

O'KEY GROUP S.A.

société anonyme

Registered office: 25C, Boulevard Royal,

L – 2449 LUXEMBOURG

R.C.S. Luxembourg: B 80.533

(the “Company”)

**ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
OF THE COMPANY**

TO BE HELD ON TUESDAY, APRIL 29, 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 annual general meeting of the shareholders of the Company (the “General Meeting”) which is scheduled to take place on Tuesday, April 29, 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 Annual 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.*

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 List of candidates for appointment to the Board of Directors of the Company and the Company's budget and the group's budget for the accounting year ending on December 31, 2025 will be available no later than on April 07, 2025 at the registered office of the Company or may be provided in electronic form upon request sent to e-mail marina.shagulina@okeygroup.lu.

The List of candidates for appointment to the Board of Directors also will be published on the website of the Company www.okeygroup.lu not later than on April 07, 2025.

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 April 04, 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, you may request this again directly from the Company.

The proxy should be returned to the Company before 17:00 CET on April 25, 2025 at the latest, by e-mail as a PDF (at 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, or to the following address:

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

Yours sincerely,



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