

NOTICE OF THE ANNUAL GENERAL MEETING AND RESOLUTIONS PROPOSED

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Globaltrans Investment PLC ("The Company") will be held at 4 Profiti Iliia Street, 4046 Germasogeias, Limassol, Cyprus on the 24th of April 2017 at 2:00 p.m. (Cyprus time), to consider and, if thought fit, pass the following resolutions:

ORDINARY BUSINESS

1. THAT the Group and Company audited financial statements together with the directors' and auditors' reports for the financial year ended 31 December 2016 be and are hereby approved.
2. THAT, in accordance with the recommendation of the Board of Directors*, the Company shall distribute dividends in the amount of RUB 39.20 per one share is hereby approved.
3. THAT PricewaterhouseCoopers Limited be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting at which the accounts are laid before the Company and that the remuneration of the auditors be determined by the Board of Directors of the Company.
4. THAT the authority of all members of the Board of Directors of the Company is terminated.
5. THAT J. Carroll Colley be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018 with an annual gross remuneration of USD 100 000 (one hundred thousand).
6. THAT Johann Franz Durrer be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018 with an annual gross remuneration of USD 150 000 (one hundred fifty thousand).
7. THAT Alexander Eliseev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018.
8. THAT Andrey Gomon be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018.

9. THAT Elia Nicolaou be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018 with an annual gross remuneration of EUR 1 500 (one thousand five hundred).

10 THAT George Papaioannou be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018 with an annual gross remuneration of EUR 45 000 (forty five thousand).

11. THAT Melina Pyrgou be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018.

12. THAT Konstantin Shirokov be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018.

13. THAT Alexander Storozhev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018.

14. THAT Alexander Tarasov be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018.

15. THAT Michael Thomaidis be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2018.

16. THAT Marios Tofaros be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company, which will take place in 2018 with an annual gross remuneration of EUR 1 000 (one thousand).

17. THAT Sergey Tolmachev be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018.

18. THAT Michael Zampelas be appointed as a director of the Company until the conclusion of the annual general meeting of the shareholders of the Company which will take place in 2018 with an annual gross remuneration of EUR 60 000 (sixty thousand).

By order of the Board of Directors



Elia Nicolaou

Secretary

31 March 2017

Office address: Office 202, 2nd floor
Kanika International Business Center
4 Profiti Ilia Street 4046 Germasogeias,
Limassol, Cyprus

Notes:

1. Every member entitled to attend and vote at the above mentioned general meeting is entitled to appoint a proxy to attend and vote on his/her behalf. Such proxy need not be a member of the Company. To be valid, the relevant instrument appointing a proxy must be in the form attached to this notice of a general meeting and if applicable the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority shall be delivered at the registered office of the Company, at Omirou 20, Agios Nikolaos, 3095 Limassol, Cyprus, or at the office located at: 2nd floor, 4 Profiti Iliia Street, 4046 Germasogeias, Limassol, Cyprus not later than 48 hours before the time for holding the general meeting.

* The Board of Directors has recommended that a dividend of RUB 39.20 be distributed based on Attributable Group Free Cash Flow for 2016 and that such amount is legally available for distribution out of retained earnings of the parent company earned prior to 31 December 2014.

Proxy Form

To: Globaltrans Investment Plc (the "Company")

I/We of being a member/members of the Company hereby appoint of or failing him of as my/our proxy to vote for me/us or on my/our behalf at the General Meeting of the Company, to be held on 28 April 2014 and at any adjournment thereof.

Signed:.....

Name:.....

Date:

Notes to Form of Proxy:

1. The Form of Proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
2. To be valid, this Form of Proxy and if applicable the power of attorney or other authority if any under which it is signed or a notarially certified copy of that power or authority must be delivered at the legal address of the Company, at Omirou 20, Agios Nikolaos, 3095 Limassol, Cyprus or at the office located at: 2nd floor, 4 Profiti Iliia Street, 4046 Germasogeias, Limassol, Cyprus not later than 48 hours before the time for holding the general meeting.
3. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

Brief biographies of the candidates for the Board of Directors
(in alphabetical order)

Michael Zampelas

Independent Non-executive Director, Chairman of the Board

Michael Zampelas became senior independent non-executive director of the Globaltrans Board in March 2008. Since 2013, he has been the chairman of the Board of Globaltrans and a member of both the Remuneration and Nomination committees.

Mr Zampelas has more than 30 years of management experience. He was the founding member, chairman and managing partner of accountancy firm Coopers & Lybrand in Cyprus (which later became PricewaterhouseCoopers). Since March 2008, he has been a vice chairman of the board of Eurobank Cyprus Limited and is now a member of its Audit and Remuneration Committee. From 2002 to 2006, Mr Zampelas was the elected mayor of Nicosia, and he is currently the honorary Consul General of Estonia in Cyprus, a role he has held since 1997.

Mr Zampelas is a chartered accountant and a fellow of the Institute of Chartered Accountants in England and Wales; a member of the board of Arricano Real Estate Ltd, a company operating in Ukraine and quoted on the London Stock Exchange, and a member of its Audit and Remuneration committees; and the chairman of the Friends Association of the Christou Steliou Ioannou Foundation, a charitable foundation for children with learning difficulties.

Dr Johann Franz Durrer

Senior Independent Non-executive Director, Chairman of the Remuneration and Nomination Committees

Dr Johann Franz Durrer was appointed to the Board as an independent non-executive director in March 2008. He is chairman of the Remuneration and Nomination committees.

Dr Durrer's career began in 1957 with the Union Bank of Switzerland. In 1970, he founded Fidura Treuhand AG, which provides book-keeping, auditing and financial services. He is a Board member of the transport company IMT-Dienst AG and also an executive Board member of several privately held companies.

Dr Durrer graduated from the University of Zurich with a doctorate in Economics and is a member of the Swiss Fiduciary Association.

John Carroll Colley

Independent Non-executive Director, Chairman of the Audit Committee

John Carroll Colley was appointed to the Board as an independent non-executive director in April 2013. He is chairman of the Audit Committee and has extensive experience in international trade and risk management in both the public and private sectors.

Mr Colley is currently the principal of Highgate Consulting LLC, a global advisory consulting company. From 2007 to 2010, Mr Colley, a fluent Russian speaker, was the country manager for Russia at Noble Resources SA. Prior to that, he held a variety of positions in the public sector, including at the office of the US Trade Representative and the US Department of Commerce in Washington, DC. He also worked for Linkful Ltd and Noble Resources SA in Moscow from 1992 to 1999.

Mr Colley holds an MA in History and a BA in International Affairs and Russian Studies from the University of Virginia.

George Papaioannou**Independent Non-executive Director**

George Papaioannou joined the Board as an independent non-executive director in April 2013. He also serves on the Audit Committee.

Mr Papaioannou has more than 18 years' experience in financial reporting, risk management, auditing, financial performance analysis and taxation. In 2004, he founded G. Papaioannou Auditors Ltd, which provides accounting, audit, tax and consulting services. From 2002 to 2004, he worked at Grant Thornton in Cyprus and before that for PricewaterhouseCoopers.

Mr Papaioannou holds a degree in Accounting and Financial Management from the University of Essex. He is a qualified chartered accountant and a fellow of the Institute of Chartered Accountants in England and Wales.

Alexander Eliseev**Non-executive Director**

Alexander Eliseev joined the Board in March 2008 and serves as a non-executive director.

Mr Eliseev co-founded Globaltrans and has been actively involved in reforming the Russian rail market by introducing market-based principles. He has spent more than 16 years in senior management positions, mostly in the rail sector. He is also the chairman of the Board of the New Forwarding Company, GTI Management, AS Spacecom and BaltTransServis, all Globaltrans subsidiaries.

Mr Eliseev is a graduate of the Russian State Medical University, where he studied biophysics.

Elia Nicolaou**Non-executive Director, Company Secretary, Secretary to the Board**

Elia Nicolaou joined the Board in March 2008 and serves as non-executive director. She is the company secretary and a member of the Audit Committee.

Ms Nicolaou has extensive experience in commercial, corporate and funds law. She is currently the Managing Director of Amicorp (Cyprus) Ltd. Previously, she was head of the Corporate Legal department at Polakis Sarris LLC and also worked at C. Patsalides LLC. Ms Nicolaou participates in various associations of the Cyprus Chamber of Commerce and also sits on other boards of listed and private companies.

Ms Nicolaou received an LLB in Law from the University of Nottingham and then an LLM in Commercial and Corporate Law from University College London. She also has an advanced diploma in Business Administration from the Cyprus International Institute of Management.

Andrey Gomon**Non-executive Director**

Andrey Gomon served as a member of the board of the Company since April 2013 until April 2016 as a Non-Executive Director. He has more than 12 years of management experience in the railway industry. From 2006 to 2012 he was the CEO of Transoil, successfully managing the operations of one of the largest oil transportation companies in Russia. Prior to that, he was CFO of Transoil from 2003 to 2006. Mr. Gomon graduated from St. Petersburg State University with a degree in Economics in 1999 and obtained an MBA from INSEAD in 2002. Mr. Gomon is also a member of the boards of the New Forwarding Company and BaltTransServis, which are subsidiaries of Globaltrans.

Melina Pyrgou**Non-executive Director**

Melina Pyrgou was appointed to the Board as a non-executive director in April 2013. She is a barrister and the Managing Director of Pyrgou Vakis Law Firm, a Cyprus-based corporate and commercial law practice serving Cypriot and international clients.

Ms Pyrgou has more than 24 years of experience in corporate law and is also a registered insolvency practitioner. Prior to Pyrgou Vakis Law firm, she was Director of Legal Services with PricewaterhouseCoopers in Cyprus.

Ms Pyrgou won a scholarship to study for a diploma in Environmental Law from the University of Geneva, and has a degree in Law and Sociology from the University of Keele. She was called to the bar in Cyprus in 1992 and in London (Grays Inn) in 1995.

Ms Pyrgou was appointed a member of the Cyprus Investments Promotion Agency (CIPA) in November 2016 for a three-year term. In December 2016, she was also appointed a member of the Disciplinary Committee of the Institute of Certified Public Accountants of Cyprus (ICPAC) for a three-year term.

Ms Pyrgou served as the Chairman of EuropeFides Association, a European network of accounting, audit, tax and legal firms, in 2015-16. She is also a member of various local business associations.

Ms Pyrgou is fluent in Greek, English and French.

Konstantin Shirokov

Executive Director, Head of Internal Audit

Konstantin Shirokov was appointed to the Board as an executive director in March 2008. He is the head of Globaltrans's Internal Audit function.

Mr Shirokov has over 11 years' management experience in several major companies. Prior to joining Globaltrans, he worked in senior finance roles at Mechel and as an economist at Glencore International. He is also a non-executive member of the Board of Directors of Global Ports Investments PLC and sits on its Audit and Risk Committee.

Mr Shirokov graduated from the Finance Academy under the Russian government. He also studied business management at Oxford Brookes University.

Alexander Storozhev

Executive Director, Chief Procurement Officer

Alexander Storozhev joined the Board as an executive director in April 2013. He has worked in Globaltrans since its establishment and has held various senior railway management roles for over 20 years.

Mr Storozhev is also a member of the boards of GTI Management, AS Spacecom, New Forwarding Company and BaltTransServis, all Globaltrans subsidiaries. Since February 2015, he has been director of Investments and Business Development at New Forwarding Company. Mr Storozhev graduated from the Kiev Military Academy of Aviation and Engineering in 1990 with a degree in Engineering. He also has a diploma from the Mirbis Business School in Moscow and a master's degree in Business Administration and Finance.

Alexander Tarasov

Non-executive Director

Alexander Tarasov joined the Board in April 2013. He served as a deputy director general in Sevtekhnotrans (a Globaltrans subsidiary that was merged with Ferrotrans into GTI Management) until January 2014. He has held several management positions in various sectors in established Russian companies and is highly experienced in financial management and analysis.

Mr Tarasov graduated from the Bauman Moscow State Technical University with a degree in Engineering. He also has a degree in Economics from the Moscow State University of Commerce.

Michael Thomaides

Non-executive Director

Michael Thomaides was appointed to the Board as a non-executive director in April 2014.

Mr Thomaides previously served as a director at Globaltrans Investment PLC from 2004 to 2008 and on the Board of Directors of Global Ports Investments PLC, Russia's leading container port operator. He has also been a director at Leverret Holding Ltd (Cyprus) since 2007.

Mr Thomaides graduated from the London Southbank University with a BSc in Consumer Product Management. He is a member of the Cyprus Chamber of Commerce.

Marios Tofaros

Non-executive Director

Marios Tofaros was appointed to the Board as a non-executive director in April 2013.

Mr Tofaros is also a director of the Client Accounting department at Amicorp (Cyprus) Ltd. He was a financial accountant at Depfa Investment Bank Ltd from 2004 to 2008 and a financial officer at Louis Catering Ltd from 2003 to 2004. He also held various positions in the Audit department at KPMG Cyprus.

Mr Tofaros has a degree in Accounting, Finance and Economics and a master's degree in Business Studies, both from the University of Kent. He also holds a chartered certified accountant (FCCA) diploma and is a member of the Institute of Certified Public Accountants of Cyprus.

Sergey Tolmachev

Executive Director

Sergey Tolmachev was appointed to the Board as a non-executive director in April 2013 and as an executive director in October 2013. He has been the Group's managing director since October 2013.

Mr Tolmachev joined N-Trans Group in 2001 and has held numerous management positions focused on corporate finance and treasury since. He also has extensive experience in financial analysis and modelling.

Mr Tolmachev graduated from Lomonosov Moscow State University with a degree in Mechanics and Applied Mathematics.