

DEAR SHAREHOLDER!

MOTOR SICH JOINT-STOCK COMPANY, enterprise code – 14307794 (hereinafter referred to as the Company), with its registered office at 15, Motorostroiteley Avenue, Zaporozhye 69068, Ukraine, notifies of holding the General Meeting on **April 25, 2018**.

Opening of the Meeting – **14:00**.

The General Meeting will be held at the following address: Conference Hall, 15, Motorostroiteley Avenue, Zaporozhye, Ukraine.

Registration of the General Meeting participants – **April 25, 2018 from 10:00 until 12:00 at the place of holding the Meeting**.

Date of making the list of persons in the Share Register, who have the right to take part in the General Meeting, - **April 19, 2018**.

LIST OF ITEMS INCLUDED TO DRAFT AGENDA OF THE GENERAL MEETING AND DRAFT DECISIONS ON EACH OF AGENDA ITEMS

Draft agenda of General Meeting		Draft decisions on agenda items	
1	Election of Counting Board members.	1	1. To elect the General Meeting Counting Board consisting of 35 persons.
2	Information concerning the economic status of MOTOR SICH JSC for 2017, principal directions of Company's business and financial economic activities for 2018.	2	1. To approve principal directions of Company's activities for 2018.
3	The report of the Supervisory Board. Decision-making by the results of consideration of the report made by the Supervisory Board.	3	1. The Supervisory Board activities shall be deemed satisfactory. 2. To approve the report made by the Supervisory Board.
4	The report of the Board of Directors. Decision-making by the results of consideration of the report made by the Board of Directors.	4	1. The Board of Directors activities shall be deemed satisfactory. 2. To approve the report made by the Board of Directors.
5	The report of the Auditing Committee. Decision-making by the results of consideration of the report and conclusions made by the Auditing Committee.	5	1. The Auditing Committee activities shall be deemed satisfactory. 2. To approve the report made by the Auditing Committee.
6	Consideration of the conclusions made by the external auditor. Approval of the Company's Annual Report.	6	1. To take into consideration the conclusions made by the external auditor. 2. To approve the Company's Annual Report.
7	Profit distribution based on the results of Company's activities for 2017. Approval of dividend rate.	7	1. To approve profit distribution following the results of the Company's activities for 2017. 2. To approve dividend rate per one ordinary registered share of Motor Sich JSC for 2017, proposed by the Supervisory Board.
8	Making amendments to the Charter and approval of its revised version. Election of persons authorized to sign the minutes of the General Meeting and revised Charter.	8	1. To make amendments to the Charter of Motor Sich JSC and approve its revised version. 2. To authorize the Chairman and Secretary of the General Meeting to sign the minutes and revised Charter.
9	Approval of revised Regulations on the General Meeting.	9	1. To approve revised Regulations on the General Meeting.
10	Approval of revised Regulations on the Supervisory Board.	10	1. To approve revised Regulations on the Supervisory Board.
11	Approval of revised Regulations on the Board of Directors.	11	1. To approve revised Regulations on the Board of Directors.
12	Approval of Regulations on reward of members of the Supervisory Board.	12	1. To approve Regulations on reward of members of the Supervisory Board.
13	Making a decision on termination of Supervisory Board authorities.	13	1. To terminate the Supervisory Board authorities.
14	Election of members of the Supervisory Board.	14	In accordance with the Law of Ukraine "On Joint-Stock Companies" (Subitem 5, Part 3, Article 35) draft decision on this agenda item is not sent to the Shareholders.

The Motor Sich JSC **own website** which contains the information about the draft decisions for each item included in the draft agenda, as well as other information required by the Law of Ukraine "On Joint-Stock Companies" is <http://www.motorsich.com>

The total quantity of shares as of **March 15th, 2018** (the date of compiling the list of persons to whom the notice of the General Meeting is sent) is **2 077 990 registered shares of common stock**.

The total quantity of voting shares as of **March 15th, 2018** (the date of compiling the list of persons to whom the notice of the General Meeting is sent) is **2 002 631 registered shares of common stock**.

The list of documents which the Shareholder (the Shareholder's representative) must provide to the registration committee in order to participate in the General Meeting is as follows:

- private shareholder – personal identification document;
- private shareholder's representative – personal identification document and Power of Attorney for participation in the General Meeting executed in accordance with the Laws of Ukraine;

- corporate shareholder's representative – personal identification document, Power of Attorney for participation in the General Meeting executed in accordance with the Laws of Ukraine and copies of documents confirming the authorization of the person issuing the power of attorney;
- corporate shareholder's Executive Head – personal identification document, commission of appointment and copy of charter.

Procedure for the Shareholders' review of the information during preparation for the General Meeting.

During the period from the date the notice is sent to the date of holding the General Meeting the Shareholders have the opportunity to review the information at the following address: Room No. 2, 1st Floor, Administration Building, 15 Motorostroiteley Avenue, Zaporozhye 69068, Ukraine during business days Monday through Friday from 8:00 to 11:00 and from 12:00 to 17:00.

On the date the General Meeting is held the Shareholders have the opportunity to review the documents necessary to make the decision on the agenda items in the place of holding the General Meeting.

The Company officer in charge of the procedure of the Shareholders' review of the documents is A. N. Malysh, the Chairman of the Supervisory Board. The responsible officer is the Securities Department Head, the Corporate Secretary V.V. Khvostak. Telephone for inquiries: **+38 (061) 720-49-85**.

The documents and draft decisions on the General Meeting agenda items are provided to the Shareholders for review on the condition that a written notice is submitted to the Board of Directors no later than 5 (five) business days before the review date. The documents are provided for the review in paper format.

Rights given to the Shareholders which they can use after receiving the notification of the General Meeting and term during which these rights can be used in accordance with the Articles 36 and 38 of the Law of Ukraine "On Joint-Stock Companies".

The Shareholders have the right to submit questions in writing regarding the items included in the draft and agenda of the General Meeting **before the date on which it is held**. The Company provides the answers to these questions in writing before the beginning of the General Meeting. The Company can provide one answer to all questions of the same content.

Each Shareholder has the right to put forward the proposals for items included in the General Meeting agenda draft, as well as for new candidates for the Company's bodies provided that the quantity of the proposed candidates does not exceed the quantity of persons in each body. The proposals shall be submitted not later than 20 (twenty) days before the date on which the General Meeting is held. In case of proposing the candidates for the Company's bodies the proposals shall be submitted not later than 7 (seven) days before holding the General Meeting.

Procedure of participation and voting in the General Meeting under Power of Attorney.

Natural person and authorized person of legal person may be a representative of the Shareholder in the General Meeting. The Shareholder is entitled to appoint its representative permanently or for a specified period of time. The Shareholder is entitled to replace its representative at any time notifying the Executive Body of the Company hereof.

The Power of Attorney relating to participation and voting in the General Meeting of the Company may contain a task regarding the voting, i.e. the list of agenda items of the General Meeting specifying the way of voting and the decision for (or against) which to vote. In the General Meeting the representative must vote the way prescribed by the task regarding the voting. Should the Power of Attorney not contain the task regarding the voting, the representative decides all the issues regarding the voting in its own discretion. The Shareholder is entitled to issue the Power of Attorney for the right to participate and vote in the General Meeting for several representatives.

The Shareholder is entitled to recall or replace its representative in the General Meeting of the Company at any time.

Granting of the Power of Attorney for the right to participate and vote in the General Meeting does not exclude the right of the Shareholder issued the Power of Attorney to participate in the General Meeting instead of its representative.

Please note!

In accordance with Item 10 Part VI of the Law of Ukraine "On depositary system of Ukraine" only the Shareholders concluded the contract with the depositary institution for securities account maintenance may **participate in the voting** in the General Meeting.

In order to reserve the securities rights, MOTOR SICH recommends **the Shareholders, not concluded the contract** with the depositary institution for securities account maintenance, as well as **heritors/legal successors** of the Shareholders, not taken actions relating to inheritance of securities, to take all actions required for meeting the requirements of the Law of Ukraine "On depositary system of Ukraine".

Contact details for additional information:

Securities Department: 21, Omelchenko Str., Zaporozhye 69068 (rooms 207, 210), tel. **(061) 720-42-16, (061) 720-49-85**.

Depositary institution authorized by the emitter – MOTOR-DILER FIRM LLC.: 21, Omelchenko Str., Zaporozhye 69068 (rooms 212, 201), tel. **(061) 720-48-63, (061) 720-44-42**.

Telephones for inquiries: (061) 720-49-88, 720-42-16.

**Main Financial and Economic Performance Data of
Motor Sich JSC for 2017 (thousand UAH)
(preliminary data)**

Item	Period	
	Accounting	Prior
Total assets	29 243 457	25 251 032
Fixed assets and investment properties	7 060 371	6 471 174
Long-term financial investments	37 479	36 723
Inventories	14 365 601	13 308 727
Effective debt receivable	4 387 831	2 074 481
Cash and cash equivalents	2 756 289	2 352 855
Unappropriated balance	18 440 600	15 405 679
Equity capital	19 381 433	16 315 142
Registered capital	280 529	280 529
Long-term liabilities	3 742 269	3 176 812
Current liabilities	6 119 755	5 759 078
Net profit (loss)	3 104 174	2 044 097
Average annual number of shares (pcs.)	2 077 710	2 077 736
Number of own shares, repurchased within the period (pcs.)	40 866	6 303
Total sum of money, used to repurchase own shares within the period	95 242	10 789
The average number of employees (persons)	25 445	26 537

Notification of holding the General Meeting is published in the News of the National Securities and Stock Market State Commission No. 57 , dated March 23, 2018.

I do confirm the reliability of information contained in the notification.

Chairman of the Board of Directors

S.A. Voitenko