

Detsky Mir Public Joint-Stock Company



Explanatory Note on the agenda items of the Extraordinary General Meeting of Shareholders of Detsky Mir Public Joint-Stock Company

The Extraordinary General Meeting of Shareholders of Detsky Mir PJSC (the “Meeting”) will take place on February 14, 2024 and will be held in absentia.

Voting at the Meeting shall be carried out through the completion of voting ballots and their mailing to the postal address: 18 Ulitsa Stromynka, Bldg. 5B, Moscow, 107076, Russian Federation, IRC – R.O.S.T. JSC or through the personal account of IRC – R.O.S.T. JSC in electronic form on the website: (website address – <https://lk.rost.ru/>).

Final date for the acceptance of voting ballots February 14, 2024.

The final day for the acceptance of voting ballots and the completion of their electronic form on the website specified in this Notice of an Extraordinary General Meeting of Shareholders is the day immediately preceding the deadline for the acceptance of voting ballots.

On the procedure for conducting the Meeting of Detsky Mir PJSC (the “Company”)

The Meeting shall have the following working bodies:

- Chairman;
- Secretary;
- Counting Commission.

The Chairman (Chairperson) of the Meeting shall be the Chairman of the Board of Directors – Dmitry Gennadievich Bogatov.

The Chairman of the Meeting ensures compliance with the procedure for holding the Meeting, signs the Meeting Minutes and the Report on the Meeting’s Voting Results.

The Secretary of the Meeting shall be the Secretary of the Board of Directors – Sergey Yurievich Bellevich.

The Secretary of the Meeting organizes the preparation of the Meeting Minutes, coordinates interaction between shareholders, the Counting Commission and the Company, prepares and signs the Meeting Minutes and the Report on the Meeting’s Voting Results.

The Counting Commission verifies the powers of the persons participating in the Meeting; maintains the registration log; ensures that the powers of attorney of shareholder representatives have been issued in compliance with applicable Russian Federation legislation; keeps records on the powers of attorney and on the powers conferred thereby; sends the voting ballots, keeps the log of issued (sent) ballots; determines the Meeting quorum; ensures the observance of the established voting procedure and of the right of shareholders to take part in the voting; counts the votes and finalizes the results of voting; completes the report on voting results; archives all Meeting documents – including voting ballots. The functions of the Counting Commission of the Meeting of Detsky Mir PJSC are performed by the Company’s registrar – Independent Registrar Company R.O.S.T. Joint-Stock Company (IRC – R.O.S.T. JSC), Location: 18 Ulitsa Stromynka, Bldg. 5B, Room IX, Moscow, 107076, INN (Taxpayer Identification Number) 7726030449, OGRN (Primary State Registration Number) 1027739216757.

Agenda:

1. On the liquidation of Detsky Mir Public Joint-Stock Company.
2. On appointment of the Liquidation Commission of Detsky Mir Public Joint-Stock Company.
3. On approval of the Regulations on the Liquidation Commission of Detsky Mir Public Joint-Stock Company.

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Agenda Item No. 1:

On the liquidation of Detsky Mir Public Joint-Stock Company.

As part of implementing the plan for Detsky Mir's gradual transformation into a private business, as announced in November 2022, as well as the resolutions passed at the Extraordinary General Meeting of Shareholders of Detsky Mir PJSC on December 29, 2022, the procedure for Detsky Mir PJSC's reorganization was completed, whereby DM LLC, a wholly-owned operating subsidiary, was formed out of Detsky Mir PJSC.

As the next transformation stage, the subsidiaries of Detsky Mir PJSC launched the plan for acquiring ordinary shares of Detsky Mir PJSC from shareholders of Detsky Mir PJSC (including based on the voluntary and mandatory offer).

Based on the results of implementation of the plans for acquiring ordinary shares of Detsky Mir PJSC, the subsidiaries of Detsky Mir PJSC consolidated more than 60 % of Detsky Mir PJSC voting shares.

As the final step in Detsky Mir's restructuring, it is proposed to liquidate Detsky Mir PJSC in connection with the termination of its business activities. The shareholders of Detsky Mir PJSC who have not sold their shares for whatever reason will be able to receive the remaining property assets of the liquidating Detsky Mir PJSC after the completion of settlements with creditors. The remaining property assets will be distributed among the shareholders of Detsky Mir PJSC in the order of priority stipulated by applicable Russian Federation legislation and the Articles of Association of Detsky Mir Public Joint-Stock Company. All shares of the liquidated Detsky Mir PJSC will be cancelled.

In compliance with the requirements established by applicable Russian Federation legislation and the Articles of Association of Detsky Mir PJSC, in case the Meeting adopts a resolution to liquidate Detsky Mir PJSC, the Meeting shall establish the procedure and term for the liquidation of Detsky Mir PJSC.

The draft resolution on liquidation and establishing the procedure and term for the liquidation of Detsky Mir PJSC conforms with the requirements set forth by applicable Russian Federation legislation and the Articles of Association of Detsky Mir PJSC.

The resolution is adopted by a qualified majority of 3/4 (three-quarters) of the votes of shareholders – owners of voting shares participating in the Meeting.

Draft resolution:

Liquidate Detsky Mir Public Joint-Stock Company (OGRN (Primary State Registration Number) 1027700047100) on a voluntary basis.

Establish the following procedure and term for the liquidation of Detsky Mir Public Joint-Stock Company:

The Liquidation Commission of Detsky Mir Public Joint-Stock Company shall, within 18 months of adoption of the liquidation resolution, carry out any and all necessary actions related to the liquidation of Detsky Mir Public Joint-Stock Company, as required by applicable Russian Federation legislation and the Articles of Association of Detsky Mir Public Joint-Stock Company and in conformity with all of the deadlines set forth by Russian Federation legislation, including:

- within three (3) business days of adoption of the resolution to liquidate Detsky Mir Public Joint-Stock Company – communicate this fact in writing to the competent public authority responsible for the state registration of legal entities for a record on the legal entity's liquidation to be entered in the Unified State

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Register of Legal Entities, and publish the relevant information about the liquidation resolution in the manner prescribed by law;

- publish in the mass media where information on the state registration of legal entities is published a notice on the liquidation of Detsky Mir Public Joint-Stock Company, as well as the procedure and term for the making of claims by its creditors. Such term may not be less than two (2) months from publication of the notice on the liquidation of Detsky Mir Public Joint-Stock Company;
- take measures to identify creditors and receive accounts receivable, as well as to notify creditors in writing of the liquidation of Detsky Mir Public Joint-Stock Company;
- upon expiration of the deadline for the making of creditor claims – complete an interim liquidation balance-sheet containing information on the property assets of Detsky Mir Public Joint-Stock Company, on the claims made by its creditors and the results of their consideration, as well as the list of claims satisfied by an effective court ruling, regardless of whether such claims have been accepted by the Liquidation Commission. The interim liquidation balance-sheet shall be approved by the same body that made the decision to liquidate Detsky Mir Public Joint-Stock Company;
- pay funds to the creditors of Detsky Mir Public Joint-Stock Company in the order of priority stipulated by Article 64 of the Civil Code of the Russian Federation, in accordance with the interim liquidation balance-sheet from the date of approval thereof;
- upon the completion of settlements with creditors, draw up the liquidation balance-sheet of Detsky Mir Public Joint-Stock Company to be approved by the same body that made the decision to liquidate Detsky Mir Public Joint-Stock Company;
- distribute the remaining property assets of Detsky Mir Public Joint-Stock Company after the completion of settlements with creditors among the shareholders of Detsky Mir Public Joint-Stock Company in the order of priority established by applicable Russian Federation legislation and the Articles of Association of Detsky Mir Public Joint-Stock Company;
- take any other actions and measures related to the liquidation of Detsky Mir Public Joint-Stock Company in accordance with the procedure and within the timeframe established by applicable Russian Federation legislation and the Articles of Association of Detsky Mir Public Joint-Stock Company.

Agenda Item No. 2:

On appointment of the Liquidation Commission of Detsky Mir Public Joint-Stock Company.

In compliance with the requirements established by applicable Russian Federation legislation and the Articles of Association of Detsky Mir PJSC, in case the Meeting adopts a resolution to liquidate Detsky Mir PJSC, the Meeting shall appoint a Liquidation Commission, which shall acquire all of the relevant powers to manage the business of Detsky Mir PJSC from the moment of its appointment. The prospective members of (candidates for) the Detsky Mir PJSC Liquidation Commission are as follows:

- Sergey Yurievich Bellevich;
- Dmitry Gennadievich Bogatov;
- Elena Evgenievna Alekseeva.

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The resolution is adopted by a qualified majority of 3/4 (three-quarters) of the votes of shareholders – owners of voting shares participating in the Meeting.

Draft resolution:

Appoint the Liquidation Commission of Detsky Mir Public Joint-Stock Company, consisting of:

- Sergey Yurievich Bellevich;
- Dmitry Gennadievich Bogatov;
- Elena Evgenievna Alekseeva.

Agenda Item No. 3:

On approval of the Regulations on the Liquidation Commission of Detsky Mir Public Joint-Stock Company.

Approval of the Regulations on the Liquidation Commission of Detsky Mir PJSC shall be required to establish the procedure and basic principles for the activities of Detsky Mir PJSC's Liquidation Commission, which will make it possible to respect the interests of the shareholders and creditors of Detsky Mir PJSC, as well as those of any other concerned persons, and will provide for the transparency of its activities. The Regulations on the Liquidation Commission shall, among other things, establish the requirements for the convening and holding (of its meetings), as well as the procedure for the adoption and execution of the Liquidation Commission's resolutions.

The activities carried out by the Liquidation Commission of Detsky Mir PJSC, in conformity with the Regulations on the Liquidation Commission, should provide for the swiftest-possible performance of liquidation measures concerning Detsky Mir PJSC.

The resolution shall only be adopted upon the corresponding proposal by the Board of Directors by simple majority (more than ½ (half)) of the votes of shareholders holding the Company's voting shares attending the respective Meeting.

Draft resolution:

Approve the Regulations on the Liquidation Commission of Detsky Mir Public Joint-Stock Company.