

ETALON GROUP PLC

registered as continuing in the Republic of Cyprus under registration number HE 368052
and with the registered office at Arch. Makariou III, 2-4, CAPITAL CENTER, Floor 9, 1065 Nicosia, Cyprus ("the Company"):

NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir(s)

Notice is hereby given that an Extraordinary General Meeting ("EGM") of ETALON GROUP PLC ("the Company") will be held at Griva Digeni, 36B, 4th floor, Flat/Office 403, 1066, Nicosia, Cyprus, on Monday, 30th of September 2024, at 11 a.m. Cyprus time for the purposes listed below. Mr. Andreas Kryftis has been appointed to act as chairman of the EGM.

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1.	To amend item 4.5 of the AGM Resolutions passed at the annual general meeting of the shareholders of the Company on December 15, 2023 and state item 4.5 as follows: (4.5) 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 Special Administrative Region of Oktyabrskiy Island, Kaliningrad Region, Russian Federation 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. The head office of the Company in Special Administrative Region of Oktyabrskiy Island is proposed to be established not later than 15 months from the date of this resolution.			
2.	To amend item 4.8 of the AGM Resolutions passed at the annual general meeting of the shareholders of the Company on December 15, 2023 and state item 4.8 as follows: (4.8) To approve by way of special resolution that the current Memorandum and Articles of Association of the Company shall be superseded by the new charter substantially in the form of the draft reviewed and considered by the shareholders from the date of registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation subject to minor amendments, modifications or additions thereto as the Directors may deem fit.			
3.	To amend item 4.13 of the AGM Resolutions passed at the annual general meeting of the shareholders of the Company on December 15, 2023 and state item 4.13 as follows: (4.13) To approve by way of ordinary resolution that, with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, Buzulutsky Mikhail Igorevich (holding passport [data hidden]) be appointed as chief executive officer of the Company.			
4.	To amend item 4.16 of the AGM Resolutions passed at the annual general meeting of the shareholders of the Company on December 15, 2023 and state item 4.16 as follows: (4.16) To approve by way of ordinary resolution that, with effect from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, the following persons shall be appointed as members of the board of directors of the Company: <ol style="list-style-type: none"> 1. Shcherbina Gennadii Filippovich 2. Buzulutsky Mikhail Igorevich 3. Kamensky Andrey Mikhailovich 4. Kalinin Sergey Valerievich 5. Ogloblina Marina Evgenevna 6. Pyltsov Vitaly Nikolaevich 7. Muzyka Roman Anatolevich 			

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
5.	<p>To amend item 4.19 of the AGM Resolutions passed at the annual general meeting of the shareholders of the Company on December 15, 2023 and state item 4.19 as follows:</p> <p>(4.19) To approve by way of ordinary resolution that Buzulutsky Mikhail Igorevich (holding passport [data hidden]), Kosolapov Ilya Viktorovich (holding passport [data hidden]), Kashcheev Igor Nikolaevich (holding passport [data hidden]), Iareeva Viktoriia Gusmanovna (holding passport [data hidden]) are hereby authorized (without issuing Power of Attorney) to fully represent the Company in the Russian Federation before any Russian authorities (including the Bank of Russia and the Kaliningrad Region Development Corporation JSC) and make any decisions on any matters related to the transferring of the Company's registered office and state registration of the issue of the Company shares, including but not limited to execute, sign, submit, amend and negotiate any respective documents (including but not limited to the resolutions on issuance of shares and the prospectus of shares), forms required to establish the Company as an International public joint-stock company under the laws of the Russian Federation, issue a confirmation that there are no circumstances preventing state registration of the Company as an International public joint-stock company under the legal regime of the Russian Federation, and issue any powers of attorneys to third parties in connection herewith, submit any required statements, applications and declarations, certify by a signature authenticity of copies of documents submitted to Russian authorities, pay, on behalf of the Company, the state duty levied in accordance with the legislation of the Russian Federation on taxes and duties for the registration of the shares issue and the prospectus of shares, request and obtain any documents and explanations from Russian authorities, as well as to delegate these powers under powers of attorney.</p>			

By order of the Board of Directors



PETSAS FIDUCIARY SERVICES LTD

ANDREAS PETSAS
 for and on behalf of
 Petsas Fiduciary Services Ltd,
 Company Secretary

August 29, 2024



NOTES TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

1. Record Date

Shareholders registered in the Register of Members of the Company as at 11:00 a.m. Cyprus time on 28 September 2024 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend or vote at the EGM in respect of the shares registered in their name at that time. Changes to entries on the Register of Members after 11:00 a.m. Cyprus time on 28 September 2024 will be disregarded in determining the rights of any person to attend or vote at the EGM.

2. Proxies

A member of the Company who is entitled to attend and vote at the EGM of the Company is entitled to appoint another person (who need not be a member of the Company) to exercise all or any of his or her rights to attend, speak and vote on his or her behalf at the EGM.

A member may appoint more than one proxy in relation to the EGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. Members who wish to appoint more than one proxy in respect of their holding may photocopy the Form of Proxy provided with this document indicating on each copy the name of the proxy appointed and the number of ordinary shares in the Company in respect of which that proxy is appointed. All Forms of Proxy should be returned together in the same envelope.

A Form of Proxy is enclosed with this Notice. Completion of the Form of Proxy will not prevent a member from subsequently attending and voting at the EGM in person if they so wish. 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 at (fax: 00357 22 552890 or email: andreas@petsasllc.com) by no later than 11.00 a.m. Cyprus time on 28 September 2024, being 48 hours before the time appointed for the holding of the EGM.

3. Corporate Representatives

A corporate shareholder may authorise a person or persons to act as its representative(s) at the EGM. Each such representative may exercise (on behalf of the corporate shareholder) the same powers as the corporate shareholder could exercise if they were an individual shareholder in the Company, provided that they do not do so in relation to the same shares.

4. Total Voting Rights

Holders of the Company's ordinary shares are entitled to attend and vote at general meetings of the Company. Each ordinary share entitles the holder to one vote on a poll. As at 28 August 2024, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 383,445,362 ordinary shares. The Company holds 3,946 GDRs representing 3,946 of the Company's ordinary shares. As a consequence, the total voting rights in the Company as at 28 August 2024 are 383,441,416.

5. Voting at the EGM

Each of the resolutions to be put to the EGM will be voted on by way of a poll and not by a show of hands. In this way, the voting preferences of all shareholders are taken into account not only those who are able to physically attend the EGM. Any shareholder who is entitled to attend and vote at the EGM or its duly appointed proxy may address a speech and/or submit questions. The results of the poll will be notified to the market in the usual way and published on the Company's website after the meeting.

6. Information available on the website

All the documents in relation to the EGM consisting of the following can be found at www.etalongroup.com:

- (a) Copy of the Notice of the EGM
- (b) Form of Proxy
- (c) Draft Charter

7. Electronic address

Please note that shareholders may **not** use any electronic address provided in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.