



## EN+ GROUP PLC

***Incorporated under the laws of Jersey with registered number 91061 (the "Company")***

### PROXY FORM

*(for company or other body)*

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being a member/members of the Company and the holder/holders of \_\_\_\_\_ (number and class of shares)<sup>2</sup>  
appoint as my/our proxy<sup>3</sup> \_\_\_\_\_  
or in his/her absence<sup>4</sup> \_\_\_\_\_

at the annual general meeting of the Company to be held at Four Seasons Hotel, 67/69 Amathus Avenue, 4532 Ayios Tychonas, Limassol, Cyprus on 26 July 2018 at 10.00 a.m. (Cyprus time) and at any adjournment of that meeting.

If the chairperson is appointed as proxy, the following is a statement of the chairperson's voting intentions in relation to undirected proxies: The chairperson intends to vote in favour of all of the resolutions proposed at the Company's 2018 annual general meeting.

Please indicate with a tick mark in the spaces opposite each resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his/her discretion.

Resolution		For	Against	Abstain
<b>Ordinary Resolutions</b>				
1	That the audited financial statements of the Company, the report of the directors of the Company (" <b>Directors</b> ") and the auditor's report on the financial statements of the Company, each for the year ended 31 December 2017 be received and considered.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	That JSC KPMG be appointed as the auditor of the Company and that the Directors be authorized to fix the remuneration of the auditor for the financial year ending 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-appoint Rt Hon Lord Barker of Battle as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-appoint Philippe Mailfait as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To re-appoint Timur Valiev as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To re-appoint Alexander Krovushkin as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	To re-appoint Mikhail Likhonnikov as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To re-appoint Konstantin Molodkin as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To re-appoint Alexander Shistko as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To re-appoint Yuri Dvoryanskiy as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To re-appoint Denis Kholodilov as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated \_\_\_\_\_ 2018

\_\_\_\_\_  
**Signature of authorised signatory**

\_\_\_\_\_  
**Signature of authorised signatory**

\_\_\_\_\_  
**Print name**

\_\_\_\_\_  
**Print name**

\_\_\_\_\_  
**Title**

\_\_\_\_\_  
**Title**

<sup>1</sup> Full name(s) and address(es) (as appearing in the Company's register of members) to be typed or inserted in BLOCK LETTERS. In the case of joint holdings, the names of all holders (as appearing in the Company's register of members) must be inserted.

<sup>2</sup> If multiple proxies are to be appointed, insert the number of your shares in respect of which a proxy is to be appointed and complete multiple forms as necessary, duplicates of which can be obtained from the Company.

<sup>3</sup> Insert name and address of the desired proxy in the spaces provided. If you wish to appoint the chairperson, write "The chairperson" without inserting an address.

<sup>4</sup> If desired, insert name and address of an alternate proxy, should the initial appointee be unable to attend the meeting.

## **Proxy instructions**

### **What happens if you do not follow these instructions?**

- 1 If you do not follow these instructions, any instrument you make appointing a proxy may be invalid.

### **Eligible members**

- 2 If you are a member entitled to attend and vote at this meeting of the Company, you may appoint a proxy, or proxies, to vote on your behalf.
- 3 A proxy need not be a member of the Company.

### **If you complete a proxy form, can you still attend and vote at the meeting?**

- 4 Completion of a proxy form does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

### **Multiple proxies**

- 5 If you are a member entitled to cast two or more votes at the meeting, you may appoint two or more proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, only the first form received by the Company will be accepted or, if all forms are received at the same time, the chairperson of the meeting may decide at his sole discretion which form to accept.

### **Joint shareholders**

- 6 In the case of jointly held shares, if more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the names of the joint holders appear in the register of members (the first-named being the most senior).

### **How to appoint a proxy**

- 7 If you are an eligible member and a natural person, the appointment of your proxy must be in writing and signed by you or your authorised attorney.
- 8 If you are an eligible member and a corporation, the appointment of your proxy must be in writing and executed in any of the following ways: (i) under the corporation's common seal; (ii) not under the corporation's common seal but otherwise in accordance with its articles of association or constitution; or (iii) under the hand of the corporation's authorised attorney.
- 9 Despite paragraphs 7 and 8, the Company will accept an electronic record of your proxy if:
- (a) the original is in writing and signed in one of the ways referred to in those paragraphs; and
  - (b) the Company receives the electronic record at the following address:  
ENPlusTeam@intertrustgroup.com.

### **Delivery of proxy form to Company**

- 10 For an appointment of a proxy to be effective, the following documents must be received by the Company at any time before the time for the holding of the meeting or adjourned meeting at which the proxy proposes to vote:
- (a) the proxy form;
  - (b) if the proxy form is executed by a corporation otherwise than under its common seal - an extract of its articles or constitution that evidences that it may be duly executed in that way; and
  - (c) if the proxy form is signed by your attorney - the authority under which it was signed or a notarially certified copy of the authority.
- 11 Those documents may be delivered in either of the following ways:
- (a) In the case of hard-copy documents - they must be left at or sent by post to the Company's registered office, 44 Esplanade, St Helier, Jersey JE4 9WG.
  - (b) In the case of documents comprised in an electronic record - they must be sent to the following address:  
ENPlusTeam@intertrustgroup.com.