

ETALON GROUP PLC

30 September 2024

Result of Extraordinary General Meeting

ETALON GROUP PLC (“Etalon Group” or the “Company”), one of Russia’s largest and longest-established residential real estate developers, held its extraordinary general meeting of shareholders (“EGM”) at Griva Digeni, 36B, 4th floor, Flat/Office 403, 1066, Nicosia, Cyprus on Monday, 30th of September 2024, at 11 a.m. Cyprus time.

The following resolutions were proposed at the EGM and each of the following resolutions was passed by the requisite majority of votes:

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To approve by way of special resolution that the current Memorandum and Articles of Association of the Company shall be superseded by the new charter substantially in the form of the draft reviewed and considered by the shareholders from the date of registration of the Company as an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 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:
 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
5. 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:
(4.19) To approve by way of ordinary resolution that Buzulutsky Mikhail Igorevich, Kosolapov Ilya Viktorovich, Kashcheev Igor Nikolaevich, Iareeva Viktoriia Gusmanovna 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.

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<https://www.etalongroup.com/investor-relations/investor-news/>

Etalon Group IR Team

E: ir@etalongroup.com

EM

E: etalon@em-comms.com