

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

TO BE HELD ON MONDAY, 18th of JULY, 2025
AT 25C, BOULEVARD ROYAL, 2449 LUXEMBOURG
AT 17.00 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 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. *Taking into account the resolutions taken on December 24, 2024 by the Board of Directors of the Company to carry out an intra-group restructuring that will result in a split of the business into two independent structures – Discounters segment and Hypermarkets segment (the “Restructuring”), to confirm subject to obtaining approval from the Governmental Commission for Control over Foreign Investment in the Russian Federation all transactions and actions required for the Restructuring.*
2. *Taking into account that during the Restructuring the Company will carry out transactions and actions indicated in the article 20.5 of the Consolidated Articles of Association of the Company dated 27 September 2024, to approve the transactions and actions listed in the Transactions list under the conditions specified in the Transactions list, and to confirm that:*
 - *no additional approvals by the General Meeting of the Company are required to complete such transactions and actions required for the Restructuring;*
 - *the procedure provided by the Article 20.5(e) and 21 of the Consolidated Articles of Association of the Company dated 27 September 2024 should not be applied to the Company’s subsidiaries included in Hypermarkets segment;*
 - *the approval of the transactions and actions listed in the Transactions list is given subject to obtaining approval from the Governmental Commission for Control over Foreign Investment in the Russian Federation.*
3. *Pursuant to the article 20.5 of the Consolidated Articles of Association of the Company dated 27 September 2024 and subject to obtaining approval from the Governmental Commission for Control*

over Foreign Investment in the Russian Federation to approve and ratify the sale of the Hypermarkets segment, that includes the sale of real property and land plots, and approve and ratify entering into the Share purchase agreement dated 24 December 2024 with respect to shares representing 99.56 % of the share capital of O'KEY, LLC by DA! LLC as the seller and RBF Retail, LLC as the buyer as well as all other agreements, documents and instruments which may be required to sell the Hypermarkets segment by way of transfer of the shares in O'KEY, LLC to RBF Retail, LLC.

Voting instructions:

Resolutions	Item 1.	Item 2.	Item 3.
For			
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 present proxy shall be valid until July 31, 2025.

Dated _____ 2025

Signed _____

Name:

Title: