



NOTICE OF CONVOCAATION

OF THE ANNUAL SHAREHOLDERS MEETING OF CIAN PLC

Date: August 17, 2022

Distributed electronically to:

All the shareholders of CIAN PLC

The Auditors

The Depositary: The Bank of New York Mellon

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 **30 September 2022 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 2021 FINANCIAL YEAR**

WHEREAS the Annual Report and the Financial Statements for the year ended December 31, 2021(as attached in Annex A hereto) as well as the Consolidated Financial Statements as of December 31, 2021 and for the year ended December 31, 2021 and the Management report ((as attached in Annex B 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 Annual Report and the Financial Statements for the year ended December 31, 2021 as well as the Consolidated Financial Statements as of December 31, 2021 and for the year ended December 31, 2021 and the Management report, be and are hereby approved and adopted.

Part 2 **APPOINTMENT OF THE COMPANY’S AUDITORS AND FIXING AUDITORS’ RENUMERATION**

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 Cian PLC for the year ending December 31, 2022 and standalone financial statements of the Company for the year ending December 31, 2022 in ac-

CIAN PLC

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cordance 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, 2022 in accordance with Public Company Accounting Oversight Board (PCAOB) auditing standards (“**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 17 600 000 RUB (excluding VAT) and the Standalone Auditor’s remuneration in the amount of up to EUR 27 650 (excluding VAT),

Proposed ordinary resolution THAT Papakyrriacou & Partners Ltd be and is herewith appointed as the Company’s Standalone Auditor;
THAT BST be and is herewith appointed as Company’s Consolidated Auditor;
THAT the Standalone Auditor’s remuneration be fixed in the amount of up to RUB 27 650 (VAT excluding);
THAT the Consolidated Auditor’s remuneration be fixed in the amount of up to EUR 17 600 000 (VAT excluding).

Part 3 **SETTING THE NUMBER OF THE DIRECTORS AND ELECTION OF DIRECTORS**

WHEREAS pursuant to Regulation 88 of the Articles, 1 year following the Effective Date (as defined in the Articles) the General Meeting could determine the number of Directors, and that the number of Directors shall be no less than seven (7), 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 Elbrus 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 following the date that falls one (1) year after the Effective Date (as defined in the Articles) the number of the Directors on the Board of the Company shall be 7 (seven), including 3 (three) Independent Directors.

THAT Mr. **Simon Baker** be and is herewith re-appointed by an ordinary resolution as the Independent Director of the Company;

THAT Mr. **Douglas W. Gardner** be and is herewith re-appointed by an ordinary resolution as the Independent Director of the Company;

THAT Mr. **Vladimir Verkhoshinskiy** be and are herewith re-appointed by an ordinary resolution as the Independent Director of the Company pursuant to Regulation 112 of the Articles.

Part 4

APPROVAL OF DIRECTORS' REMUNERATION

WHEREAS the remuneration of the non-executive members of the Board was approved by the General Meeting on November 4, 2021 and the Company wishes to make certain changes to their remuneration;

WHEREAS the Board has recommended to the Meeting to approve the remuneration of Vladimir Verkhoshinskiy as a non-executive member of the Board of the Company;

Proposed ordinary resolution

The following ordinary resolutions be adopted

- (i) the remuneration of the members of the Audit Committee of the Board of Directors of the Company shall be increased and set at a gross annual fee of USD 40,000 (forty thousand U.S. dollars) payable in cash;
- (ii) the remuneration of the chairperson of the Audit Committee of the Board of Directors of the Company shall be set at a gross annual fee of USD 50,000 (fifty thousand U.S. dollars) payable in cash;
- (iii) cash remuneration of the chairperson of a Strategic Committee of the Board of Directors of the Company shall be introduced at a gross annual fee of USD 10,000 (ten thousand U.S. dollars) payable in cash;
- (iv) an annual grant of restricted stock units in respect of the Company's ordinary shares ("Shares") having an aggregate award value of USD 100,000 (one hundred thousand U.S. dollars) shall be issued and transferred to the members of the Board of Directors on or about the date that falls 3 (three) years after the award date, provided that if by the end of the relevant lock-up period (i) there is no trading of the Shares on the New York Stock Exchange (NYSE) or Moscow Stock Exchange (MOEX) or any other international stock exchange, as the case may be, or (ii) there is trading of the Shares on any of the above-mentioned stock exchanges, but no technical availability for a Director to sell the Shares at any exchange exists, the 2021 Administrator of the Restricted Stock Units Plan shall be and is herewith entitled to decide on a way the Shares could be sold by the Directors subject to applicable legislation as at the date of such sale.

If the Actual Share price, being the 30-day average price on NYSE prior to November 5, 2022 or, in case of no NYSE trading, the 60-day average price on MOEX prior to November 5, 2022, of each Share granted at IPO and of any other share granted prior to November 5, 2022 shall be less than USD 16.00 (sixteen U.S. dollars),

then for each Share granted 50 (fifty) percent of difference between the USD 16.00 and the Actual Share price shall be compensated by allotment of new Shares, based on the Actual Share price, to the member of the Board pursuant to the 2021 Restricted Stock Units Plan as adopted by the Company and as amended from time to time on the terms approved by the 2021 Restricted Stock Units Plan Administrator.

In case no trading of Shares is available on NYSE and /or MOEX, the Actual Share Price shall be determined by an independent appraiser engaged by the Board.

In case no trading of Shares is available on NYSE and /or MOEX, the Actual Share Price shall be determined by an independent appraiser engaged by the Board.

The price per new Share used for calculation of such number of Shares to be granted to the member of the Board of Directors after November 5, 2022 date shall be calculated based on a 30-day average price on NYSE or 60-day average price on MOEX in case no trading on NYSE is available for the Shares. No partial Shares shall be allotted.

In case no trading of Shares is available on NYSE and /or MOEX, such price shall be determined by an independent appraiser engaged by the Board.

- (v) other components of Director's remuneration, as approved in the General Meeting dated November 4, 2021, shall remain unchanged.
- (vi) the remuneration of Mr. Vladimir Verkhoshinskiy shall correspond to the remuneration set by the shareholders for non-executive members of the Board and the members of the Audit Committee of the Board of the Company as per the above.

This Notice has been made available on the Company's website and may be accessed at the URL <https://investor.cian.ru/English/news/default.aspx>

Attached are:

- The agenda for this Meeting;
- Consolidated Financial Statements and Management Report for Financial Year ended December 31, 2021;
- Annual Report and Financial Statements for Financial Year ended December 31, 2021;
- Key information on Auditors proposed for appointment;
- Key information on members of the Board to be re-elected;
- Shareholder 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 shareholder of the Company) to vote at the Meeting by depositing with the Company an instrument of appointment (“the proxy form”) by post to 64 Agiou Georgiou Makri, Anna Maria Lena Court, Flat/Office: 201, 6037, Larnaca, 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 in Annex C. 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 ADSs holders shall exercise their voting rights in accordance with relevant provisions of the Deposit Agreement dated November 8, 2021, must act through the depository of the Company's ADS program, The record date for ADSs holders is set on August 23, 2022.

Yours faithfully

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By the order of the Board

Cian PLC