

**GENERAL MEETING OF THE SHAREHOLDERS
OF THE COMPANY
(the “General Meeting”)**

TO BE HELD ON OCTOBER 28, 2013 AT 5, PLACE WINSTON CHURCHILL, L-2014
LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG
AT 02:00 p.m. CET

PROXY

The undersigned _____, a company organised and existing under the laws of _____ on _____, under the number _____, having its registered office at _____,

being a holder of _____ shares of **O’Key Group S.A.**, a public limited company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 23, rue Beaumont, L-1219 Luxembourg, registered with the *Registre de Commerce et des Sociétés* in Luxembourg under number B 80.533 (the “**Company**”),

hereby appoints

_____, born on _____, bearing passport No. _____ issued on _____, date of expiry _____, by _____, and residing at: _____,

(hereinafter referred to as the “**Proxyholder**”),

to act individually with full power, and with full power of substitution:

- to appear in the name of, and represent the undersigned at the General Meeting to vote on the following agenda with any such amendments or changes as the Proxyholder may deem appropriate as well as on such other items as may be brought before such meeting, in accordance with the voting instructions stated below, in connection with the exercise of certain options, and to waive any right to any convening notice or formality (to the extent necessary):

Agenda of the General Meeting

- 1. To terminate with effect 28 October 2013 at 6:00 pm CET the authorities of the members of the Board of Directors of the Company.**
- 2. To appoint, with effect 28 October 2013 at 6:01 pm CET and for a term ending at the annual general meeting of the Company expected to be held in 2018 and approving the annual accounts for the year ending 31 December 2017, Dmitrii TROITCKII, Dmitry KORZHEV, Heigo KERA and Tony Denis MAHER as the new members of the Board of Directors of the Company and Boris VOLCHEK, as new Caraden Director.**

Voting instructions:

Resolutions	Item 1	Item 2
For		
Against		
Abstention		

If amendments or new items were to be presented, the undersigned irrevocably gives power to the Proxyholder, to vote in his name and as he or she deems fit, unless the undersigned ticks the box below:

“I abstain”

- in general to do anything which is necessary or useful in the accomplishment of the above proxy and to accept any amendment to the above agenda or the items therein as the Proxyholder deems appropriate, so long as such amendment complies with the above voting instructions.

The undersigned further hereby expressly agrees to fully indemnify each Proxyholder, and shall keep each Proxyholder fully indemnified, against any costs, claims, expenses, losses, liabilities and damages suffered by such Proxyholder in connection with the powers granted to him/her in the present proxy or in the exercise of any of the powers conferred, or purported to be conferred, on him/her by this proxy. The undersigned further hereby expressly confirms that the undersigned agrees to ratify and confirm all documents, deeds, acts and things which any of the Proxyholders execute, do, or purport to do in the exercise of any of the powers conferred, or purported to be conferred, by the present proxy.

The present proxy shall be valid until _____.

Dated _____, 2013.

Signed _____

Name: _____

Title: _____