

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 MONDAY SEPTEMBER 12, 2011 AT 5, PLACE WINSTON
CHURCHILL, L-2014 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG
AT 2:30 P.M. CET

CONVENING NOTICE

Dear Shareholder,

You are hereby invited to the general meeting of shareholders of the Company (the "**General Meeting**") which is scheduled to take place on Monday September 12, 2011 at 2:30 p.m. Central European Time at 5, Place Winston Churchill, L-2014 Luxembourg, Grand Duchy of Luxembourg, in order to deliberate on the following matters:

Agenda of the General Meeting

- (1) **Acknowledgement of the stand-alone profits of the Company as at June 30, 2011; and**
- (2) **Approval as final of the interim dividend in an amount of USD 19,717,163.25 declared on August 5, 2010 to the holders of record on that date.**

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.

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 5:00 p.m. CET on September 9,

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2011. 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, you may request these again directly from the Company.

The proxy should be returned to the Company before by 5:00 p.m. CET on September 9, 2011 at the latest, by e-mail as a PDF (at tatiana.kuznetsova@okmarket.ru) or fax (at + 78123632145) with the original to follow by mail (at the registered office of the Company).

Yours sincerely,

Luxembourg, 29th August, 2011


Heigo KERA
Chairman