

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

TO BE HELD ON WEDNESDAY JUNE 10, 2015 AT 6, RUE JEAN MONNET, L-2180  
LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG  
AT 1:00 P.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 23, rue Beaumont, L-1219 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 articles 5, 15, 16.3 and 19 of the articles of association of the Company (the “**Articles**”) consisting in :*
  - (A) *Deletion of the second, third, fourth and fifth paragraphs of article 5 of the Articles and deletion of the wording "but without prejudice to the foregoing authorised capital," in the current sixth paragraph of article 5 of the Articles.*
  - (B) *Amendment of paragraph 2 of Article 15 of the Articles so as to read*

*as follows:*

*"The annual General Meeting shall be held in Luxembourg at the registered office of the Company, or at any such other place as may be specified in the convening notice of the meeting, on the last Friday of the month of April at 10:00 a.m. If that day is a legal holiday in Luxembourg the annual General Meeting shall be held on the next business day at the same time."*

(C) *Amendment of article 16.3 a) of the Articles so as to read as follows:*  
*"any changes to the issued share capital of the Company and/or any authorised share capital of the Company, including the issuance of any Securities, the repurchase or/and the redemption of any Securities."*

(D) *Deletion of the last sentence of article 19 of the Articles;*

2. *Inclusion in the Articles of provisions relating to the creation of a position of a Luxembourg administrative officer of the Company, which shall have the authority to manage day-to-day operations of the Company in Luxembourg. Consequently, inclusion of two additional paragraphs in article 9 of the Articles so as to read as follows:*

*"The Board of Directors may appoint a Luxembourg administrative officer (the **"Luxembourg Administrative Officer"**), who need not be a member of the Board of Directors, whose duty should be inter alia to take all steps, take all actions and sign all documents necessary for managing day-to-day operations of the Company in Luxembourg.*

*The Luxembourg Administrative Officer shall have entire power to create and use the domain name "okeygroup.lu", and to sign financial and tax reporting of the Company (other than the stand-alone and consolidated accounts and financial statements, both annual and interim). The Board may determine other*

*responsibilities, powers and authorities of Luxembourg Administrative Officer, as well as determine the limit within which the Luxembourg Administrative Officer is authorised to undertake obligations on behalf of the Company”*

Voting instructions:

<b>Resolutions</b>	<b>Item 1</b>	<b>Item 2</b>
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 June 11, 2015.

Dated \_\_\_\_\_ 2015.

Signed \_\_\_\_\_

Name:

Title: