

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

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

TO BE HELD ON WEDNESDAY JUNE 10, 2015 AT 6, RUE JEAN MONNET, L-2180
LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG
AT 1:00 P.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 Wednesday June 10, 2015 at 1.00 p.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. *Amendment of articles 5, 15, 16.3 and 19 of the articles of association of the Company (the “**Articles**”) consisting in :*
 - (A) *Deletion of the second, third, fourth and fifth paragraphs of article 5 of the Articles and deletion of the wording "but without prejudice to the foregoing authorised capital," in the current sixth paragraph of article 5 of the Articles.*
 - (B) *Amendment of paragraph 2 of Article 15 of the Articles so as to read as follows:*

"The annual General Meeting shall be held in Luxembourg at the registered office of the Company, or at any such other place as may be specified in the convening notice of the meeting, on the last Friday

of the month of April at 10:00 a.m. If that day is a legal holiday in Luxembourg the annual General Meeting shall be held on the next business day at the same time.”

(C) *Amendment of article 16.3 a) of the Articles so as to read as follows:
"any changes to the issued share capital of the Company and/or any authorised share capital of the Company, including the issuance of any Securities, the repurchase or/and the redemption of any Securities."*

(D) *Deletion of the last sentence of article 19 of the Articles;*

2. *Inclusion in the Articles of provisions relating to the creation of a position of a Luxembourg administrative officer of the Company, which shall have the authority to manage day-to-day operations of the Company in Luxembourg. Consequently, inclusion of two additional paragraphs in article 9 of the Articles so as to read as follows:*

*“The Board of Directors may appoint a Luxembourg administrative officer (the “**Luxembourg Administrative Officer**”), who need not be a member of the Board of Directors, whose duty should be inter alia to take all steps, take all actions and sign all documents necessary for managing day-to-day operations of the Company in Luxembourg.*

The Luxembourg Administrative Officer shall have entire power to create and use the domain name “okeygroup.lu”, and to sign financial and tax reporting of the Company (other than the stand-alone and consolidated accounts and financial statements, both annual and interim). The Board may determine other responsibilities, powers and authorities of Luxembourg Administrative Officer, as well as determine the limit within which the Luxembourg Administrative Officer is authorised to undertake obligations on behalf 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 12 a.m. CET on June 8th, 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 12 a.m. CET on June 9th, 2015 at the latest, by e-mail as a PDF (at aleksandra.lysova@okmarket.ru or 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, May 20, 2015

For the Board of Directors
Heigo Kera (The Director)