O'KEY GROUP S.A.
société anonyme
Registered office: 6, Rue Jean Monnet,
L-2180 Luxembourg, Grand Duchy of Luxembourg
R.C.S. Luxembourg: B 80.533
(the "**Company**")

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

TO BE HELD ON FRIDAY APRIL 24, 2020 AT 6, RUE JEAN MONNET, L-2180 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG
AT 10:00 A.M. CET

CONVENING NOTICE

Dear Shareholder,

You are hereby invited to the annual general meeting of shareholders of the Company (the "**General Meeting**") which is scheduled to take place on Friday April 24, 2020 at 10.00 a.m. Central European Time at 6, Rue Jean Monnet, L-2180 Luxembourg, Grand Duchy of Luxembourg, in order to deliberate on the following matters:

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, 2019.

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, 2019.

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, 2019.

4. To approve the statutory financial statements of the Company for the financial year ended December 31, 2019.

5. To approve the consolidated financial statements of the Company for the financial year ended December 31, 2019.

6. To approve the results of the Company for the financial year ended December 31, 2019.

7. To approve the compensation of the directors and officers of the Company for the

financial year ending December 31, 2020 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, 2019.

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.

Any member attending the meeting has the right to ask questions. The Company must cause to be answered 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.

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 12 a.m. CET on April 22, 2020.
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 12 a.m. CET on April 23, 2020 at the latest, by e-mail as a PDF (at marina.shagulina@okeygroup.lu) or fax at +352-24-527-084 with the original to follow by mail (at the registered office of the Company).

Yours sincerely,

Luxembourg, March 27, 2020
For the Board of Directors
Heigo KERA (Director)