

**O'KEY GROUP S.A.**  
**société anonyme**  
**Registered office: 25C, Boulevard Royal,**  
**L – 2449 LUXEMBOURG**  
**R.C.S. Luxembourg: B 80.533**  
**(the “Company”)**

**confirms that at its Annual General Meeting of the Shareholders**  
held on Tuesday, April 29, 2025 at Luxembourg, Grand Duchy of Luxembourg

**ALL RESOLUTIONS WERE ADOPTED**

Agenda of the Annual General Meeting:

Vote details

		«FOR»	«AGAINST»	«ABSTAINED»
1.	<i>To receive the statutory and the consolidated financial statements of the Company for financial year ended December 31, 2024.</i>	not a votable item		
2.	<i>To receive the reports of the Board of Directors of the Company on the statutory and the consolidated financial statements of the Company for the financial year ended December 31, 2024.</i>	not a votable item		
3.	<i>To receive the reports of the approved statutory auditor of the Company on the statutory and the consolidated financial statements of the Company for financial year ended December 31, 2024.</i>	not a votable item		
4.	<i>To approve the statutory financial statements of the Company for the financial year ended December 31, 2024.</i>	230 469 175	0	0
5.	<i>To approve the consolidated financial statements of the Company for the financial year ended December 31, 2024.</i>	230 469 175	0	0
6.	<i>To approve the results of the Company for the financial year ended December 31, 2024.</i>	230 469 175	0	0
7.	<i>To approve the Company's budget and the group's budget for the accounting year ending on December 31, 2025.</i>	230 469 175	0	0
8.	<i>Due to the expiration of the term of office of the Directors of the current Board of Directors to appoint the persons, listed in the List of candidates for appointment to the Board of Directors, as the Directors of the</i>	230 469 175	0	0

	<i>Company with effect as of 29 April 2025 and for a term ending at an annual general meeting of shareholders of the Company to be held in 2026.*</i>			
	<i>* please see information below</i>			
9.	<i>To approve the compensation of the directors and officers of the Company for the accounting year ending December 31, 2025 in an aggregate amount of up to USD 600'000 and to delegate to the board of directors of the Company the power to determine each director`s and officers` compensation.</i>	230 469 175	0	0
10.	<i>To approve the compensation of the directors and officers of the Company for the period from January 01, 2026 to June 30, 2026 in an aggregate amount of up to USD 300'000 and to delegate to the board of directors of the Company the power to determine each director`s and officers` compensation.</i>	230 469 175	0	0
11.	<i>To grant discharge to the directors for the financial year ended December 31, 2024.</i>	230 469 175	0	0
12.	<i>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.</i>	230 469 175	0	0
13.	<i>To authorize the Board of Directors of the Company to determine the remuneration of the approved statutory auditor of the Company.</i>	230 469 175	0	0

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Additional information to Item 8 of the Agenda of the Annual General Meeting of the Company

Procedure for appointing to the Board of Directors according to the Articles of Association of the Company dated September 27, 2024:

«12.1. The Company is managed by a Board of Directors composed of five members (each, a "Director"), of whom at least two Directors shall be appointed by the General Meeting from a list of candidates proposed by the GSU Shareholder (the "GSU Director(s)") and at least two Directors shall be appointed by the General Meeting from a list of candidates proposed by the Nisemax Shareholder (the "Nisemax Director(s)"). The number of GSU Directors and the Nisemax Directors shall be equal. Other Directors (not being GSU Directors or Nisemax Directors) shall be independent Directors and shall be appointed by the Qualified Majority.  
<...>»

«27.4. <...>

*“Qualified Majority” means the holders of at least 72,5% (seventy-two and five tenths percent) of the votes of the Company’s shareholders which includes the votes of the GSU Shareholder and Nisemax Shareholder present or represented at a General Meeting and voting at this General Meeting save where a higher majority is provided by the law;»*

#### Changes to the Board of Directors:

The term of office of the Board of Directors has expired on April 28, 2025.

Candidates, listed below, have been appointed to the Board of Directors from April 29, 2025 and for a term, ending at an annual general meeting of shareholders of the Company to be held in 2026.

#### Directors proposed by the Nisemax Shareholder

- **Dmitrii Troitskii** (reappointment)

##### Education:

University degree, State Marine Technical University of St. Petersburg

##### Professional experience:

2010 – present: Member of the Board of Directors of O'KEY GROUP S.A.

2010 – 2025: Member of Remuneration Committee of O'KEY GROUP S.A.

2005 – present: Development Director of Capital Group JSC

- **Dmitry Korzhev** (reappointment)

##### Education:

University degree, State Marine Technical University of St. Petersburg

##### Professional experience:

2010 – present: Member of the Board of Directors of O'KEY GROUP S.A.

2010 – 2025: Member of Audit Committee of O'KEY GROUP S.A.

2019 – present: Commercial Director of Capital Group JSC

2015 – 2019: Director of Capital Group JSC

#### Directors proposed by the GSU Shareholder

- **Boris Volchek** (reappointment)

##### Education:

University degree, Leningrad Institute of Railway Engineers (now St. Petersburg State University of Communications)

##### Professional experience:

2010 – present: Member of the Board of Directors of O'KEY GROUP S.A.

2010 – 2025: Member of Audit Committee of O'KEY GROUP S.A.

2010 – 2025: Member of Remuneration Committee of O'KEY GROUP S.A.

1995 – present: President of the Union Group of companies

• **Ilya Ilin** (new Director)

whether the position is executive or non-executive	non-executive
whether the position is considered to be independent	no
the nature of any functions or responsibility of the position	according to articles 12 – 15 of the Articles of Association of the Company
the Director's experience and all Directorships past or present held by the Director in any other Body Corporate in the previous five (5) years	<p><u>Education:</u> 2008 – 2012: Saint-Petersburg State University: economics-management 2001 – 2006: Russian Customs Academy (Saint-Petersburg branch); lawyer</p> <p><u>Professional experience:</u> 2010 – 2025: Member of Audit Committee of O'KEY GROUP S.A. 2010 – 2025: Member of Remuneration Committee of O'KEY GROUP S.A. 2013 – present: Member of the Board of Directors of DORINDA JSC 2015 – present: Member of the Board of Directors of O'KEY LLC 2017 – 2023: Category A manager of O'KEY MA Sarl 2017 – 2023: Category A manager of DA! Sarl</p> <p>Following his graduation from the Russian Customs Academy Mr. Ilin was working as a lawyer.</p>
details of the process by which the Director was selected	According to paragraph 12.1 of the Articles of Association of the Company
any unspent convictions relating to serious criminal offences	no
any case of bankruptcy or individual voluntary arrangements of the Director	no
any compulsory liquidations, creditor voluntary liquidations, company voluntary arrangements, receivership or any composition or arrangement with creditors generally or any class of creditors of any Body Corporate where such an individual was the Director at the time of or within the twelve (12) months preceding the occurrence of such events	no
any public criticism or disqualification of the individual by a	no

governmental or regulatory authority and whether the individual has ever been disqualified by a court from acting as a Director of a Body Corporate or from acting in the management or conduct of the affairs of any Body Corporate or, if there are no such details to be disclosed, that fact	
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Other Director

- **Konstantin Arabidis** (new Director)

whether the position is executive or non-executive	non-executive
whether the position is considered to be independent	yes
the nature of any functions or responsibility of the position	according to articles 12 – 15 of the Articles of Association of the Company
the Director's experience and all Directorships past or present held by the Director in any other Body Corporate in the previous five (5) years	<p><u>Education:</u> Peter the Great St. Petersburg Polytechnic University, department of Technical Cybernetics St. Petersburg University, department of Economics</p> <p><u>Professional experience:</u> 2023 – present: Chief Executive Officer of O'KEY management LLC 2016 – 2023: Chief Financial Officer of O'KEY Group 2012 – 2016: various positions in O'KEY Group Before 2012: various positions in PwC</p> <p>Member of ACCA</p>
details of the process by which the Director was selected	According to paragraph 12.1 of the Articles of Association of the Company
any unspent convictions relating to serious criminal offences	no
any case of bankruptcy or individual voluntary arrangements of the Director	no
any compulsory liquidations, creditor voluntary liquidations, company voluntary arrangements, receivership or any composition or arrangement with creditors generally or any class of creditors of any Body Corporate where such an individual was the Director at the time of or within the	no

twelve (12) months preceding the occurrence of such events	
any public criticism or disqualification of the individual by a governmental or regulatory authority and whether the individual has ever been disqualified by a court from acting as a Director of a Body Corporate or from acting in the management or conduct of the affairs of any Body Corporate or, if there are no such details to be disclosed, that fact	no