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LSE, MOEX, AIX: POLY
ADR: AUCOY

Polymetal International plc

Offer to exchange certain shares currently affected by the EU asset freeze on NSD and Notice of General Meeting

Polymetal announces its intention to conduct an offer to exchange certain eligible shares in consideration for certificated shares, subject to shareholder approval at a General Meeting which will be held at 10 am (BST) on Wednesday 12 October 2022 at etc.venues Fenchurch Street, 8 Fenchurch Pl, EC3M 4PB, London.

On 3 June 2022, the EU imposed sanctions on the National Settlement Depository ("NSD"), which effectively blocked the operations between Euroclear and NSD. Euroclear is the operator of CREST, the relevant system for paperless settlement of share transfers and the holding of shares in uncertificated form.

As a result of the sanctions, shareholders who hold their shares through NSD (which the Company estimates to be, in aggregate, approximately 22% of the Company's issued share capital), have been unable to receive dividends and/or take part in any corporate actions of the Company.

On 23 June 2022, the Board announced that it was consulting with its legal advisors and regulators to confirm the outcome of sanctions imposed by the EU and evaluate measures that could be taken to re-enfranchise shareholders affected by the sanctions in order to restore their respective economic and voting rights in the Company. The Company has sought potential solutions that would ensure that such measures do not affect the rights attached to Ordinary Shares held by all other shareholders in all respects. Until a solution is found, the Board is not minded to propose any corporate action or dividend in which such a sizeable proportion of the Company's shareholder base cannot participate.

Today, the Board announces its intention to conduct an exchange offer. The exchange offer invites shareholders whose rights have been affected by the sanctions imposed on NSD, subject to fulfilling eligibility criteria, to tender such shares for exchange in consideration for the issuance of a certificated share, on a one-for-one basis.

Eligible shareholders who successfully participate in the exchange offer will regain the enjoyment of their rights in the Company, albeit where such rights are evidenced in certificated form. The certificated shares will have the same rights and ISIN as, and be fungible with, the Ordinary Shares in all respects, including ranking equally for dividends.

At this time, due to restrictions imposed by securities laws and sanctions applicable to the jurisdictions in which the Company operates, the Board is unable to extend this facility to all shareholders affected by the imposition of such sanctions. Specifically, shareholders who are resident in, incorporated in, established in, or citizens of, Russia (including those with a second citizenship outside Russia) will not be eligible to participate in the exchange offer. Consequently, the Board understands that approximately 11% of the Company's issued share capital may not be eligible for exchange under the Exchange Offer.

Under relevant Jersey laws, the manner in which the Exchange Offer is being conducted, requires the approval in general meeting of shareholders. The exchange offer is therefore subject to the passing of all relevant resolutions, at a General Meeting of the Company, by the shareholders who are eligible to vote on the resolutions. Shareholders from whom shares are exchanged are not entitled to vote those shares on certain of the resolutions, however, with respect to those resolutions, they are entitled to vote any shares that are not exchanged in the exchange offer.

All resolutions for consideration at the General Meeting will be decided on a poll rather than a show of hands. Shareholders are strongly encouraged, regardless of the number of shares owned, to complete, sign and return the Form of Proxy appointing the Chair of the General Meeting as proxy. This will ensure that the vote is counted even if the shareholder is unable to attend.

The Directors consider that the Exchange Offer is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend shareholders to vote in favour of the resolutions.

Further details of the exchange offer can be found in the combined shareholder circular and notice of General Meeting (the "Circular"), which has been published today.

The following documents have been posted or made available to shareholders today:

- The Circular;
- The Tender Form;
- Form of Proxy for the General Meeting; and
- Notice of Availability.

The expected timetable for the General Meeting and Exchange Offer is as outlined below:

2022

<i>Exchange Offer opens</i>	22 September
<i>Latest time and date for receipt of tender forms and accompanying documentation</i>	by 4 p.m. on 6 October
<i>Exchange Offer closes</i>	4 p.m. on 6 October
<i>Record Date for the Exchange Offer</i>	5 p.m. on 6 October
<i>Latest time and date for receipt of Proxy forms¹</i>	by 10 a.m. on 10 October
<i>General Meeting</i>	10 a.m. on 12 October
<i>Announcement of results of General Meeting</i>	12 October
<i>Notification to participating shareholders of any other information required</i>	13 October
<i>Response to additional information requests of the Company</i>	by 4 p.m. on 20 October
<i>Notification to participating shareholders of successful tenders</i>	13 October to 11 November
<i>Latest time for completion of individual exchanges</i>	up to 18 November
<i>Announcement of results of each exchange</i>	up to 21 November

The above times and/or dates may be subject to change by the Company and in the event of any such change, the revised times and/or dates will be notified to shareholders by an announcement through a Regulatory Information Service.

References to times in this announcement are to British Summer Time.

⁽¹⁾ CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitation of the CREST system and timings and to the relevant website at www.euroclear.com.

Unless otherwise defined herein, defined terms have the same meaning as defined in the Circular.

In accordance with Listing Rule 9.6.1R, a copy of the Circular and the Proxy Form in unedited full text have been submitted to the Financial Conduct Authority and will shortly be available on the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Copies of all the above documents are also available on the Company's website at <https://www.polymetalinternational.com/en/investors-and-media/shareholder-centre/general-meetings/>

The Company has published FAQs on its website which can be found at: <https://www.polymetalinternational.com/en/investors-and-media/shareholder-centre/general-meetings/>

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FORWARD-LOOKING STATEMENTS

This release may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements speak only as at the date of this release. These forward-looking statements can be identified by the use of forward-looking terminology, including the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or "should" or similar expressions or, in each case their negative or other variations or by discussion of strategies, plans, objectives, goals, future events or intentions. These forward-looking statements all include matters that are not historical facts. By their nature, such forward-looking statements involve known and unknown risks, uncertainties and other important

factors beyond the company's control that could cause the actual results, performance or achievements of the company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the company's present and future business strategies and the environment in which the company will operate in the future. Forward-looking statements are not guarantees of future performance. There are many factors that could cause the company's actual results, performance or achievements to differ materially from those expressed in such forward-looking statements. The company expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.