

LENTA PLC
REGISTRATION NUMBER HE 407296
FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We

of

being a Member\Members of the abovementioned Company, hereby appoint
of.....

..... or failing him,.....

.....of

as my/our proxy to participate in and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on the 22 day of July 2020 and at any adjournment thereof.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice convening the Meeting (see note 6 below).

	Resolutions	FOR	AGAINST	WITHHELD
Resolution 1	To approve by way of special resolution that the Company proceeds with deregistering from the Register of the Registrar of Companies in Cyprus and transferring its registered office to and registering as a continuing company in the form of International public joint-stock company under the legal regime of the Russian Federation without being dissolved and without being re-incorporated			
Resolution 2	To ratify and approve by way of ordinary resolution the appointment of Ernst & Young Cyprus Limited as auditors of the Company for the purpose of preparing the Interim Accounts			
Resolution 3	To approve by way of special resolution that the Company applies to the Registrar in accordance with the provisions of 354IA of the Law for the Registrar's consent to continue its existence as a legal entity in a jurisdiction outside the Republic of Cyprus by transferring its registered office from the Republic of Cyprus to Russia			
Resolution 4	To approve by way of special resolution the Interim Audited Accounts			
Resolution 5	To approve by way of special resolution that the Company changes its name as follows: (1) the full name of the Company in Russian to be Международная компания публичное акционерное общество «Лента»; (2) the short name of the Company in Russian to be: МКПАО «Лента»; (3) the full name of the Company in English: Lenta International public joint-stock company;			

	(4) the short name of the Company in English: Lenta IPJSC			
	The above resolution to take affect from the date of registration of the Company in the Unified State Register of Legal Entities of the Russian Federation.			
Resolution 6	To authorise by way of ordinary resolution the Board to approve the prospectus of shares required for the Company's registration in Russia			
Resolution 7	To authorise by way of ordinary resolution any one of the directors and/or the secretary of the Company to take all necessary actions on behalf of the Company to give effect to the above resolutions including, inter alia, to complete and file the relevant documents and applications with any competent authority and make all necessary assurances, affidavits, declarations and publications for the proper completion of the Company's transfer of its registered office out of the Republic Cyprus to the Russian Federation.			

Signed this day of 2020

Signature:
Member

Please tick here if you are appointing more than one proxy.

Number of shares proxy appointed over.

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to participate and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company at the registered office of the Company at 6 Karaiskaki Street, City House, 3032 Limassol, Cyprus (during normal business hours only); or sent by post to: 6, Karaiskaki Street, City House, 3032 Limassol, Cyprus; or if sent by fax at: +357 25555801; or via email to: Maria.Hadjicosti@crystalserve.com.cy, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
3. The completion and return of a form of proxy will not preclude a member from participating in person at the meeting and voting should he wish to do so.
4. In the case of a corporation, the form of proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
5. A member may appoint a proxy of its own choice. If the name of the member's choice is not entered in the space provided on the form of proxy, the return of the form of proxy duly signed will authorise the Chairman of the meeting to act as that member's proxy.
6. Please insert an "X" in one of the "FOR", "AGAINST" or "WITHHELD" boxes. If the boxes are left blank the proxy will vote or abstain as he sees fit.
7. To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
8. The Company has specified that only those members entered on the register of members at 1 pm (Moscow time) on July 01, 2020 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares in the capital of the Company held in their name at that time. Changes to the register after 1 pm (Moscow time) on July 01, 2020 shall be disregarded in determining the rights of any person to attend and vote at the meeting.