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

TO BE HELD ON WEDNESDAY DECEMBER 21, 2022 AT 25C, BOULEVARD ROYAL, L-2449 LUXEMBOURG, THE GRAND DUCHY OF 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 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 accept resignation of the current statutory auditor of the Company, PricewaterhouseCoopers, Société cooperative, and to grant discharge to the resigning statutory auditor for the execution of its mandate.*
2. *To appoint MOORE Audit S.A., as approved statutory auditor of the Company, to hold office until the conclusion of the next Annual General Meeting.*
3. *To authorise the Board of Directors of the Company to determine the remuneration of the approved statutory auditor of the Company.*

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 January 31, 2023.

Dated _____ 2022.

Signed_____
Name:
Title: