

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

TO BE HELD ON TUESDAY, APRIL 29, 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 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 receive the statutory and the consolidated financial statements of the Company for financial year ended December 31, 2024.*
2. *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.*
3. *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.*
4. *To approve the statutory financial statements of the Company for the financial year ended December 31, 2024.*
5. *To approve the consolidated financial statements of the Company for the financial year ended December 31, 2024.*
6. *To approve the results of the Company for the financial year ended December 31, 2024.*
7. *To approve the Company’s budget and the group’s budget for the accounting year ending on December 31, 2025.*
8. *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 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.*

9. 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.
10. 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.
11. To grant discharge to the directors for the financial year ended December 31, 2024.
12. 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.
13. To authorize the Board of Directors of the Company to determine the remuneration of the approved statutory auditor of the Company.

Voting instructions:

Resolutions	Item 4.	Item 5.	Item 6.	Item 7.	Item 8.
For					
Against					
Abstention					

Resolutions	Item 9.	Item 10.	Item 11.	Item 12.	Item 13.
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 April 30, 2025.

Dated \_\_\_\_\_ 2025

Signed \_\_\_\_\_

Name:

Title: