

Société Anonyme
65, boulevard Grande-Duchesse Charlotte
L-1331 Luxembourg
R.C.S. Luxemburg B 153489

**CONVENING NOTICE AND
INSTRUCTIONS FOR SHAREHOLDERS
to participate in
ANNUAL GENERAL MEETING OF SHAREHOLDERS
of SADOVAYA GROUP S.A.
on June 18, 2014**

Dear Shareholders,

The Board of Directors of SADOVAYA GROUP S.A. (the “Company”) convenes the shareholders of the Company to the Annual General Meeting of Shareholders (hereinafter - General Meeting) to be held on June 18, 2014 at 17.00 CET at the following address: 10, Boulevard de la Foire, L-1528 Luxembourg, with the following agenda:

1. Discussion of the status of the statutory annual accounts (unconsolidated) and of the consolidated financial statements for the year ended 31 December 2013 and report of the Statutory Auditor (reviseur d'Entreprises agree).
2. Change of the registered address
3. Discharge of the Directors for the year ended 31 December 2013.
4. Appointment of the Statutory Auditor (reviseur d'Entreprises agree) for the audit of the consolidated and unconsolidated annual accounts of Sadovaya Group S.A. for a one-year term mandate, which shall terminate on the date of the annual general meeting of shareholders to be held in 2014.
5. Decision on the company’s dissolution according to article 100 of the amended Companies’ law of August 10, 1915.
6. Miscellaneous.

Right to propose new items to the agenda and to file draft resolutions.

One or more shareholders holding together at least 5% of the share capital of the Company may:

- Add new items on the agenda of the General Meeting;
- File proposed resolutions in relation with the items of the agenda or the additional items.

Such requests must be sent to the Company in writing by mail at the following address: 10, Boulevard de la Foire, L-1528 Luxembourg and by e-mail Liza Skripchenko (email:skripchenko@sadovaya.com.ua) no later than June 16, 2014.

Such requests should enclose the related proposed resolutions and should indicate a mail or e-mail address to which the Company may send an acknowledgement of receipt.

The Company will acknowledge the receipt of such requests within 48 hours upon reception.

The Company will publish an updated agenda of the extraordinary general meeting at the latest on June 17, 2014.

Right to participate in the General Meeting.

In accordance with the Article 3 of the law of 24 May 2011 on exercise of certain rights of shareholders at the general meeting of companies admitted to trading, participation in the General Meeting is reserved to shareholders of the Company whose shareholding is determined on June 17, 2014 at 12.00 CET and who give notice of their intention to attend the General Meeting by sending (i) a depositary certificate and (ii) a duly completed proxy voting form (only in case of participation by use of a proxy)

- no later than June 17, 2014 18.00 CET in PDF format by e-mail to Liza Skripchenko (email:skripchenko@sadovaya.com.ua) and by courier or by ordinary or registered mail to the Company's offices at the following address:

SADOVAYA GROUP S.A.

Att: Liza Skripchenko
10, Boulevard de la Foire,
L-1528 Luxembourg.

Forms of participation in the General Meeting.

The Shareholders may attend the General Meeting either in person or be represented by a proxy, pursuant to the relevant options chosen and votes expressed in the proxy voting form.

For the convenience of shareholders, the Company proposes to appoint Eriks Martinovskis with full power of substitution as proxy for the shareholders to attend the General Meeting and vote in accordance with the voting instructions of the shareholder as provided in the duly filled proxy voting form signed by the relevant shareholder.

Please note, however, it is permitted to nominate a proxy other than the proposed shareholder's proxy. A representative may be a legal or natural person. A person appointed as proxy need not be a holder of shares of the Company. Shareholder may appoint one or more representatives of his/her own choice.

One person may represent more than one shareholder.

The proxy is entitled to act in the Shareholder's name and exercise the same rights the Shareholder benefits within the written voting instructions of the Shareholder. The proxy may be revoked and the new proxy may be appointed by the Shareholder either in writing by mail at the following address: 10, Boulevard de la Foire, L-1528 Luxembourg and by e-mail to Liza Skripchenko (email:skripchenko@sadovaya.com.ua) no later than June 17, 2014, or in person at the day of the General Meeting.

Lodging of a proxy form will not prevent a shareholder from attending and voting at the General Meetings if he decides to do so.

Documents to be presented by shareholders at the General Meeting.

An attendance list will be established at the General Meeting recording the shareholder(s) of the Company attending the General Meeting in person or by use of a proxy.

In order to be recorded to such a list and to be able to participate in the General Meeting, a natural or a legal person have to prove his/her/its quality of the Shareholder of the Company or a proxy if applicable, at the date of the General Meeting by submitting the following documents:

- in case of natural persons:
 - (i) an ID, a passport or other official document confirming identity of the shareholder.

- in case of legal persons:
 - (ii) an extract from the respective companies register and/or other official document confirming existence of the legal person and signing authority on behalf of the legal person;
 - (iii) other documents evidencing the right of a natural person(s) to represent such shareholder at the General Meeting;
 - (iv) the ID card, passport or other official document confirming the identity of the individual acting on behalf of the legal person.

- in case of acting through proxy:
 - (i) an ID card, passport or other official document confirming identity of proxy;
 - (ii) the power of attorney, together with unbroken chain of previous powers of attorney (if any).

- in case of a proxy for a legal person:
 - (i) an extract from the respective companies register and/or other official document confirming existence of the legal person and authority of the persons signing the power of attorney on behalf of the legal person.

The above documents should be in original or in copy confirmed by a notary.

The name, address, registration number and other information on the shareholder (if provided in the documents) shall be consistent in all documents.

All documents (including depository certificates) shall be delivered in English. In the contrary, the shareholder shall provide at its own expense and in the same deadlines a certified true translation by an officially agreed translator.

In the event there are any doubts as to the authority or identity of shareholders or persons acting on their behalf, the Chairman of the General Meeting will have a decisive voice regarding admittance to the General Meeting.

Holding of the General Meeting.

The Ordinary General meeting held extraordinary will be conducted in conformity with the voting requirements of the Luxembourg law on commercial companies dated 10 August 1915 as amended and the Company's articles of association.

As of the day of the General Meeting the Company's share capital is set at four hundred thirty

thousand eight hundred fifty-six Euro ninety-three Cents (EUR 430,856.93) consisting of 43 085 693 (forty-three million eighty-five thousand six hundred ninety-three) ordinary shares with a nominal value of EUR 0.01 (one Cent of Euro) each.

One share entitles to one vote on each matter presented and requiring a vote at the General Meeting. Each Shareholder, acting in person or through its proxy, may ask questions regarding one or several items of the agenda, during the General Meeting. If acting through its proxy, the Shareholder must give written instructions to the proxy for the questions to raise, or at least, a general right to ask all questions (regarding one or several items of the agenda) the proxy may deem appropriate.

The Company will then answer to the questions raised, on a best-effort basis during the question and answers session of the General Meeting, on an individual or global basis (if the question was raised several times).

Language of the General Meeting.

The General Meeting will be conducted, and all resolutions will be proposed and approved, in English.

Inquiries.

Any inquiries regarding the procedure to participate in the General Meeting shall be addressed by e-mail to Liza Skripchenko (email:skripchenko@sadovaya.com.ua)

On all related correspondence (e.g., such as the object of the mail or the e-mail) kindly indicate the following notice: “Annual General Meeting of the Company's Shareholder held on June 18, 2014”