

ETALON GROUP PLC

Registration number HE 368052

Registered office at Arch. Makariou III, 2-4, CAPITAL CENTER, Floor 9, 1065 Nicosia, Cyprus

NOTICE OF EXTRAORDINARY GENERAL MEETING

TO ALL THE MEMBERS

Notice is hereby given that an Extraordinary General Meeting (EGM) of ETALON GROUP PLC (the **Company**) will be held at 36 Agias Elenis str., Galaxias Building, Block B, 6th floor, office 602, 1061, Nicosia, Cyprus on 15 April 2020, at 11 a.m. Cyprus time for the purposes listed below. Mr. Charalampos Avgousti has been appointed to act as chairman of the EGM in accordance with the articles of association of the Company (the **Articles**).

AGENDA

- 1 Welcoming the Members
- 2 Members present at the EGM
- 3 Resolutions to be considered and voted upon:

SPECIAL RESOLUTION – Buy-Back of GDRs

- 4 Result of Resolution Voting
- 5 Close of Meeting

EXPLANATORY NOTES

More than 90 per cent of the subscribed capital of the Company is represented by GDRs which have been admitted to trading on the Main Market of the London Stock Exchange since 20 April 2011 and on the Level 1 List of Moscow Exchange since 31 January 2020 under the ticker ETLN.

The board of directors of the Company (the **Board**) proposes that the Company buys-back GDRs each representing one ordinary share (the Buy-Back) in accordance with sections 57A to 57F of the Companies Law, Chapter 113 of the statute laws of Cyprus (the Law) and in accordance with Regulation 41 of the Articles for general corporate purposes.

PROPOSED RESOLUTIONS

	SPECIAL RESOLUTIONS	FOR	AGAINS T	VOTE WITHHELD
1.	<p>The Board of Directors be and is hereby authorized to acquire global depository receipts representing the Company's ordinary shares (the "GDRs") as they may in their absolute discretion determine from time to time, within twelve months from the passing of the present special resolution until 14 April 2021 subject to compliance with the terms set out below and the provisions of sections 57A to 57F of the Companies Law Cap. 113 (the "Law"):</p> <ul style="list-style-type: none"> • the maximum number of the GDRs (with each GDR representing 1 ordinary share of the Company) that may be acquired and held by or on behalf of the Company shall not exceed 10 per cent of the subscribed capital of the Company; • the duration of the period for which GDRs bought back may be held by the Company may not exceed two years; • the minimum price for acquiring the GDRs shall be GBP £0.00005 per GDR (or the U.S. dollar or Rouble equivalent at the time of the purchase); • the maximum price for acquiring the GDRs shall not exceed by more than 5 per cent the average market price for acquiring the GDRs of the Company during the last five stock exchange sessions (on the London Stock Exchange or the Moscow Exchange) immediately preceding the day on which the GDRs are acquired; • the monetary consideration payable by the Company in respect of the acquisition of GDRs is to be paid out of the realized and non-distributed profits of the Company; and • the acquisition of GDRs (including those previously acquired and held by or on behalf of the Company) shall not have the effect of reducing the net assets of the Company below the amount of the subscribed capital plus those reserves which may not be distributed under the Law or the articles of association in accordance with section 169A of the Law. <p>The buy-back is in accordance with the Company's articles of association and the Board be and is hereby further authorised to decide on and eventually proceed with the buy-back of the Company's GDRs as it thinks fit and proper always within the scope of this resolution and to take all requisite actions to effect the buy-back including entering into such agreements with third parties as they deem necessary.</p>			

By order of the Board of Directors



GEORGE PPOUNTZOS

for and on behalf of
G.T. GLOBALTRUST SERVICES LIMITED,
Company Secretary

24 March 2020

