

Etalon Group Limited

Notice of Annual General Meeting

Notice is hereby given that the 6th Annual General Meeting (**AGM**) of Etalon Group Limited (the **Company**) will be held at Redwood House in St Julian's Avenue, St Peter Port, Guernsey, Channel Islands on Friday 22 May 2015 at 10.00 a.m. for the following purposes:

RESOLUTIONS

To consider and, if thought fit, to pass resolutions 1 to 7 as ordinary resolutions.

Resolution

- 1 To receive the Company's Annual Report and Accounts for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditor thereon.
- 2 To approve a final dividend for the year ended 31 December 2014 of USD 0.12 per share, such dividend to be payable on 29 May 2015 to shareholder on record as at 15 May 2015.
- 3 To appoint ZAO KPMG as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next 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 Martin Robert Cocker as a Director of the Company.
- 6 To re-elect Anton Evgenyovich Poryadin as a Director of the Company.
- 7 To elect Andrew Russell Howat as a Director of the Company.

By order of the Board



ELIAN CORPORATE SERVICES (GUERNSEY) LIMITED
Company Secretary
1 May 2015

Notes to the Notice of Annual General Meeting

1 Record Date

Shareholders registered in the Register of Members of the Company as at 6:00 p.m. on Wednesday 20 May 2015 (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 6:00 p.m. on Wednesday 20 May 2015 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 Redwood House, St Julian's Avenue, St Peter Port, Guemsey GY1 1WA, Channel Islands (fax: (0)1534 504444 or email: sarah.mercury@elian.com) by no later than 10.00 a.m. on Wednesday 20 May 2015, 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 1 May 2015, 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 2,828,000 GDRs (representing 2,828,000 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 1 May 2015 are 292,129,971.

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. 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

A copy of this Notice of Meeting can be found at www.etalongroup.com.

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.