

Notification of the Extraordinary General Shareholders Meeting

Joint-stock Company Melon Fashion Group

Russian Federation, 190103, St Petersburg, 10th Krasnoarmeiskaya street 22 marked with Letter A, premises 1-H, 6th floor

Dear Shareholders,

Hereby, we inform you that on **March 17, 2022**, the Joint-Stock Company **Melon Fashion Group** will hold an Extra General Shareholders Meeting (EGSM).

The EGSM will be held at **11:00 am** at the Melon Fashion Group office in Kellermann Center. Registration will start at 10:00 am and will last till the end of discussion on the last item on the agenda.

The list of shareholders entitled to participate in the EGSM will be made **on January 21, 2022**.

Following is the identification of the shares whose owners are entitled to participate in the EGSM: ordinary shares, state registration issuance number: 1-01-03658-D, date of the state registration: 26.02.2006 international identification code (number) of the securities (ISIN)- RU000A0JQ1E0.

AGENDA:

1. Pre-term termination of authority of members of the Board of Directors.
2. Quantitative composition of the Board of Directors, election of the new Board of Directors of the Company
3. Pre-term termination of the authority of the Audit committee and election of new members of the Audit committee of the Company
4. Approval of a major transaction (several interconnected transactions)
5. Approval of the new edition of the MFG Articles of Association.
6. Approval of the internal documents regulating activities of the Company's bodies.

In accordance with the *Law on Stockholding Companies*, a shareholder(s) holding not less than 2 % of voting shares of the Company have the right to nominate candidates to the Board of Directors and to the Audit committee, the number of candidates to both bodies cannot exceed the existing quantity of their members.

The deadline for receipt of the above-mentioned nomination is February 14, 2022. . Letters of nomination shall be sent to the postal address of the Company: MFG, 10th Krasnoarmeyskaya street No 22, 190103, St Petersburg, Russia.

Starting from **February 25, 2022**, shareholders entitled to participate in the EGSM can avail of the information at the office of the Company on workdays from **10:00 am to 18:00**.

In order to register for the EGSM, a shareholder is to present their passport or another ID; and shareholders' representatives are to present a duly issued PoA. A person representing a corporate shareholder is to confirm their authority by presenting either a PoA, or a document proving their capacity to represent the legal entity.

The agenda of the EGSM contains an issue, where results of voting can entail occurrence of the shareholders' right to demand that the Company should buy out their shares.

In accordance with Article 75 of the Federal law *On Stockholding companies*, if the EGSM decides positively on issue

4, a shareholder who has voted against or has not participated in voting on this issue, gets the right to demand the buyout of their shares.

The list of shareholders entitled to demand the buyout of their shares will be made on January 21, 2002 on the basis of the Register. The buyout of shares shall be made at the price set by the Board of Directors on **January 10, 2022, which is RUR 74.95 per share.**

A shareholder who has voted against or has not participated in voting on issue 4, has the right to submit a written demand for the buyout of their shares to the Company's Registrar (joint-stock Company "Independent Registrar Company R.O.S.T.") sending it by mail, or presenting personally against the signature of an officer accepting it. Also, if such action is in compliance with the Registrar's rules of operations, a shareholder can send their written demand by email, signed with a simple electronic signature. In this case, a document signed with simple electronic signature shall be qualified as equal to a paper document signed by hand. Revocation of such demand shall be submitted in the same way.

The demand or revocation can be submitted to the central office of the Registrar Company (107076, Moscow, Stromynka street 18, building 5B), to the North-West affiliate in St. Petersburg (Obvodny canal embankment 93 A, building marked with letter A, office 5H), as well as to other affiliates of the Registrar enumerated on the site: <https://roost.ru/ru/filials/>.

Demand on the buyout of shares shall contain information that can identify the shareholder and the number of shares that they demand to buy out.

From the date when the Registrar receives a demand to buyout and until the date when the transfer of rights to the sold shares is recorded in the Register, or until the date of revocation of such demand, the shareholder has no right to dispose of the shares meant for the buyout, including pledging or burdening. Without any such instructions of the shareholder demanding the buyout, the Registrar of the Company shall record these restrictions in the shareholder's account alongside other rights to the shares.

A shareholder that is not Registered in the Company Register shall exercise their right to demand the buyout of their shares by giving corresponding instructions to a person accounting their rights to the Company's shares. Such instruction shall follow the rules of the Russian law on securities and contain information on the number and category of shares claimed for the buyout.

From the date when the nominal shareholder receives an instruction to demand the buyout and until the date when the rights to the sold shares are transferred to the Company and this is recorded in the Register, or until the date when the nominal shareholder receives information from the Registrar on revocation of such demand, the shareholder has no right to dispose of the shares meant for the buyout, including pledging or burdening. Without any such instructions of the shareholder demanding the buyout, the nominal shareholder shall record these restrictions in the shareholder's account alongside other rights to the shares.

Shareholders can demand the buyout or revoke such demand within 45 days from the date of the GSM where the above-described decision has been taken. A shareholder can revoke the total number of shares that were demanded the buyout. The date of official demand or revocation shall be considered the date when Registrar receives such document from a registered shareholder, or from a nominal shareholder informing them about the intention of the unregistered shareholder.

Lifting of restrictions to the use of shares explained above shall take place and be recorded:

- 1) Simultaneously with recording the transfer of rights to the shares to the Company
- 2) On the date when the Registrar receives revocation from a Registered shareholder
- 3) On the date when the nominal shareholder receives information from the Registrar about revocation received from the unregistered shareholder
- 4) After 7 workdays from the expiry date for the Company's paying for the acquired shares unless the shareholder has requested to prolong the said restrictions.

After 45 days from the GSM when the corresponding decision has been taken elapse, the Company shall within 30

days buy out shares from the shareholders included in the list of persons entitled to demand the buyout. In case such demand is put forward by persons that are not included in such a list, the Company shall within 5 workdays send a refusal to satisfy this demand.

The total amount of monies allocated by the Company for the buyout of shares shall not exceed 10 percent of the value of its net assets as of the date when the decision entailing occurrence of the shareholders' right to demand the buyout has been taken. In case the total amount of shares demanded the buyout exceeds the number of shares that the Company is allowed to buy, the shares shall be bought out pro-rata submitted demands.

Within 50 days from the date when the corresponding decision has been taken, the Board of Directors shall approve of the report on the results of the buyout period, which shall contain the number of shares demanded for the buyout and the allowed number of shares that the Company can buy.

Payment to Registered shareholders for the bought-out shares shall be made to their bank accounts the requisites of which are recorded at the Registrar. In case there is no information on bank accounts of shareholders, or it is not possible to transfer money there, these circumstances not depending on the Company, the payment for the shares shall be transferred to the deposit of the Company's notary. The Registrar records the transfer of rights to the bought-out shares to the Company, except for the rights to shares that are held by the nominal shareholder, based on the approved report on the results of the buyout period and documents proving the Company's performance of its duties of payment to the shareholders, without instructions of shareholders registered in the Company's Register.

Payment for bought-out shares to persons that are not registered in the Company's Register shall be made by transfer of monies to the bank account of their nominal shareholder registered with the Company's Register. Recording of the transfer of rights to shares to the Company shall be made by the Registrar on the basis of the instructions of the nominal shareholder to transfer the rights to the Company and the approved report of the Board of Directors on the results of the buyout period. The nominal shareholder registered in the Company's Register shall transfer the monies to their deponents' bank accounts within one day from the date of the corresponding instruction. The nominal shareholder that is not registered in the Company's Register shall transfer monies to their deponents' bank accounts within one day from the date when monies came to the depository, were received by the nominal shareholder-client of this depository, and the information on the number of bought-out securities was presented.

Yours sincerely,
MFG Board of Directors