



Sadovaya Group

Current report no. 06/2019
dated 28 September 2019

Société Anonyme
13, rue Joseph Junck,,
L-1839 Luxembourg
R.C.S. Luxemburg B 153489

**CONVENING NOTICE AND
INSTRUCTIONS FOR SHAREHOLDERS
to participate in
ORDINARY GENERAL MEETING OF SHAREHOLDERS 2019
of SADOVAYA GROUP S.A.
held extraordinary on October 11, 2019**

Dear Shareholders,

The Board of Directors of SADOVAYA GROUP S.A. (the “Company”) convenes the shareholders of the Company to the Ordinary General Meeting of Shareholders (hereinafter - General Meeting) to be held on October 11, 2019 at 4.00 p.m. Luxembourg time at the following address: Oles Honchar Street 76/2, Kiev, Ukraine, with the following agenda:

1. Prolongation of the mandate of Director A of SADOVAYA GROUP S.A until the end of the statutory general shareholders’ meeting of 2023.
2. Prolongation of the mandate of Director B of SADOVAYA GROUP S.A until the end of the statutory general shareholders’ meeting of 2023.
3. Decision on the Company’s dissolution according to the article 100 of the amended Companies’ law of August 10, 1915 (version amended as of 16 January 2017).
4. 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: 13, rue Joseph Junck, L-1839, Luxembourg and by e-mail to Liza Semeritskaya (email:semeritskaya@sadovayagroup.com) no later than October 09, 2019.

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 October 10, 2019.

Each Shareholder can be present at the meeting personally or by telephone, Viber, Skype or any other ways of communications by providing written notification concerning relevant way of communication to be chosen.

For detailed information you can send the query by e-mail to Liza Semeritskaya (email: semeritskaya@sadovayagroup.com)

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 October 11, 2019 at 4.00 p.m. Luxembourg time 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 October 10, 2019 at 6.00 p.m. Luxembourg time in PDF format by e-mail to **Liza Semeritskaya (email:semeritskaya@sadovayagroup.com)** and by courier or by ordinary or registered mail to the Company's offices at the following address:

SADOVAYA GROUP S.A. Attn: Liza Semeritskaya
13, rue Joseph Junck,
L-1839, 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.

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: 13, rue Joseph Junck, L-1839, Luxembourg and by e-mail to **Liza Semeritskaya (email:semeritskaya@sadovayagroup.com)** no later than October 10, 2019 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:

(i) 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;

(ii) other documents evidencing the right of a natural person(s) to represent such shareholder at the General Meeting;

(iii) 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 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 Semeritskaya (email:semeritskaya@sadovayagroup.com)*

On all related correspondence (e.g., such as the object of the mail or the e-mail) kindly indicate the following notice: "Ordinary General Meeting 2019 of the Company's Shareholder held on October 11, 2019"