

Notice of Special General Meeting in Vostok New Ventures Ltd

Notice is hereby given to the shareholders and the holders of depository receipts in Vostok New Ventures Ltd (“**Vostok New Ventures**” or the “**Company**”) that a Special General Meeting (the “**Meeting**”) of shareholders shall be held on Friday, 5 August 2016 at 11.00 CEST, at Advokatfirman Vinge, Smålandsgatan 20 in Stockholm, Sweden.

Notice to attend etc.

Holders of depository receipts in respect of common shares of US\$ 0.32 par value each in the Company wishing to attend the Meeting shall:

- (1) be listed in the register of holders of depository receipts kept by Euroclear Sweden AB on Friday, 29 July 2016; and
- (2) notify the Company of the intention to attend the Meeting not later than Monday, 1 August 2016 by mail at the address c/o Vostok New Ventures AB, Hovslagargatan 5, 111 48 Stockholm, Sweden, mark the envelope “Special General Meeting 2016”, by telephone +46 8 545 01 550, by fax +46 08 545 01 554 or by e-mail to sgm2016@vostoknewventures.com. The holder of depository receipts shall state his or her name, personal or company identification number, address as well as telephone number. If a holder of depository receipts intends to be represented by proxy, the name of the proxy holder shall be stated.

Holders of depository receipts represented by **proxy** shall issue dated and signed power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or a corresponding document for the legal entity shall be appended. The power of attorney in original and, where applicable, the registration certificate should be submitted to the Company by mail at the address set forth above well in advance of the Meeting. The form to use for a power of attorney can be found on www.vostoknewventures.com.

Holders of depository receipts who hold their receipts through nominees (Sw. *förvaltare*) must request a **temporary registration of the voting rights** in order to be able to participate at the Meeting. Holders of depository receipts who want to obtain such registration must contact the nominee regarding this well in advance of Friday, 29 July 2016.

Proposed agenda

1. Election of Chairman for the Meeting.
2. Preparation and approval of voting list.
3. Approval of the agenda.
4. Election of one or two persons to check and sign the minutes.
5. Resolution that the Meeting has been duly convened.
6. Resolution to approve the acquisition of shares in BlaBlaCar from, among others, Luxor Capital Group and to effect a new common share issue for the consideration of non-cash property.
7. Closing of the Meeting.

Chairman for the Meeting (item 1)

The Board of Directors proposes that Jesper Schönbeck, member of the Swedish Bar Association, is elected as Chairman for the Meeting.

Resolution to approve the acquisition of shares in BlaBlaCar from, among others, Luxor Capital Group and to effect a new common share issue for the consideration of non-cash property (item 6)

The Board of Directors proposes that the Meeting resolves (i) to approve the acquisition of shares in Comuto SA (“**BlaBlaCar**”) from among from, among others, Luxor Capital Group in accordance with what is set out in the press release available at the Company’s website www.vostoknewventures.com, and (ii) to approve an increase in the Company’s issued share capital by not more than US\$ 2,197,365.12 by an issue of not more than 6,866,766 new common shares of US\$ 0.32 per value each in consideration for non-cash property for such common shares of the Company (the “**Issue in kind**”).

The following terms shall apply for the Issue in kind.

The right to subscribe for depository receipts representing the new common shares in the Company (“**SDRs**”) shall be granted only to Luxor Capital Partners, LP, Luxor Capital Partners Offshore Master Fund, LP, Luxor Wavefront, LP, Lead Edge Capital II L.P, Lead Edge Capital II QP L.P and Lead Edge Partners Opportunity III L.P., with a right and obligation for each of them to pay for such new common shares with non-cash property consisting of shares BlaBlaCar to the Company.

Subscription for SDRs representing the new common shares in the Company shall be made on a subscription list from and including 5 August 2016 and up to and including 8 August 2016. However, the Board of Directors shall be entitled to extend the subscription period at its sole discretion.

Payment for the SDRs representing the new common shares in the Company shall be made by transfer of shares in BlaBlaCar (non-cash consideration) to the Company not later than 8 August 2016. However, the Board of Directors shall be entitled to extend the period for payment at its sole discretion.

The assets to be transferred to the Company as the payment of non-cash consideration (as described above) have been valued by the Board of Directors to have an estimated aggregated value of US\$ 45,479,595, which corresponds to a subscription price of approximately US\$ 6.62 per new SDR, which according to the Board of Directors’ assessment does not exceed the real value of the depository receipts. When valuing the assets representing the non-cash consideration, the Board of Directors has used the value of the shares used in the last known transaction with BlaBlaCar shares of the same classes, and verified the value using several methods of valuation. Based on the information presented in connection with negotiations, due diligence, and other information known to the Board of Directors about BlaBlaCar and its business, the Board of Directors has estimated that the value of the assets representing the non-cash consideration is at least equal to the aggregate par value of the new common shares of US\$ 2,197,365.12 to be issued to Luxor Capital Partners, LP, Luxor Capital Partners Offshore Master Fund, LP, Luxor Wavefront, LP, Lead Edge Capital II L.P, Lead Edge Capital II QP L.P and Lead Edge Partners Opportunity III L.P. In practice, the value at which the non-cash consideration will be accounted for in the Company's balance sheet may, due to applicable accounting rules, change depending on the circumstances on the transaction date but will not be less than the aggregate

par value of the new common shares to be issued. The Board of Directors has been provided with a fairness opinion issued by Pareto Securities AB to support the valuation referred to above.

The new common shares shall be entitled to dividends for the first time on the record date for dividends that occurs immediately following the registration of the new common shares.

Majority requirements and miscellaneous for the resolution regarding item 6

Due to Luxor Capital Groups ownership of more than 10 per cent of the shares in the Company, the planned acquisition of its shares in BlaBlaCar is a so called related-party transaction under the Swedish Securities Council's statement 2012:05 ("**AMN 2012:05**"). Even though AMN 2012:05 strictly applies only to Swedish companies, the Board of Directors has considered it to be of importance to follow the principles set in AMN 2012:05, in particular regarding valuation and shareholder approval.

The resolution in accordance with the Board of Directors' proposal in respect of item 6 requires support for the proposal of shareholders representing not less than half of the votes cast at the general meeting, however not taking into account shares and votes in the Company held by Luxor Capital Group.

The Board of Directors has in accordance with AMN 2012:05 provided a statement regarding the acquisition as well as obtained a fairness opinion from Pareto Securities AB in support of its valuation and its statement. The documents are available at the Company's website www.vostoknewventures.com.

July 2016

The Board of Directors of Vostok New Ventures Ltd

Registered office: Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda