**О корпоративном действии "Преимущественное право приобретения ценных бумаг" - Глобальная депозитарная расписка на обыкновенные акции Etalon Group plc (депозитарная расписка ISIN US29760G1031)**

CAED/PRIORITY ISSUE  
  
  
--------------- EVENT DETAILS -------------------  
GENERAL INFORMATION:  
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ETALON GROUP PLC ANNOUNCED A SUBSCRIPTION OFFERING IN WHICH  
HOLDERS OF GLOBAL DEPOSITARY RECEIPTS (GDRS), EACH REPRESENTING  
ONE (1) ORDINARY SHARE IN THE SHARE CAPITAL OF THE COMPANY AS OF  
5:00 P.M., NEW YORK CITY TIME (10:00 P.M., LONDON TIME) ON  
26/04/2021 (THE GDR RECORD DATE) WHO MEET CERTAIN ELIGIBILITY  
CRITERIA (ELIGIBLE GDR HOLDERS) WILL BE ABLE TO PARTICIPATE IN  
THE OFFER  
.  
THE NEW SHARES AND THE NEW GDRS HAVE NOT BEEN AND WILL NOT BE  
REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS  
AMENDED (THE SECURITIES ACT), OR UNDER THE SECURITIES LAWS OF ANY  
STATE. THE GDR HOLDER RIGHTS WILL BE MADE AVAILABLE FOR EXERCISE  
ONLY TO HOLDERS OF GDRS AS OF THE GDR RECORD DATE THAT ARE:  
.  
(I) A QUALIFIED INSTITUTIONAL BUYER (QIB) IN THE UNITED STATES AS  
SUCH TERM IS DEFINED IN RULE 144A UNDER THE SECURITIES ACT  
PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF ANOTHER QIB  
FOR WHICH IT EXERCISES SOLE INVESTMENT DISCRETION AND HAS FULL  
POWER TO MAKE THE REPRESENTATION, AND IS (OR SUCH OTHER QIB IS)  
AN INSTITUTION OF A TYPE TO WHICH THE GDRS MAY BE SOLD IN A  
TRANSACTION EXEMPT FROM ANY REGISTRATION OR QUALIFICATION  
REQUIREMENTS UNDER THE SECURITIES LAWS OF THE STATE, TERRITORY OR  
POSSESSION OF THE UNITED STATES IN WHICH IT (OR SUCH OTHER QIB)  
IS LOCATED,  
.  
(II) (A) NOT A U.S. PERSON (AS DEFINED IN REGULATION S UNDER THE  
SECURITIES ACT) THAT IS LOCATED OUTSIDE OF THE UNITED STATES (AS  
DEFINED IN REGULATION S), AND (B) IF LOCATED WITHIN A MEMBER  
STATE OF THE EUROPEAN ECONOMIC AREA, A 'QUALIFIED INVESTOR'  
WITHIN THE 2 MEANING OF ARTICLE 2(E) OF REGULATION (EU) 2017/1129  
(THE EU PROSPECTUS REGULATION),  
.  
(III) (A) NOT A U.S. PERSON (AS DEFINED IN REGULATION S UNDER THE  
SECURITIES ACT) THAT IS LOCATED OUTSIDE OF THE UNITED STATES (AS  
DEFINED IN REGULATION S) AND (B) IF LOCATED IN THE UNITED  
KINGDOM, (X) A QUALIFIED INVESTOR WITHIN THE MEANING OF ARTICLE  
2(E) OF THE EU PROSPECTUS REGULATION, AS IT FORMS PART OF  
DOMESTIC LAW IN THE UNITED KINGDOM AND (Y) AN INVESTMENT  
PROFESSIONAL WITHIN THE MEANING OF ARTICLE 19(5) OF THE UNITED  
KINGDOM'S FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL  
PROMOTION) ORDER 2005 (THE ORDER) OR A PERSON THAT FALLS WITHIN  
ARTICLES 49(2)(A)-(E) OF THE ORDER, OR  
.

(IV) (A) NOT A U.S. PERSON (AS DEFINED IN REGULATION S UNDER THE  
SECURITIES ACT) THAT IS LOCATED OUTSIDE OF THE UNITED STATES (AS  
DEFINED IN REGULATION S), (B) NOT LOCATED IN THE EUROPEAN  
ECONOMIC AREA OR UNITED KINGDOM, AND (C) A PERSON TO WHOM THE  
RIGHTS OFFERING MAY OTHERWISE LAWFULLY BE MADE  
.  
REFER TO THE OFFER DOCUMENTATION (AVAILABLE ON ISSUER WEBSITE)  
FOR THE COMPLETE CONDITIONS AND RESTRICTIONS OF THIS OFFER  
.  
ELECTRONIC CERTIFICATION:  
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BANK OF NEW YORK (THE 'AGENT') AND EUROCLEAR BANK HAVE AGREED TO  
SUSPEND THE REQUIREMENT TO PRODUCE PAPER FORM CERTIFICATION WHERE  
THE INSTRUCTING EUROCLEAR PARTICIPANT IS ABLE TO PROVIDE AN  
ELECTRONIC CERTIFICATION IN CONNECTION WITH THE CERTIFICATION  
PROCESS.  
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.------------------------------------  
TERMS OF THE ELECTRONIC CERTIFICATION  
.------------------------------------  
.  
BY SENDING AN INSTRUCTION TO US FOR THIS CORPORATE ACTION, YOU:  
(A) IRREVOCABLY COMMIT YOUR COMPANY TO PROVIDE EUROCLEAR BANK  
AND/OR THE AGENT AT ANY TIME UPON REQUEST WITH A VALIDLY SIGNED  
PAPER CERTIFICATION IN THE FORM REQUIRED UNDER THE TERMS AND  
CONDITIONS OF THIS DR FACILITY, AND (B) AGREE TO ACCEPT ANY AND  
ALL LIABILITY FOR ANY FAILURE TO PRODUCE SUCH A PAPER  
CERTIFICATION UPON REQUEST.  
.  
WE RESERVE THE RIGHT TO TAKE ANY ACTION NECESSARY, INCLUDING  
WITHOUT LIMITATION THE ENFORCEMENT OF THE INDEMNITY AT SECTION  
5.3.1.4.1.4(G) OF THE THE OPERATING PROCEDURES OF THE EUROCLEAR  
SYSTEM, TO ENFORCE ITS RIGHTS AS SET FORTH IN THIS NOTICE AND THE  
OPERATING PROCEDURES  
.  
ENTITLEMENT:  
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THE ENTITLEMENT WILL RANK PARI PASSU WITH THE EXISTING GDRS  
.  
THERE IS NO CASH COMPENSATION FOR UNSUBSCRIBED NEW GDRS  
.  
OVERSUBSCRIPTION:  
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OVERSUBSCRIPTION IS NOT ALLOWED.  
.  
SETTLEMENT  
1. PENDING TRADES:  
YOU CANNOT INSTRUCT ON PENDING TRADES  
.  
THIS EVENT MAY GENERATE FRACTIONS OF SECURITIES THAT CANNOT BE  
ALLOCATED IN THE EUROCLEAR SYSTEM. THEREFORE, WE WILL CALCULATE  
EACH CLIENTS ENTITLEMENT AND APPLY A ROUNDING MECHANISM, AS  
FOLLOWS:  
.CLIENTS WITH THE LARGEST FRACTIONAL ENTITLEMENT WILL BE ROUNDED  
UP UNTIL ALL FRACTIONAL SHARES ARE DISTRIBUTED  
.ALL OTHER CLIENTS WILL BE ROUNDED DOWN  
.IN THE CASE OF EQUAL FRACTIONAL ENTITLEMENTS FOR ELECTIVE EVENTS,  
WE WILL FIRST ALLOCATE TO THE CLIENT WHO INSTRUCTED FIRST  
.  
.  
THIS CORPORATE ACTION NOTIFICATION DOES NOT CONSTITUTE AN OFFER  
TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES BY  
ANYONE IN ANY JURISDICTION  
IT IS NOT, AND SHOULD NOT BE CONSTRUED OR TREATED AS, INVESTMENT  
OR FINANCIAL ADVICE. IN PROVIDING THIS INFORMATION, EUROCLEAR  
BANK IS NOT ACTING AS AGENT OF THE ISSUER.  
BY SENDING AN INSTRUCTION TO EUROCLEAR BANK, YOU CONFIRM THAT YOU  
(AND ANY BENEFICIAL OWNER(S) FOR WHOM YOU ACT) COMPLY WITH THE  
TERMS AND CONDITIONS OF THE CORPORATE EVENT AND COMPLY WITH  
APPLICABLE LOCAL LAWS OR REQUIREMENTS, INCLUDING BUT NOT LIMITED  
TO HOLDING AND TRANSFER RESTRICTIONS.  
IF HOLDING AND TRANSFER RESTRICTIONS WOULD PROHIBIT YOU (AND ANY  
BENEFICIAL OWNER(S) FOR WHOM YOU ACT) TO HOLD THE PROCEEDS OF A  
CORPORATE EVENT IN YOUR ACCOUNT IN EUROCLEAR BANK, YOU (AND ANY  
BENEFICIAL OWNER(S) FOR WHOM YOU ACT) MUST ENSURE TO SEND AN  
INSTRUCTION TO ALLOW THE TRANSFER OF THESE PROCEEDS TO AN ACCOUNT  
OUTSIDE THE EUROCLEAR SYSTEM.