

**O'KEY GROUP S.A.**  
*société anonyme*  
Registered office: 23, rue Beaumont  
L - 1219 LUXEMBOURG  
R.C.S. Luxembourg: B 80.533  
(the “Company”)

**GENERAL MEETING OF THE SHAREHOLDERS  
OF THE COMPANY**

TO BE HELD ON TUESDAY OCTOBER 13, 2015 AT 6, RUE JEAN MONNET, L-2180  
LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG  
AT 11:00 A.M. CET

**CONVENING NOTICE**

Dear Shareholder,

You are hereby invited to the annual general meeting of shareholders of the Company (the “**General Meeting**”) which is scheduled to take place on Tuesday October 13, 2015 at 11.00 a.m. Central European Time at 6, Rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, in order to deliberate on the following matters:

**Agenda of the General Meeting**

1. To terminate with effect as of October 13, 2015 6:00p.m. CET the authorities of the members of the Board of Directors of the Company.
2. To appoint, with effect from October 13, 2015 at 6:01 p.m. CET and for a term ending at an annual general meeting of the Company expected to be held in 2020 and approving the annual accounts for the year ending 31 December 2019, Dmitrii TROITSKII, Dmitry KORZHEV, Heigo KERA and Mykola BUINYCKYI as the new Directors of the Company and Boris VOLCHEK as a new Caraden Director.
3. To approve the compensation of the directors and officer of the Company for the financial year ended December 31, 2015 in an aggregate amount of up to USD 400 000 and to delegate the Board of Directors of the Company the power to determine each director’s and officer’s compensation
4. To approve the compensation of the directors and officer of the Company for the financial year ended December 31, 2016 in an aggregate amount of USD 800 000 and to delegate the Board of Directors of the Company the power to determine each director’s and officer’s compensation.

Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already

been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

A copy of the documentation related to the General Meeting is available at the registered office of the Company.

The documents required by Article 73 of the Luxembourg law of August 10, 1915 on commercial companies, as amended, will be available from the date of this convening notice at the registered office of the Company.

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of shareholders of the Company at their registered office by 12 a.m. CET on October 9, 2015. Changes to the register of shareholders of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

In case you are not able to attend, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy form is enclosed to this convening notice. In case you did not receive the aforementioned proxy or the enclosures referred to above, you may request these again directly from the Company.

The proxy should be returned to the Company before 1 p.m. CET on October 12, 2015 at the latest, by e-mail as a PDF (at [corpcom@okeygroup.ru](mailto:corpcom@okeygroup.ru) or [marina.shagulina@okeygroup.lu](mailto:marina.shagulina@okeygroup.lu)) or fax at +352-471817350 with the original to follow by mail (at the registered office of the Company).

Yours sincerely,

Luxembourg, September 24, 2015

For the Board of Directors  
Heigo KERA (Director)