

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

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

PROXY

The undersigned _____, a company organised and existing under the laws of _____, 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

_____ (the “**Proxyholder**”),

with full power to act alone, 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 as of October 13, 2015 6:00 p.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.

Voting instructions:

Resolutions	Item 1	Item 2	Item 3	Item 4
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 October 14, 2015.

Dated _____ 2015.

Signed _____

Name:

Title: