**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.
.
.------------------------------------
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.