

ETALON GROUP PLC

Registration number HE 368052

Registered office at Arch. Makariou III, 2-4, CAPITAL CENTER, Floor 9, 1065 Nicosia, Cyprus ("the Company")

EXTRAORDINARY GENERAL MEETING**FORM OF PROXY**

I/We

being a member/members of the Company hereby appoint the Chairman of the Meeting or (see Note 2)

Name of Proxy**No. of Shares**

as my/our proxy to attend, speak and vote on my/our behalf at Extraordinary General Meeting ("the EGM") of the Company to be held at 36 Agias Elenis str., Galaxias Building, Block B, 6th floor, office 602, 1061, Nicosia, Cyprus on, 22 March 2021, at 11:00 am Cyprus time and at any adjournment thereof.

Please mark 'X' here if this appointment is one of multiple proxy appointments

To allow effective constitution of the EGM, if it is apparent to the Chairman that no members of the Company will be present in person or by proxy other than by proxy in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any member or members of the Company, provided that such substitute proxy shall vote on the same basis.

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1.	ORDINARY RESOLUTION THAT the authorised share capital of the Company be increased from £34,747.899 to £39,172.2686 by the creation of 88,487,391 ordinary shares of nominal value of £0.00005 each.			
2.	MAJORITY RESOLUTION THAT any pre-emption rights under section 60B of the Law, as well as any other pre-emption rights or rights of first refusal, howsoever arising, be and are hereby unconditionally WAIVED and DIS-APPLIED in connection with the proposed issue of up to 88,487,391 ordinary shares at par or at a premium as the board of directors deem fit, for a period ending on the expiry of two (2) years from the date of approval of this resolution, 22 March 2023.			

3.	<p>ORDINARY RESOLUTION</p> <p>THAT authority is hereby given to the Board of Directors to allot and issue, out of the authorised/registered (as increased) but unissued share capital of the Company, up to 88,487,391 ordinary shares at par or at a premium as they deem appropriate, such authority to expire on the expiry of two (2) years from the date of approval of this resolution, 22 March 2023, save that the Company may before such expiry make offers, agreements or arrangements which would or might require shares to be allotted after such expiry and so that the Board of Directors may allot shares in pursuance of such offers, agreements or arrangements as if the authority conferred hereby had not expired.</p>			
----	---	--	--	--

Signature:

Date:

The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Company does not intend to register any portion of any such offering in the United States.



NOTES TO THE FORM OF PROXY

1. You are entitled to appoint a proxy to exercise all or any of your rights to attend and to speak and vote on your behalf at the EGM. A proxy need not be a shareholder of the Company.
2. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please insert that person's name in the space provided and delete (initialling the deletion) "the Chairman of the Meeting". The completion of the Form of Proxy will not preclude shareholders from attending and voting at the EGM. **If you sign and return this proxy form with no name inserted in the box, the Chairman of the Meeting will be deemed to be your proxy.**
3. If a single proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement or, if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account. To appoint more than one proxy you may photocopy this Form of Proxy. Each proxy must be appointed to exercise the rights attaching to a different share or shares. Please also indicate by inserting **X** in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
4. Please indicate, by inserting **X** in the appropriate box, the way in which your proxy is to vote on the specified resolutions. If you do not do so, your proxy will vote or withhold their vote as he/she thinks fit. On any other business which may properly come before the EGM (including any motion to amend a resolution or to adjourn the EGM), the proxy may act at his/her discretion.
5. Shareholders should note that a **Vote Withheld** is not a vote in law and will not be counted in the calculation of the proportion of the votes **For** and **Against** a resolution.
6. To be valid, this Form of Proxy must be signed by the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, it must be signed by its duly authorised representative. The Form of Proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be received by post, fax or email or (during normal business hours only) by hand, (fax: 00357 22 257577 or email: info@globaltrust.com.cy) by no later than 11.00 a.m. Cyprus time on 20 March 2021, being 48 hours before the time appointed for the holding of the EGM.
7. In the case of joint shareholders, seniority will be determined by the order in which the names stand in the Register of Members; thus the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
8. Please note that shareholders may **not** use any electronic address provided in this Form of Proxy or any related documents (including the Special Notice of EGM) to communicate with the Company for any purpose other than those expressly stated.

