

RCS ISSUER SERVICES S.AR.L

31 May 2024

FROM: RCS ISSUER SERVICES S.AR.L.
Office 230, 26 Boulevard Royal
L-2449, Luxembourg

Security Name: **TCS Group Holding PLC – Regulation S
Deposit Agreement Termination Announcement**

DR ISIN: **US87238U2033**

RCS Issuer Services S.AR.L., acting as depository ("RCS" or the "Depository") announces the termination of the deposit agreement dated October 24, 2013 (as amended from time to time, the "Deposit Agreement") between TCS GROUP HOLDING PLC ("International Public Joint-Stock Company TCS Holding" as renamed post-redomiciliation), RCS, and all holders from time to time of Regulation S depository receipts (Reg S GDRs, ISIN US87238U2033) issued thereunder. All capitalized terms not otherwise defined herein shall have the meaning given to such terms in the Deposit Agreement.

Reg S Termination Date: 29 August 2024
Reg S Ratio: 1 Reg S GDR : 1 Ordinary Share
Country of Incorporation: Russian Federation
Share registrar: Joint Stock Company NRK-R.O.S.T

Additional details of the Termination:

On or prior to the Reg S Termination Date, owners of Reg S GDRs, subject to applicable laws, upon (a) surrender of such GDRs, (b) payment of the Depository fee for the surrender of GDRs referred to in the Deposit Agreement, (c) payment of any applicable taxes or governmental charges, and (d) providing attestations and information requested in the GDR cancellation forms in compliance with applicable law, are entitled to delivery, of the amount of Deposited Shares represented by those GDRs (the "GDR Cancellation").

If any GDRs remain outstanding after the Termination Date, the Depository thereafter shall discontinue registration of transfers of GDRs, suspend the distribution of dividends to the owners thereof, and cease to serve any further notices or perform any further acts under the Deposit Agreement.

At any time after the Termination Date, depending on market conditions, applicable law, rules or regulations, the Depository will attempt to sell the Deposited Shares held at that time under the Deposit Agreement and may thereafter hold uninvested the net proceeds of any such sale, together with any other cash then held by it thereunder, without liability for interest, for the pro rata benefit of the owners of GDRs that have not theretofore been surrendered, such owners thereupon becoming general creditors of the Depository with respect to such net proceeds. GIVEN THE EVOLVING REGULATORY LANDSCAPE AND MARKET UNCERTAINTIES AS TO CAUSES BEYOND ITS REASONABLE CONTROL, RCS'S ABILITY TO SELL ANY

RCS Issuer Services S.ar.l.

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DEPOSITED SHARES THAT REMAIN OUTSTANDING AFTER THE TERMINATION DATES, EXECUTION OF FOREIGN EXCHANGE TRANSACTIONS, AND DISTRIBUTION OF U.S. DOLLARS OR OTHER CURRENCY TO HOLDERS MAY BE LIMITED.

After making such sale, the Depositary shall be discharged from all obligations under the Deposit Agreement, except to account for such net proceeds and other cash (after deducting, in each case, the fee of the Depositary for the surrender of GDRs, any expenses for the account of the owner of such GDRs in accordance with the terms and conditions of the Deposit Agreement, and any applicable taxes or governmental charges). Upon the termination of the Deposit Agreement, the Company shall be discharged from all obligations under the Deposit Agreement except for its obligations to the Depositary with respect to indemnification, charges, and expenses, which shall survive Termination.

For the avoidance of doubt, RCS may, in its own discretion and subject to applicable laws and regulations, continue processing the GDR Cancellation after the Termination Date.

It is recommended that any party surrendering GDRs for cancellation consult with their local market agent to ensure that delivery instructions are duly provided and that any and all local market requirements, including any restrictions on securities accounts, have been satisfied to allow for timely delivery of deposited securities.

Beginning on February 26, 2024, as required by current Russian law and regulations, the Company's ordinary equity shares underlying the GDRs have no voting rights, and dividends are no longer payable on any of the ordinary equity shares underlying the GDRs. GDR holders should consult with their local counsel and market agent on applicable requirements in connection with withdrawing the ordinary equity shares underlying the GDRs, including any restrictions on account types where the withdrawn equity shares may be deposited.

For further information, please contact operations@rcsgroup.lu