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

TO BE HELD ON FRIDAY APRIL 23, 2021 AT 6, RUE JEAN MONNET, L-2180
LUXEMBOURG, 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 6, rue Jean Monnet, L-2180 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 the financial year ended December 31, 2020.
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 accounting year ended December 31, 2020.
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 the accounting year ended December 31, 2020.
4. To approve the statutory financial statements of the Company for the financial year ended December 31, 2020.
5. To approve the consolidated financial statements of the Company for the financial year ended December 31, 2020.

6. To approve the results of the Company for the financial year ended December 31, 2020.
7. To approve the compensation of the directors and officers of the Company for the financial year ended December 31, 2021 in an aggregate amount of up to USD 800,000 and to delegate to the board of directors of the Company the power to determine each director's and officers' compensation.
8. To discharge the directors for the financial year ended December 31, 2020.
9. To appoint PricewaterhouseCoopers, *Société cooperative* as approved statutory auditor of the Company, to hold office until the conclusion of the next Annual General Meeting.
10. 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 4**	**Item 5**	**Item 6**	**Item 7**	**Item 8**	**Item 9**	**Item 10**
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 May 1, 2021.

Dated _____ 2021.

Signed_____
Name:
Title: