

**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF THE COMPANY
(the “General Meeting”)**

TO BE HELD ON TUESDAY, MARCH 25, 2025
AT HOTEL LE ROYAL, 12 BOULEVARD ROYAL, 2449 LUXEMBOURG
AT 10.00 a.m. CET

PROXY

The undersigned _____, a company organised and existing under the laws of _____, having its registered office at _____,

being a holder of _____ shares of **O’KEY GROUP S.A.**, a public limited company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office 25C, Boulevard Royal, L-2449 Luxembourg, the Grand Duchy of Luxembourg, registered with the *Registre de Commerce et des Sociétés* in Luxembourg under number B 80.533 (the “**Company**”),

hereby appoints

_____ (the “**Proxyholder**”),

with full power to act alone, and with full power of substitution:

- to appear in the name of, and represent the undersigned at the General Meeting of the Company to vote on the following agenda with any such amendments or changes as the Proxyholder may deem appropriate as well as on such other items as may be brought before such meeting, in accordance with the voting instructions stated below, in connection with the exercise of certain options, and to waive any right to any convening notice or formality (to the extent necessary):

Agenda of the General Meeting

1. *To transfer the registered office, central administration and effective seat of management of the Company from the Grand Duchy of Luxembourg to the Russian Federation, to establish the registered office of the Company in the Special Administrative Region of Oktyabrskiy Island, Kaliningrad City, Kaliningrad Region, Russian Federation, and to convert the Company from a Luxembourg public limited liability company (société anonyme) into an international public joint-stock company under the laws of the Russian Federation, without the Company being dissolved but to the contrary with full corporate and legal continuance (the Re-domiciliation), as from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation (the Effective Date).*
2. *To approve the change of nationality of the Company from the Grand Duchy of Luxembourg to the Russian Federation and to acknowledge the loss of the Luxembourgish nationality of the Company as from the Effective Date.*
3. *To establish the registered office, central administration and effective seat of management of the Company in the Special Administrative Region of Oktyabrskiy Island, Kaliningrad City, Kaliningrad Region, Russian Federation, as from the Effective Date, and to authorize the Board of Directors to define the full address of the Company within the territory of the Special Administrative Region of Oktyabrskiy Island, Kaliningrad City, Kaliningrad Region, Russian Federation, as from the Effective Date.*
4. *To change the corporate name of the Company as from the Effective Date as follows:*
 - (i) *the full name of the Company in Russian: Международная компания публичное акционерное общество «О’кей Груп»;*
 - (ii) *the short name of the Company in Russian: МКПАО «О’кей Груп»;*
 - (iii) *the full name of the Company in English: O’key Group International public joint-stock company;*

(iv) the short name of the Company in English: O'key Group IPJSC.

5. To approve that, as from the Effective Date:
 - (i) all the two hundred and sixty-nine million seventy-four thousand (269,074,000) shares of the Company, representing the entire issued share capital of the Company of two million six hundred and ninety thousand seven hundred and forty euros (EUR 2,690,740), shall be recognized as the shares of the international public joint-stock company under the laws of the Russian Federation;
 - (ii) the par value of the Company's shares shall be converted in Russian Ruble (RUB);
 - (iii) the share capital of the Company shall be converted in Russian Ruble (RUB); and
 - (iv) the par value of the Company's shares in Russian Ruble (RUB) shall be equivalent to the par value of the shares of the Company in euro (EUR) converted at the official exchange rate set by the Bank of Russia as of the date of the Extraordinary General Meeting held in the Grand Duchy of Luxembourg resolving on the Re-domiciliation.
6. To amend and completely restate the Articles of association of the Company as from the Effective Date, so as to conform them to the laws of the Russian Federation (the Revised Articles).
7. To authorize the Board of Directors to appoint the registrar that will maintain the shareholders' register of the Company in Russia as from the Effective Date.
8. To acknowledge the resignation of all members of the Board of Directors of the Company as from the Effective Date, to grant them full discharge (quibus) for the exercise of their mandate until the Effective Date, and to confirm their appointment as members of the Board of Directors of the international public joint-stock company under the laws of the Russian Federation as from the Effective Date.
9. To authorize the Board of Directors to appoint a chief executive officer (the General director) of the Company as from the Effective Date.
10. To authorize the Board of Directors to approve the resolutions on issuance of ordinary shares of the Company for the Company's registration in the Russian Federation and to approve the prospectus of shares for the Company's registration in the Russian Federation.
11. To approve that any Director of the Company, each acting alone and with full power of substitution, is hereby authorized to make any decisions on any matters related to the Re-domiciliation of the Company and to take any actions required to establish the Company as an international public joint-stock company under the laws of the Russian Federation, as well as to delegate these powers under powers of attorney to any person they deem necessary.
12. To authorize Ms. Marina SHAGULINA and Ms. Irina NIKIFOROVA and Mr. Ilya ILIN, three of them acting only together, or any Director of the Company, each acting alone and with full power of substitution, to take all necessary actions on behalf of the Company to give effect to the above resolutions including, inter alia, in order to represent the Company in the Grand Duchy of Luxembourg towards any administrative, fiscal or other authorities, as well as towards the Luxembourg Companies' Register regarding any formalities to be accomplished further to the transfer of the registered office and the change of the nationality of the Company including but not limited to approve any documents, applications and declarations of the Company, to complete and file the relevant documents and applications with any competent authority and make all necessary assurances, affidavits, declarations and publications for the proper completion of the Company's transfer of its registered office out of the Grand Duchy of Luxembourg to the Russian Federation.
13. Miscellaneous.

Voting instructions:

Resolutions	Item 1.	Item 2.	Item 3.	Item 4.	Item 5.	Item 6.	Item 7.
For							
Against							
Abstention							

Resolutions	Item 8.	Item 9.	Item 10.	Item 11.	Item 12.	Item 13.
For						Not a votable item
Against						
Abstention						

If amendments or new items were to be presented, the undersigned irrevocably gives power to the Proxyholder, to vote in his name and as he or she deems fit, unless the undersigned ticks the box below:

“I abstain”

- in general to do anything which is necessary or useful in the accomplishment of the above proxy and to accept any amendment to the above agenda or the items therein as the Proxyholder deems appropriate, so long as such amendment complies with the above voting instructions.

The undersigned further hereby expressly agrees to fully indemnify each Proxyholder, and shall keep each Proxyholder fully indemnified, against any costs, claims, expenses, losses, liabilities and damages suffered by such Proxyholder in connection with the powers granted to him/her in the present proxy or in the exercise of any of the powers conferred, or purported to be conferred, on him/her by this proxy. The undersigned further hereby expressly confirms that the undersigned agrees to ratify and confirm all documents, deeds, acts and things which any of the Proxyholders execute, do, or purport to do in the exercise of any of the powers conferred, or purported to be conferred, by the present proxy.

The proxy should be returned to the Company before 17:00 CET on March 21, 2025 at the latest, by e-mail as a PDF (at marina.shagulina@okeygroup.lu) with the original to follow by mail (at the registered office of the Company).

This Proxy shall be governed by and construed in accordance with the laws of the Grand Duchy of Luxembourg.

Any dispute and/or litigation in connection with this Proxy shall be subject to the exclusive jurisdiction of the courts of Luxembourg-city

The present proxy shall be valid until March 26, 2025.

Dated _____ 2025

Signed _____

Name:

Title: