

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about the action you should take, you are recommended to seek your own personal advice from your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your shares in Ukrproduct Group Ltd, please send this document and the Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold any part of your holding of shares in Ukrproduct Group Ltd, please contact your stockbroker, banker or other agent through whom the sale was effected immediately.

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**Ukrproduct Group Ltd**

*Incorporated in Jersey under  
the Companies (Jersey) Law 1991 as amended*

**Notice of Annual General Meeting  
to be held on 25 July 2016**

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This document should be read as a whole. Your attention is drawn to the letter from the Chairman set out in Part 1 of this document which recommends you vote in favour of the Resolutions, to be proposed at the Annual General Meeting referred to below.

Notice of the Annual General Meeting of the Company to be held at the offices of Ukrproduct Group Ltd, 10<sup>th</sup> Floor, 39-41 Shota Rustaveli Street, 01033 Kyiv, Ukraine at 6 pm (Kyiv time) on Monday, 25 July 2016 is set out on the following pages of this document. A Form of Proxy for use at the Annual General Meeting is enclosed. To be valid, Forms of Proxy for use at the Annual General Meeting must be completed in accordance with the instructions printed thereon and returned as soon as possible to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA and, in any event, so as to arrive no later than 4 pm (London time) on 23 July 2016. Completion and return of the Form of Proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting.

Copies of this document are available free of charge from the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) until the date which is one month from the date of this document or from the Company's website [www.ukrproduct.com](http://www.ukrproduct.com).

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## **EXPECTED TIMETABLE**

Publication of this document	30 June 2016
Latest time and date for receipt of Forms of Proxy	4 pm (London time) on 23 July 2016
AGM	6 pm (Kyiv time) on 25 July 2016

## DEFINITIONS

*The following definitions apply throughout this document and the Form of Proxy, unless the context otherwise requires:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company convened for 6 pm (Kyiv time) on 25 July 2016
“AIM”	AIM, a market of London Stock Exchange plc
“Board”	the Board of Directors of the Company
“Company” and “the Company”	Ukrproduct Group Ltd
“Directors”	the directors of the Company, as set out further in this document
“Form of Proxy”	the form of proxy accompanying this document for use by Shareholders in connection with the AGM
“Law”	the Companies (Jersey) Law 1991, as amended
“Ordinary Shares”	ordinary shares of 10 pence (£0.10) nominal value each in the capital of the Company
“Resolutions”	the resolutions set out in the notice of Annual General Meeting at the end of this document
“Shareholder”	a holder of Ordinary Shares from time to time

## LETTER FROM THE CHAIRMAN OF UKRPRODUCT GROUP LTD

**Directors:**

**Jack Rowell**

**Sergey Evlanchik**

**Alexander Slipchuk**

**Yuriy Hordiychuk**

**Registered Office:**

26 New Street

St. Helier

Jersey

JE2 3RA

30 June 2016

*To Shareholders and, for information purposes only, option holders*

Dear Shareholder

### **Notice of an Annual General Meeting**

#### **Introduction**

The purpose of this document is to convene the Annual General Meeting to consider, and if thought fit, to pass the Resolutions. The Resolutions ask the Shareholders to:

1. receive the consolidated accounts of the Company for the year ended 31 December 2015, together with the report of the Directors and the report of the Company's auditor thereon.
2. re-elect Jack Rowell, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17.
3. re-elect Sergey Evlanchik, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17.
4. re-elect Alexander Slipchuk, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17.
5. re-elect Yuriy Hordiychuk, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17.
6. approve the appointment of Baker Tilly Channel Islands Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorize the Directors to fix the auditor's remuneration.

## **Annual General Meeting**

There is set out at the end of this document a notice convening the Annual General Meeting of the Company to be held at the offices of Ukrproduct Group Ltd at 10<sup>th</sup> floor 39-41 Shota Rustaveli Street 01033 Kyiv Ukraine on 25 July 2016 at 6 pm (Kyiv time). At this meeting the Resolutions will be proposed as ordinary resolutions or special resolutions (as the case may be).

## **Action to be taken**

If you are unable to attend the AGM or believe that you may be unable to do so a Form of Proxy is enclosed. This should be completed and returned in accordance with the instructions printed on it as soon as possible, but in any event so as to be received not later than 4 pm (London time) on 23 July 2016. The return of the Form of Proxy will not preclude you from attending the meeting and voting in person if you wish.

## **Accounts**

The consolidated accounts of the Company for the year ended 31 December 2015, together with the report of the Directors and the report of the Company's auditor thereon, are included in the annual report of the Company which is due to be posted on 30 June 2016 to Shareholders registered on that date and are also published on the Company's website [www.ukrproduct.com](http://www.ukrproduct.com).

## **Availability of document**

Copies of this document are available free of charge from the Company's registered office during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) until the date which is one month from the date of this document and from the Company's website [www.ukrproduct.com](http://www.ukrproduct.com).

## **Recommendation**

Your Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole.

Accordingly, your Directors unanimously recommend that you vote in favour of the Resolutions at the AGM as they intend to do so in respect of their beneficial shareholdings, being in aggregate 30,024,956 Ordinary Shares representing 75.68 per cent of the Company's issued Ordinary Shares (excluding treasury shares).

Yours faithfully

**Jack Rowell**  
**Chairman**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of the Company will be held at 6 pm (Kyiv time) on Monday, 25 July 2016 at 10<sup>th</sup> Floor, 39–41 Shota Rustaveli Street, 01033 Kyiv, Ukraine, to consider and, if thought fit, pass the following ordinary resolutions.

1. **THAT** the consolidated accounts of the Company for the year ended 31 December 2015, together with the report of the Directors and the report of the Company's auditor thereon, be and are hereby received by the Shareholders.
2. **THAT** Jack Rowell, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.
3. **THAT** Sergey Evlanchik, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.
4. **THAT** Alexander Slipchuk, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.
5. **THAT** Yuriy Hordiychuk, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.
6. **THAT** the appointment of Baker Tilly Channel Islands Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting be and is hereby approved and that the Directors be and are hereby authorised to fix the auditor's remuneration.

Dated: 30 June 2016

Approved by and signed on behalf of the Board.

Alexander Slipchuk  
Chief Executive Officer

### NOTES:

1. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and, on a poll, vote instead of the member. Completion and return of a form of proxy will not preclude a member from attending and voting at the AGM in person, should he subsequently decide to do so.
2. In order to be valid, any form of proxy, power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's Transfer Agent, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA, no later than 4 pm (London time) on 23 July 2016, or in the case of any adjournment of the AGM, no later than 48 hours prior to the time of such adjournment.

3. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001 and by the Companies (Uncertificated Securities) (Jersey) Order 1999, Shareholders must be entered on the Company's share register at 6 pm (London time) on 23 July 2016 in order to be entitled to attend and vote at the AGM. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

**UKRPRODUCT GROUP LIMITED** (the "Company")

**Form of Proxy - Annual General Meeting  
(For the use of holders of Ordinary Shares, holding Ordinary Shares in their own name)**

Please complete in block capitals.

I/We (see Note 7).....

of.....

being (a) member(s) of the Company hereby appoint (see Note 6) ..... Or in default the Chairman of the meeting, as my/our proxy to vote for us on my/our behalf at the Annual General Meeting of the Company to be held at 10<sup>th</sup> Floor, 39-41 Shota Rustaveli Street, 01033 Kyiv, Ukraine on Monday, 25 July 2016 at 6 pm (Kyiv time) or 4 pm (London time) and at any adjournment thereof.

I/We direct my/our proxy to vote on the resolutions as set out in the notice convening the Annual General Meeting as follows:

Please indicate how you wish your proxy to vote by marking an 'X' in the appropriate space. If no specific direction is given the proxy will vote, or abstain from voting as thought fit (see Note 9).

<b>Ordinary Resolutions:</b>		<b>For</b>	<b>Against</b>	<b>Vote Withheld</b>
1.	<b>THAT</b> the consolidated accounts of the Company for the year ended 31 December 2015, together with the report of the Directors and the report of the Company's auditor thereon, be and are hereby received by the Shareholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<b>THAT</b> Jack Rowell, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<b>THAT</b> Sergey Evlanchik, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<b>THAT</b> Alexander Slipchuk, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<b>THAT</b> Yuriy Hordiychuk, who retires in accordance with Article 17 of the Articles of Association of the Company and who, being eligible, offers himself for re-election in accordance with the said Article 17, be and is hereby re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	<b>THAT</b> the appointment of Baker Tilly Channel Islands Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting be and is hereby approved and that the Directors be and are hereby authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution:</b>				

Signed: (see Note 7) ..... this..... day  
of.....2016

**Notes:**

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the company. You can only appoint a proxy using the procedures set out in these notes.

2. To be valid this Form of Proxy, together with any power of attorney, or other authority (if any) under which it was signed or a notarially certified copy of such power or authority, must reach the Company's Transfer Agent, Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA, no later than 4pm (London time) on 23 July 2016, or in the case of any adjournment of the Annual General Meeting, no later than 46 hours prior to the time of such adjournment.
3. Where this Form of Proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
4. Any alteration to this Form of Proxy must be initialled by the signatory.
5. Appointment of a proxy will not preclude a member from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
6. A proxy need not be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided. If you sign and return this Form of Proxy with no name inserted in the space provided, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
7. In the case of joint holders, only one need sign this Form of Proxy, but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members (other than in the event that such joint holders shall have already notified the Company in writing as to which of their number shall represent them).
8. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you may photocopy this Form of Proxy. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
9. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter that is put before the meeting.