the AGM will be made available to the Company’s shareholders by the Company and the Company’s ADS holders through The Bank of New York Mellon.

Copies of materials related to the AGM, including the AGM notice and explanatory notes, are available at the Company’s website: https://ir.ozon.com/shareholder_information/#annual_general_meeting

About OZON

Ozon is a leading multi-category e-commerce platform and one of the largest internet companies in Russia. Its fulfillment infrastructure and delivery network have some of the widest coverage among e-commerce players in the country, enabling Ozon to provide Russian population with fast and convenient delivery via couriers, pick-up points or parcel lockers. Its extensive logistics footprint and fast-developing marketplace platform allow thousands of entrepreneurs to sell their products across Russia's 11 time zones and offer millions of customers one of the widest selections of goods across multiple product categories. Ozon actively seeks to expand its value-added services such as fintech and other new verticals such as Ozon fresh online grocery delivery. For more information, please visit <https://corp.ozon.com/>.

Contacts**Investor Relations**

ir@ozon.ru

Press Office

pr@ozon.ru

Disclaimer

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect the current views of Ozon Holdings PLC (“we”, “our” or “us”, or the “Company”) about future events and financial performance. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements.

These forward-looking statements are based on management’s current expectations. However, it is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. These statements are neither promises nor guarantees but involve known and unknown risks, uncertainties and other important factors and circumstances that may cause Ozon’s actual results, performance or achievements to be materially different from its expectations expressed or implied by the forward-looking statements, including conditions in the U.S. capital markets, negative global economic conditions, potential negative developments in the COVID-19 pandemic, the geopolitical crisis surrounding Ukraine and sanctions and governmental measures imposed in response, other negative developments in Ozon’s business or unfavorable legislative or regulatory developments. We caution you therefore against relying on these forward-looking statements, and we qualify all of our forward-looking statements by these cautionary statements. Please refer to our Annual Report on Form 20-F for the year ended December 31, 2021 and other filings with the SEC concerning factors that could cause actual results to differ materially from those described in our forward-looking statements.

These and other important factors could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any such forward-looking statements represent management’s estimates as of the date of this press release. While Ozon may elect to update such forward-looking statements at some point in the future, Ozon disclaims any obligation to do so, even if subsequent events cause its views to change. These forward-looking statements should not be relied upon as representing Ozon’s views as of any date subsequent to the date of this press release.

The trademarks included herein are the property of the owners thereof and are used for reference purposes only. Such use should not be construed as an endorsement of the products or services of the Company.



OZON HOLDINGS PLC
2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor,
1065, Nicosia, Cyprus
+357 22 360000, ww.ozon.ru

NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
of OZON HOLDINGS PLC

Distributed electronically to:

All the shareholders of Ozon Holdings PLC

The Auditors:
KPMG Limited
JSC KEPT

November 18, 2022

We hereby inform you that the Annual General Meeting of shareholders (the “**Meeting**”) of OZON HOLDINGS PLC (the “**Company**”) for 2022 will be held at the Company’s Registered Office (2-4 Arch. Makarios III Avenue, Capital Center, 9th Floor, 1065, Nicosia, Cyprus) on **Tuesday, December 20, 2022 at 10 a.m. (EET) 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, 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 an Executive Director;

3b. Ms. Elena Ivashentseva, as a Non-Executive Director;

3c. Mr. Dmitry Kamensky, as a Non-Executive Director; and

3d. Mr. Alexey Katkov, as a Non-Executive Director.

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 21, 2022** 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, 9th 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

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 (including Ordinary shares represented by Depositary Receipts), 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/shareholder_information/#annual_general_meeting

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 21, 2022.

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.

BY THE ORDER OF THE BOARD

Stelios Triantafyllides

on behalf of

A.T.S. Services Limited

Secretary of Ozon Holdings PLC

APPENDIX A – FORMS OF PROXY AND AUTHORISATION

[Begins on next page]

FORMS OF PROXY/AUTHORISATION

PROXY – ANNUAL GENERAL MEETING – DECEMBER 20, 2022 – OZON HOLDINGS PLC

Shareholders who are not able to attend the Annual General Meeting on Tuesday, December 20, 2022 at 10 a.m. (EET) Cyprus time 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 20, 2022, 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, 2021, together with the respective independent auditors' reports and the management reports where applicable.			
2. Appointment of the Company's auditors			
3. Re-election of Directors:			
3a. To re-elect Mr. Igor Gerasimov, as Executive Director			
3b. To re-elect Ms. Elena Ivashentseva, as Non-Executive Director			
3c. To re-elect Mr. Dmitry Kamensky, as Non-Executive Director			
3d. To re-elect Mr. Alexey Katkov, as Non-Executive Director			
	Only Class A shareholders are entitled to vote on these resolutions*		

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 20, 2022– 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 20, 2022, 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, 2021, together with the respective independent auditors’ reports and the management reports where applicable.			
2. Appointment of the Company’s auditors			
3. Re-election of Directors:			
3a. To re-elect Mr. Igor Gerasimov, as Executive Director			
3b. To re-elect Ms. Elena Ivashentseva, as Non-Executive Director			
3c. To re-elect Mr. Dmitry Kamensky, as Non-Executive Director			
3d. To re-elect Mr. Alexey Katkov, as Non-Executive Director			
	Only Class A shareholders are entitled to vote on these resolutions*		

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.