



NOTICE OF CONVOCATION

OF THE ANNUAL GENERAL MEETING OF CIAN PLC

Date: 6 December, 2024

Distributed electronically to:

All the Members of CIAN PLC

The Auditors

The Custodian: RCS TRUST AND CORPORATE SERVICES LTD

Notice of the Annual General Meeting (the “Meeting”) of CIAN PLC

Dear Member,

Notice is hereby given in accordance with the articles of association (the “**Articles**”) of CIAN PLC (the “**Company**”) that the upcoming Meeting of the Members of the Company will be held at 9 Kafkasou Street, Treppides Tower, Floor: 4th, Flat: 401, Aglantzia, Nicosia, 2112, CYPRUS on **27 December 2024 at 9:00 a.m. local time** to transact the following business:

As Ordinary Business to be approved by an ordinary resolution:

Part 1

ADOPTION OF THE COMPANY’S AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS FOR 2023 FINANCIAL YEAR

WHEREAS the Cian Group Report and the Financial Statements for the year ended December 31, 2023 (as attached in Annex A hereto), the Cian Group Consolidated Financial Statements as of December 31, 2023 and for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, and the Management report (as attached in Annex B hereto), as well as Cian PLC Report and Financial Statements for the year ended December 31, 2023 (as attached in Annex C hereto) have been reviewed, considered, approved and recommended by the Board of Directors of the Company (the “**Board**”) to the Meeting,

Proposed
ordinary
resolution

THAT the Cian Group Report and the Financial Statements for the year ended December 31, 2023, the Cian Group Consolidated Financial Statements as of December 31, 2023 and for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, and the Management report, as well as Cian PLC Report and Financial Statements for the year ended December 31, 2023 be approved and adopted.

Part 2

APPOINTMENT OF THE COMPANY'S AUDITORS AND FIXING AUDITORS' REMUNERATION

WHEREAS the Board has recommended to appoint Papakyriacou & Partners Ltd as the Company's auditors in accordance with the provisions of section 153 of the Companies Law Cap 113 for the purpose of audit of consolidated financial statements of the Company for the year ending December 31, 2024 and standalone financial statements of the Company for the year ending December 31, 2024 in accordance with International Standards on Auditing (ISA) ("**Standalone Auditor**") and to appoint Business Solutions and Technologies ("**BST**") for the purpose of preparation of consolidated financial statements of the Company for the year ending December 31, 2024 International Standards on Auditing (ISA) ("**Consolidated Auditor**") to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting when they shall be eligible for re-election and to fix Consolidated Auditor's remuneration in the amount of up to 16 000 000 RUB (excluding VAT) and the Standalone Auditor's remuneration in the amount of up to EUR 27 800 (excluding VAT),

Proposed
ordinary
resolution

THAT Papakyriacou & Partners Ltd be appointed as the Company's Standalone Auditor;
THAT BST be appointed as the Company's Consolidated Auditor;
THAT the Standalone Auditor's remuneration be fixed in the amount of up to EUR 27 800 (VAT excluding);
THAT the Consolidated Auditor's remuneration be fixed in the amount of up to RUB 16 000 000 (VAT excluding).

Part 3

SETTING THE NUMBER OF THE DIRECTORS AND ELECTION OF DIRECTORS

WHEREAS pursuant to Regulation 88 of the Articles, the General Meeting could determine the number of Directors, and the minimum number of Directors shall be three (3) (all three (3) shall be Independent Directors), and the maximum number shall be nine (9) (including at least three (3) Independent Directors);

WHEREAS pursuant to Regulation 112 of the Articles the Annual General Meeting has the power to re-elect any Director appointed pursuant to Regulation 111 thereof;

WHEREAS Regulations 89, 90, 91, 92, and 93 of the Articles provide for special rights on the appointment and termination of Speedtime Group Director(s) and Maksim Melnikov as a Director;

WHEREAS Regulation 177 of the Companies Law provides for a separate resolution for each Director submitted for re-election at the General Meeting;

Proposed
ordinary
resolution

THAT the number of the Directors on the Board of the Company shall be 7 (seven), including at least 3 (three) Independent Directors;
THAT Mr. Simon Baker be re-appointed by an ordinary resolution as an Independent Director of the Company;
THAT Mr. Douglas W. Gardner be re-appointed by an ordinary resolution as an Independent Director of the Company;

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THAT Mr. Vladimir Verkhoshinskiy be re-appointed by an ordinary resolution as an Independent Director of the Company;

THAT Mr. Dmitry Sergienkov be appointed by the ordinary resolution as an Independent Director of the Company.

Part 4

APPROVAL OF DIRECTORS' REMUNERATION

WHEREAS the remuneration of the non-executive members of the Board was approved at the General Meeting on September 30, 2022;

Proposed
ordinary
resolution

THAT the Directors' remuneration, as approved at the General Meeting on September 30, 2022, shall remain unchanged.

There is no Special Business proposed to be approved by a special resolution.

This notice has been made available on the Company's website and may be accessed at the URL <https://ir.ciangroup.ru/en/>

Attached are:

- The agenda for this Meeting;
- Cian Group Report and the Financial Statements for the year ended December 31, 2023;
- Cian Group Consolidated Financial Statements as of December 31, 2023 and for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, and the Management report;
- Cian PLC Report and Financial Statements for the year ended December 31, 2023;
- Key information on the Auditors proposed for appointment;
- Key information on members of the Board to be re-elected;
- Member Proxy form.

Important Notes:

The following arrangements will be adopted for the Meeting:

- (a) A Member may submit questions to the Company via post or email. The questions must reach the Company at least 2 days prior to the Meeting;
- (b) All substantial and relevant questions will be addressed by the Board and/or management prior to the Meeting. Questions that concern a matter that will be put to a vote will be addressed by the Board and/or management prior to the Meeting;

A Member may vote by appointing the chairman of the Meeting or another person as the Member's proxy (such proxy need not be a Member of the Company) to vote at the Meeting by depositing with the Company an instrument of appointment ("the proxy form") by post to Kosta Varnali, 53, Latsia, 2233, Nicosia, Cyprus, CIAN PLC or by electronic mail to corpsec@cian.ru at any time before the time for holding the Meeting. A copy of the proxy form is attached to this Notice. In appointing the chairman of

the Meeting or another person as a proxy, a Member must give specific instructions with regards to voting, or abstentions from voting, in the form of proxy, failing which the appointment may be treated as invalid.

INFORMATION FOR ADR HOLDERS

The ADRs holders shall exercise their voting rights in accordance with relevant provisions of the Amended and Restated Deposit Agreement dated September 30, 2024, must act through the custodian of the Company's ADR program. The record date for ADRs holders is set on December 10, 2024.

Yours faithfully

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By the order of the Board

Cian PLC