



## PROXY FORM

CIAN PLC

I/We \_\_\_\_\_, of \_\_\_\_\_ being a Member/Members of the above-named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him, \_\_\_\_\_, of \_\_\_\_\_ as my/our proxy to vote for me/us or on my/our behalf at the Annual General Meeting of the Company, to be held on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof as indicated below.

No.	RESOLUTION	FOR	AGAINST	ABSTAIN
1.	THAT Annual Report and Financial Statements for the year ended 31 December 2021 as well as Consolidated Financial Statements as of December 31, 2021 and for the year ended December 31, 2021 and Management report be and are hereby approved and adopted.			
2.	THAT Papakyriacou & Partners Ltd. be and is herewith re-appointed as the Company's Standalone Auditors;			
	THAT BST be and is herewith appointed as Company's Consolidated Auditors;			
	THAT the Consolidated Auditor's remuneration is fixed in the lump sum amount of up to RUB 17 600 000 (VAT excluding).			
	THAT the Standalone Auditor's remuneration is fixed in the lump sum amount of up to EUR 27 650 (VAT excluding).			
3.	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 are herewith appointed by an ordinary resolution as the Independent Director of the Company;			
	THAT Mr. Douglas W. Gardner be and are herewith appointed by an ordinary resolution as the Independent Director of the Company;			
	THAT Mr. Vladimir Verkhoshinskiy be and are herewith appointed by an ordinary resolution as the Independent Director of the Company pursuant to Regulation 112			

<p>4. THAT the following ordinary resolutions are adopted</p> <p>(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;</p> <p>(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 10,000 (ten thousand U.S. dollars) payable in cash;</p> <p>(iii) the remuneration of the chairperson of a Strategic Committee of the Board of Directors of the Company shall be set at a gross annual fee of USD 10,000 (ten thousand U.S. dollars) payable in cash;</p> <p>(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 non-executive 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 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 on any of the above-mentioned stock exchanges, but no technical availability for a Director to sell the Shares at any exchange exists, then 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.</p> <p>If the actual price of Shares granted at IPO and until the date that falls one year after the date of the final prospectus prepared in connection with the IPO (the "IPO Anniversary") shall be less than USD 16.00 (six-teen U.S. dollars), then 50 (fifty) percent of difference between the USD 16.00 and the actual price, being the 30-day average price on NYSE or, in case of no NYSE trading, the 60-day average price on MOEX (the "Actual Share Price"), shall be compensated by allotment of new Shares to the non-executive member of 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.</p> <p>The price per new Share used for calculation of such number of Shares to be granted to the non-executive member of the Board of Directors after the IPO Anniversary 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.</p> <p>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.</p> <p>(v) other components of Director's remuneration, as approved in the General Meeting dated November 4, 2021, shall remain unchanged.</p> <p>(vi) the remuneration of Mr. Vladimir Verkhoshinskiy shall correspond the remuneration set by the shareholders for non-executive members of the Board and the members of the Audit Committee of the Board of Directors of the Company.</p>			
--	--	--	--

Signed this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

This form is to be used in favour of/ against the resolution – you need to indicate clearly your position in the table provided above. Unless otherwise instructed, the proxy will vote as he thinks fit.