

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

**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS  
OF THE COMPANY**

TO BE HELD ON TUESDAY, MARCH 25, 2025  
AT HOTEL LE ROYAL, 12 BOULEVARD ROYAL, 2449 LUXEMBOURG  
AT 10.00 a.m. CET

**CONVENING NOTICE**

Dear Shareholder,

You are hereby invited to the extraordinary general meeting of the shareholders of the Company (the “General Meeting”) which is scheduled to take place on Tuesday, March 25, 2025 at 10.00 a.m. Central European Time at HOTEL LE ROYAL, 12 BOULEVARD ROYAL, 2449 LUXEMBOURG, THE GRAND DUCHY OF LUXEMBOURG, in order to deliberate on the following matters:

**Agenda of the Extraordinary General Meeting**

1. *To transfer the registered office, central administration and effective seat of management of the Company from the Grand Duchy of Luxembourg to the Russian Federation, to establish the registered office of the Company in the Special Administrative Region of Oktyabrskiy Island, Kaliningrad City, Kaliningrad Region, Russian Federation, and to convert the Company from a Luxembourg public limited liability company (société anonyme) into an international public joint-stock company under the laws of the Russian Federation, without the Company being dissolved but to the contrary with full corporate and legal continuance (the Re-domiciliation), as from the date of the registration of the Company as an international public joint-stock company in the Unified State Register of Legal Entities of the Russian Federation (the Effective Date).*
2. *To approve the change of nationality of the Company from the Grand Duchy of Luxembourg to the Russian Federation and to acknowledge the loss of the Luxembourgish nationality of the Company as from the Effective Date.*
3. *To establish the registered office, central administration and effective seat of management of the Company in the Special Administrative Region of Oktyabrskiy Island, Kaliningrad City, Kaliningrad Region, Russian Federation, as from the Effective Date, and to authorize the Board of Directors to define the full address of the Company within the territory of the Special Administrative Region of Oktyabrskiy Island, Kaliningrad City, Kaliningrad Region, Russian Federation, as from the Effective Date.*
4. *To change the corporate name of the Company as from the Effective Date as follows:*
  - (i) *the full name of the Company in Russian: Международная компания публичное акционерное общество «О'кей Груп»;*
  - (ii) *the short name of the Company in Russian: МКПАО «О'кей Груп»;*
  - (iii) *the full name of the Company in English: O'key Group International public joint-stock company;*
  - (iv) *the short name of the Company in English: O'key Group IPJSC.*
5. *To approve that, as from the Effective Date:*
  - (i) *all the two hundred and sixty-nine million seventy-four thousand (269,074,000) shares of the Company, representing the entire issued share capital of the Company of two million six*

*hundred and ninety thousand seven hundred and forty euros (EUR 2,690,740), shall be recognized as the shares of the international public joint-stock company under the laws of the Russian Federation;*

- (ii) the par value of the Company's shares shall be converted in Russian Ruble (RUB);*
  - (iii) the share capital of the Company shall be converted in Russian Ruble (RUB); and*
  - (iv) the par value of the Company's shares in Russian Ruble (RUB) shall be equivalent to the par value of the shares of the Company in euro (EUR) converted at the official exchange rate set by the Bank of Russia as of the date of the Extraordinary General Meeting held in the Grand Duchy of Luxembourg resolving on the Re-domiciliation.*
- 6. To amend and completely restate the Articles of association of the Company as from the Effective Date, so as to conform them to the laws of the Russian Federation (the Revised Articles).*
  - 7. To authorize the Board of Directors to appoint the registrar that will maintain the shareholders' register of the Company in Russia as from the Effective Date.*
  - 8. To acknowledge the resignation of all members of the Board of Directors of the Company as from the Effective Date, to grant them full discharge (quitus) for the exercise of their mandate until the Effective Date, and to confirm their appointment as members of the Board of Directors of the international public joint-stock company under the laws of the Russian Federation as from the Effective Date.*
  - 9. To authorize the Board of Directors to appoint a chief executive officer (the General director) of the Company as from the Effective Date.*
  - 10. To authorize the Board of Directors to approve the resolutions on issuance of ordinary shares of the Company for the Company's registration in the Russian Federation and to approve the prospectus of shares for the Company's registration in the Russian Federation.*
  - 11. To approve that any Director of the Company, each acting alone and with full power of substitution, is hereby authorized to make any decisions on any matters related to the Re-domiciliation of the Company and to take any actions required to establish the Company as an international public joint-stock company under the laws of the Russian Federation, as well as to delegate these powers under powers of attorney to any person they deem necessary.*
  - 12. To authorize Ms. Marina SHAGULINA and Ms. Irina NIKIFOROVA and Mr. Ilya ILIN, three of them acting only together, or any Director of the Company, each acting alone and with full power of substitution, to take all necessary actions on behalf of the Company to give effect to the above resolutions including, inter alia, in order to represent the Company in the Grand Duchy of Luxembourg towards any administrative, fiscal or other authorities, as well as towards the Luxembourg Companies' Register regarding any formalities to be accomplished further to the transfer of the registered office and the change of the nationality of the Company including but not limited to approve any documents, applications and declarations of the Company, to complete and file the relevant documents and applications with any competent authority and make all necessary assurances, affidavits, declarations and publications for the proper completion of the Company's transfer of its registered office out of the Grand Duchy of Luxembourg to the Russian Federation.*
  - 13. Miscellaneous.*

Any member attending the meeting has the right to ask questions. The Company must cause to answer any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

The draft of the charter of the Company as an international public joint-stock company will be available no later than March 05, 2025 at the registered office of the Company, on the website of the Company [www.okeygroup.lu](http://www.okeygroup.lu) or may be provided in electronic form upon request sent to e-mail [marina.shagulina@okeygroup.lu](mailto:marina.shagulina@okeygroup.lu).

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of shareholders of the Company at their registered office by 17:00 CET on March 05, 2025. Changes to the register of shareholders of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

In case you are not able to attend, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy form is enclosed to this convening notice. In case you did not receive the aforementioned proxy or the enclosures referred to above, you may request these again directly from the Company.

The proxy should be returned to the Company before 17:00 CET on March 21, 2025 at the latest, by e-mail as a PDF (at [marina.shagulina@okeygroup.lu](mailto:marina.shagulina@okeygroup.lu)) with the original to follow by mail (at the registered office of the Company).

Shareholders may address all queries with respect to the General Meeting by email to the following email address: [marina.shagulina@okeygroup.lu](mailto:marina.shagulina@okeygroup.lu), or to the following address:

O`KEY GROUP S.A  
25C, Boulevard Royal  
L-2449 Luxembourg, Grand Duchy of Luxembourg

Yours sincerely,



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Luxembourg, March 03, 2025  
For the Board of Directors  
Heigo KERA (Chairman)