

## 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

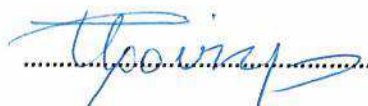
### SPECIAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Sir(s)

Special Notice is hereby given that the Extraordinary General Meeting (EGM) of ETALON GROUP PLC (the **Company**) will be held at 36 Agias Elenis str., Galaxias Building, Block B, 6<sup>th</sup> floor, office 602, 1061, Nicosia, Cyprus on Thursday, 19 December 2019, at 11 a.m. Cyprus time for the purposes listed below. Mr. Charalampos Avgousti has been appointed to act as chairman of the EGM.

	<b>SPECIAL RESOLUTIONS</b>	FOR	AGAINST	VOTE WITHHELD
2.	To dismiss KPMG LIMITED from the position of the auditor of the Company.			
3.	To appoint DELOITTE LIMITED as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.			
4.	To authorise the Directors to set the auditor's remuneration.			

By order of the Board of Directors



**GEORGE PROUNTZOS**

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



20 November 2019



## NOTES TO THE SPECIAL 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 17 December 2019 (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 17 December 2019 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 Special 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 (fax: 00357 22 257577 or email: info@globaltrust.com.cy) by no later than 11.00 a.m. Cyprus time on 17 December 2019, 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 20 November 2019, being the latest practicable date prior to the publication of this Special Notice, the Company's issued share capital consisted of 294,957,971 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 20 November 2019 are 294,954,025.

### 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](http://www.etalongroup.com):

- (a) Copy of the Special Notice of the EGM
- (b) Form of Proxy
- (c) Copy of the Recommendation of the Board of Directors
- (d) Copy of the letter of acceptance of the appointment from DELOITTE LIMITED

7 **Electronic address**

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

