

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

TO BE HELD ON MONDAY NOVEMBER 12, 2018 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 _____/ [professionally] residing in _____],

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 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. *Restatement of the articles of association of the Company, without amendment of the corporate object of the Company;*
2. *Miscellaneous.*

Voting instructions: Voting instructions:

Resolutions	Item 1	Item 2
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 unless such costs, claims, expenses, losses, liabilities and damages are caused by any fraudulent behaviour or gross negligence or wilful misconduct of the Proxyholder. 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 proxy should be returned to the Company before 14 p.m. CET on November 9, 2018 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).

The present proxy shall be valid until November 13, 2018 (inclusive).

Dated _____ 2018.

Signed _____

Name: _____

Title: _____