

## 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"):

### ANNUAL GENERAL MEETING 2023

#### FORM OF PROXY

I/We

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

Name of Proxy

No. of Shares

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as my/our proxy to attend, speak and vote on my/our behalf at Annual General Meeting ("the AGM") of the Company to be held at Griva Digeni, 36B, 4th floor, Flat/Office 403, 1066, Nicosia, Cyprus on Friday, 15<sup>th</sup> of December 2023, at 11:00 am Cyprus time and at any adjournment thereof.

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

To allow effective constitution of the AGM, 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.

	<b>RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>VOTE WITHHELD</b>
1.	To receive and approve by way of ordinary resolution the Company's Consolidated Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditor thereon and the Company's stand-alone Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditor thereon, and to ratify actions taken for the submission of the Financial Statements by the Secretary with the Cyprus Registrar of Companies.			
2.	To appoint by way of ordinary resolution NSP Sagehill Partners Ltd 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.			
3.	To authorize by way of ordinary resolution the Directors to set the auditor's remuneration.			
4.	To receive and approve by way of ordinary resolution the Unaudited Interim Financial Statements of the Company.			
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 9 months from the date of this resolution.			
6.	To approve by way of special resolution that the Company applies to the Registrar in accordance with the provisions of the Companies Law for the Registrar's consent to continue its existence as a legal entity in a jurisdiction outside the Republic of Cyprus by transferring its registered office from the Republic of Cyprus to Special Administrative Region of Oktyabrskiy Island, Kaliningrad Region, Russian Federation.			
7.	To approve by way of special 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 personal law ( <i>lex societatis</i> ) of the Company shall be changed from Cypriot law to Russian law.			

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
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.			
9.	To approve by way of special resolution the change of name of the Company 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 as follows: (i) the full name of the Company in Russian: Международная компания публичное акционерное общество «Эталон Групп»; (ii) the short name of the Company in Russian: МКПАО «Эталон Групп»; (iii) the full name of the Company in English: Etalon Group International public joint-stock company; (iv) the short name of the Company in English: Etalon Group IPJSC.			
10.	To approve by way of ordinary resolution that, with effect from the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation, and only to take effect from the date of such registration, (a) the par value of the Company's shares shall be denominated in RUB; (b) the charter capital of the Company shall be denominated in RUB; and (c) the par value of the Company's shares in RUB shall be equivalent to the par value of the shares of the Company in GBP at the official exchange rate set by the Bank of Russia as of 14 November 2023.			
11.	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 issued share capital of the Company be converted from GBP 39,172.2681 divided into 383,445,362 ordinary shares of nominal value GBP 0.00005 each and 20,000 preferred shares of nominal value GBP 1.00 each to Russian Roubles 4,401,634.99455141 divided into 383,445,362 ordinary shares of nominal value RUB 0.005618305 each and 20,000 preferred shares of nominal value RUB 112.3661 each.			
12.	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, "REESTR" JSC (OGRN 1027700047275) be appointed as the registrar that will maintain the shareholders' register of the Company in Russia.			
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, Egorov Sergey Valerievich (holding passport [data hidden]) be appointed as chief executive officer of the Company.			
14.	To approve by way of special 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 place of residence of the Company shall be changed to Oktyabrskiy Island, Kaliningrad City, Kaliningrad Region, Russian Federation.			
15.	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 Company's obligations to make the investment in the territory of the Russian Federation in the amount of 50,000,000 RUB within one year after transferring its registered office to the Russian Federation in a form stipulated by the laws of the Russian Federation.			

	RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
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. Egorov Sergey Valerievich 2. Shcherbina Gennadii Filippovich 3. Pyltsov Vitaly Nikolaevich 4. Voloshin Alexander Stalievich 5. Ogloblina Marina Evgenevna			
17.	To authorize by way of ordinary resolution the board to approve the resolutions on issuance of ordinary and preferred shares of the Company for the Company's registration in the Russian Federation.			
18.	To authorize by way of ordinary resolution the board to approve the prospectus of shares for the Company's registration in the Russian Federation.			
19.	To approve by way of ordinary resolution that Egorov Sergey Valerievich (holding passport [data hidden]), Shcherbina Gennadii Filippovich (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.			
20.	To authorize by way of ordinary resolution any one of the directors and/or the secretary of the Company to take all necessary actions on behalf of the Company to give effect to the above resolutions including, inter alia, to approve any documents, applications and declarations of the Company, to complete and file the relevant documents and applications with any competent authority and make all necessary assurances, affidavits, declarations and publications for the proper completion of the Company's transfer of its registered office out of the Republic Cyprus to the Russian Federation.			

Signature:

Date:

## 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 AGM. 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 AGM. **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 AGM (including any motion to amend a resolution or to adjourn the AGM), 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 552890 or email: [andreas@petsasllc.com](mailto:andreas@petsasllc.com)) by no later than 11.00 a.m. Cyprus time on Wednesday 13<sup>th</sup> of December 2023, being 48 hours before the time appointed for the holding of the AGM
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 Notice of AGM) to communicate with the Company for any purpose other than those expressly stated.