

**EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS
OF THE COMPANY**
(the “**Extraordinary General Meeting**”)

TO BE HELD ON MONDAY AUGUST 28, 2017 AT 6, RUE JEAN MONNET, L-2180
LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG
AT 10:30 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 at 46A, Avenue J.F. Kennedy, L-1855 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 Extraordinary 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 Extraordinary General Meeting :

1. *Amendment of Article 15 of the articles of association of the Company so as to read as follows:*
“Article 15. General Meeting of Shareholders
Any regularly constituted meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. The General Meeting in convened by the Board of Directors in accordance with Luxembourg law.
The annual General Meeting shall be held within six (6) months of the end of each financial year in the Grand Duchy of Luxembourg at the registered office of the Company or at such other place in the Grand Duchy of Luxembourg as may be specified in the convening notice of such meeting.

Other General Meetings may be held at any such place and time as may be specified in the respective convening notices of the meeting. Convening notices for every General Meeting shall contain the agenda and shall take the form of announcements published twice, with a minimum interval of eight (8) days, and eight (8) days before the General Meeting, in the Recueil électronique des sociétés et association and in a Luxembourg newspaper. Notices by mail shall be sent fourteen (14) days before the meeting to registered shareholders.

The Board of Directors may convene a General Meeting. They shall be obliged to convene it so that it is held within a period of one (1) month if shareholders representing one-tenth of the share capital require so in writing with an indication of the agenda.

If the entire issued share capital of the Company is represented at a general Meeting and minutes signed by all the shareholders, no convening notice is required for the meeting to be held and the proceedings at that General Meeting will be deemed valid.

The Board of Directors may determine a date preceding the General Meeting of shareholders as the record date for admission to the General Meeting. Only those shareholders as shall be shareholders of record on any such record date shall be entitled to notice of and to vote at any such meeting and any adjournment thereof, or to give any such consent, as the case may be.

The Board of Directors may determine any such other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders in person or by proxy.

A shareholder may be represented at a General Meeting by a proxy who need not be a shareholder of the Company.”

Voting instructions:

Resolutions	Item 1
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 August 29, 2017.

Dated _____ 2017.

Signed _____
Name:
Title: