

O'KEY GROUP S.A.
société anonyme
Registered office: 46A, Avenue J.F. Kennedy,
L-1855 LUXEMBOURG
R.C.S. Luxembourg: B 80.533
(the “Company”)

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

TO BE HELD ON MONDAY NOVEMBER 12, 2018 AT 6, RUE JEAN MONNET, L-2180
LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG
AT 10:30 A.M. CET

CONVENING NOTICE

Dear Shareholder,

You are hereby invited to the extraordinary general meeting of shareholders of the Company (the “**Extraordinary General Meeting**”) which is scheduled to take place on Monday November 12, 2018 at 10.30 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 Extraordinary General Meeting

1. *Restatement of the articles of association of the Company, without amendment of the corporate object of the Company;*
2. *Miscellaneous.*

The draft of the articles of association of the Company proposed for shareholders’ approval is attached to the convening notice sent to the shareholders on record in the register of the shareholders of the Company.

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

The documents required by Article 461-1 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.

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.

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 10:00 A.M. CET on October 30, 2018. 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 14 p.m. CET on November 9, 2018 at the latest, by e-mail as a PDF (at marina.shagulina@okeygroup.lu) or fax at + 352 24 527 084 with the original to follow by mail (at the registered office of the Company).

Information

Further information may be obtained on <http://okeyinvestors.ru/shareholder/agm-information> .

Shareholders may address all queries with respect to the Meeting by email to the following email address: marina.shagulina@okeygroup.lu, or to the following address:

O`key Group S.A
46A, Avenue J.F.Kennedy
L-1885 Luxembourg, Grand Duchy of Luxembourg

Yours sincerely,

Luxembourg, October 23, 2018
For the Board of Directors
Heigo KERA (Chairman of the Board)