

ETALON GROUP PUBLIC COMPANY LIMITED

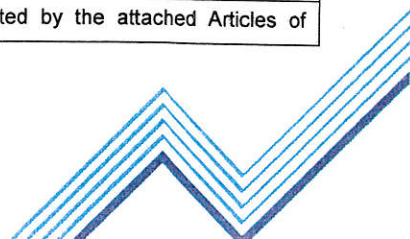
NOTICE OF ANNUAL GENERAL MEETING

Dear Sir(s)

Notice is hereby given that the 8th Annual General Meeting (AGM) of ETALON GROUP PUBLIC COMPANY LIMITED (the Company) will be held at 36 Agias Elenis str., Galaxias Building, Block A, 6th floor, office 601, 1061, Nicosia, Cyprus on Thursday, 27 July 2017, at 11 a.m. Cyprus time for the following purposes:

To consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS	
1.	To receive and approve the Company's Consolidated Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and Auditor thereon.
2.	To approve a final dividend for the year ended 31 December 2016 of USD 0.107 per share, such dividend to be payable on the 23 rd of August 2017 to shareholders on record as at the 4 th of August 2017.
3.	To appoint KPMG 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.
5.	To re-elect Viacheslav Adamovich Zarenkov as an Executive director of the Company.
6.	To re-elect Kirill Bagachenko as an Executive director of the Company.
7.	To re-elect Michael Calvey as a Non-executive director of the Company.
8.	To re-elect Martin Robert Cocker as a Non-executive director of the Company.
9.	To re-elect Alexey Kalinin as a Non-executive director of the Company.
10.	To re-elect Dmitry Kashinskiy as an Executive director of the Company.
11.	To re-elect Boris Svetlichny as a Non-executive director of the Company.
12.	To re-elect Dmitry Viacheslavovich Zarenkov as a Non-executive director of the Company.
13.	To re-elect Charalampos Avgousti as a Non-executive director of the Company.
14.	To re-elect Marios Theodosiou as a Non-executive director of the Company.
SPECIAL RESOLUTIONS	
15.	That the entirety of the Articles of Association of the Company be substituted by the attached Articles of



	Association subject to the approval of the Registrar of Companies and Official Receiver of the Republic of Cyprus
16.	That the name of the Company be altered from ETALON GROUP PUBLIC COMPANY LIMITED to ETALON GROUP PLC subject to the prior approval of the Registrar of Companies and Official Receiver of the Republic of Cyprus
17.	That the entirety of the Memorandum of the Company be substituted by the attached Memorandum and for the officers of the Company to perform all the necessary actions for the purposes of implementing the respective substitution of the Memorandum

By order of the Board of Directors




GEORGE PROUNTZOS
for and on behalf of
G.T. GLOBAL TRUST SERVICES LIMITED,
Company Secretary

4 July 2017



NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1 Record Date

Shareholders registered in the Register of Members of the Company as at 11:00 a.m. Cyprus time on Tuesday 25 July 2017 (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 AGM 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 Tuesday 25 July 2017 will be disregarded in determining the rights of any person to attend or vote at the AGM.

2 Proxies

A member of the Company who is entitled to attend and vote at the AGM 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 AGM.

A member may appoint more than one proxy in relation to the AGM 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 AGM 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 257577 or email: info@globaltrust.com.cy) by no later than 11.00 a.m. Cyprus time on Tuesday 25th of July 2017, being 48 hours before the time appointed for the holding of the AGM.

3 Corporate Representatives

A corporate shareholder may authorise a person or persons to act as its representative(s) at the AGM. 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 3 July 2017, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 294,957,971 ordinary shares. The Company does not hold any shares in Treasury. In accordance with the terms of the 2011 Repurchase Programme Etalon Development Limited, a wholly owned subsidiary holding 2,728,000 GDRs (representing 2,728,000 of the Company's ordinary shares) does not exercise any voting rights in respect of its shareholding of GDRs. As a consequence, the total voting rights in the Company as at 3 July 2017 are 292,229,971.



5 [Voting at the AGM](#)

Each of the resolutions to be put to the AGM 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 AGM. Any shareholder who is entitled to attend and vote at the AGM 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 AGM consisting of the following can be found at www.etalongroup.com:

- (a) Copy of the Notice of the AGM
- (b) Form of Proxy
- (c) Consolidated Financial Statements
- (d) Proposed Articles of Association
- (e) Proposed Memorandum

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.

