

Press release

4 March 2025

## **O'KEY GROUP BOARD OF DIRECTORS TO CONVENE GENERAL MEETING OF SHAREHOLDERS TO APPROVE REDOMICILIATION TO RUSSIA**

O'KEY Group S.A. (AIX, MOEX: OKEY, the “Group” or the “Company”), one of Russia’s leading food retailers, announces that its Board of Directors has decided to convene a General Meeting of Shareholders to address matters related to changing the Group’s legal registration from the Grand Duchy of Luxembourg to the Russian Federation (“redomiciliation”), subject to compliance with the applicable legal and regulatory requirements. The Company will hold an Extraordinary General Meeting of Shareholders (EGM) on this matter on 25 March 2025.

In accordance with the applicable corporate procedures and legal requirements of Luxembourg, the change of jurisdiction must be approved by the General Meeting of Shareholders. If shareholders approve the redomiciliation at the EGM on 25 March 2025, and once the redomiciliation process is completed, O'KEY Group, in accordance with Russian law, will become an international public joint-stock company (IPJSC), registered in the special administrative region on Oktyabrsky Island in the Kaliningrad region, and the Company will continue to operate as a legal entity in Russia.

Upon redomiciliation to the Russian Federation, all 269,074,000 Company shares will be recognised as shares of the IPJSC at a 1:1 ratio. The nominal value of the Company’s shares will be denominated in the Russian roubles, equivalent to their nominal value in euros, converted at the official exchange rate set by the Bank of Russia on the date of the EGM.

The Group will provide regular updates on the redomiciliation process. Prior to finalising the redomiciliation procedure, the Company must complete all actions required by law to terminate its operations in Luxembourg. Further information will be provided on the possible timeline for redomiciliation. In the meantime, the Group will continue to operate as a Luxembourg-registered company until the redomiciliation has been completed. The process of changing the Group’s legal registration will not affect the business operations of its retail chains or its subsidiaries in Russia. The Group will continue to meet all its obligations to its partners and customers on time and in full.

The EGM on the redomiciliation is scheduled for 25 March 2025, at 10:00 (CET).

GDR holders registered as of 17:00 (CET) on 5 March 2025 will be able to vote after registration on the website of RCS Trust and Corporate Services Ltd (the depositary for the Group’s GDRs) at <https://rcsgroup.com/signin/>. The relevant information describing the voting procedure, as well as the necessary requirements, have been published on the depositary’s website.

All materials published by the Group are available on its website at [www.okeygroup.lu](http://www.okeygroup.lu).

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## ABOUT O`KEY GROUP

**O`KEY Group S.A. (AIX, MOEX: OKEY)** is one of the leading grocery retailers in Russia, operating hypermarkets under the O`KEY brand and discounters under the DA! brand.

As of 31 December 2024, the Group had 301 stores across Russia (77 hypermarkets and 224 discounters) with a total selling space of 663,568 sq m. O`KEY opened its first hypermarket in St Petersburg in 2002 and has since demonstrated continuous growth. It was the first Russian food retailer to launch e-commerce operations offering a full range of hypermarket products for home delivery. The Group operates e-commerce pick-up and delivery points in O`KEY hypermarkets across the country. In 2015, we launched the first discount chain in Russia under the DA! brand. The Group operates five distribution centres in Russia – three in Moscow and two in St Petersburg – and employs 19,200 people.

In 2023, the Group's revenue amounted to RUB 207.9 bn, and EBITDA reached RUB 17.0 bn.

The O`KEY Group shareholder structure is as follows: NISEMAX Co Ltd, 49.11%; GSU Ltd, 34.14%; free-float and other holders, 16.75%.

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