

**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 FRIDAY, JULY 18, 2025  
AT 25C, BOULEVARD ROYAL, 2449 LUXEMBOURG  
AT 17.00 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 Friday, July 18, 2025 at 17.00 Central European Time at 25C, BOULEVARD ROYAL, 2449 LUXEMBOURG, THE GRAND DUCHY OF LUXEMBOURG, in order to deliberate on the following matters:

**Agenda of the Extraordinary General Meeting**

1. Taking into account the resolutions taken on December 24, 2024 by the Board of Directors of the Company to carry out an intra-group restructuring that will result in a split of the business into two independent structures – Discounters segment and Hypermarkets segment (the “Restructuring”), to confirm subject to obtaining approval from the Governmental Commission for Control over Foreign Investment in the Russian Federation all transactions and actions required for the Restructuring.
2. Taking into account that during the Restructuring the Company will carry out transactions and actions indicated in the article 20.5 of the Consolidated Articles of Association of the Company dated 27 September 2024, to approve the transactions and actions listed in the Transactions list under the conditions specified in the Transactions list, and to confirm that:
  - no additional approvals by the General Meeting of the Company are required to complete such transactions and actions required for the Restructuring;
  - the procedure provided by the Article 20.5(e) and 21 of the Consolidated Articles of Association of the Company dated 27 September 2024 should not be applied to the Company’s subsidiaries included in Hypermarkets segment;
  - the approval of the transactions and actions listed in the Transactions list is given subject to obtaining approval from the Governmental Commission for Control over Foreign Investment in the Russian Federation.
3. Pursuant to the article 20.5 of the Consolidated Articles of Association of the Company dated 27 September 2024 and subject to obtaining approval from the Governmental Commission for Control over Foreign Investment in the Russian Federation to approve and ratify the sale of the Hypermarkets segment, that includes the sale of real property and land plots, and approve and ratify entering into the Share purchase agreement dated 24 December 2024 with respect to shares representing 99.56 % of the share capital of O'KEY, LLC by DA! LLC as the seller and RBF Retail, LLC as the buyer as well as all other agreements, documents and instruments which may be required to sell the Hypermarkets segment by way of transfer of the shares in O'KEY, LLC to RBF Retail, LLC.

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 Share purchase agreement dated 24 December 2024 between DA! LLC and RBF Retail, LLC and the Transactions list with a list of transactions and actions required for the Restructuring as well as with the description of their terms and conditions will be available from the date of this convening notice at the registered office of the Company or may be provided in electronic form upon request sent to e-mail [marina.shagulina@okeygroup.lu](mailto:marina.shagulina@okeygroup.lu).**

A copy of the documentation related to the General Meeting is available at the registered office of the Company. The documents required by Article 461-6 of the Luxembourg law of August 10, 1915 on commercial companies, as amended, will be available from the date of this convening notice at the registered office of the Company.

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 11:00 a.m. CET on June 27, 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.

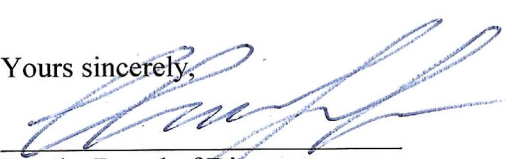
In case you are not able to attend, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. A proxy form is enclosed to this convening notice. In case you did not receive the aforementioned proxy or the enclosures referred to above, you may request these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

The proxy should be returned to the Company before 17:00 CET on July 17, 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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For the Board of Directors  
Ilya Ilin

Luxembourg, June 26, 2025