

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

TO BE HELD ON WEDNESDAY JUNE 13, 2012 AT 5, PLACE WINSTON CHURCHILL,
L-2014 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG
AT 10:00 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 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 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 and to waive any right to any convening notice or formality:

Agenda of the General Meeting

- 1. To receive the reports of the Board of Directors on the consolidated and the statutory financial statements of the Company for the accounting year ended December 31, 2011.**
- 2. To receive the consolidated and the statutory financial statements of the Company for the financial year ended December 31, 2011 and the approved statutory auditors’ reports thereon.**
- 3. To approve the consolidated financial statements of the Company for the financial year ended December 31, 2011.**
- 4. To approve the statutory financial statements of the Company for the financial year ended December 31, 2011.**
- 5. To approve the results of the Company for the financial year ended December 31, 2011.**

- 6. To approve the compensation of the Directors for the financial year ended December 31, 2012 in an aggregate amount of up to USD 300,000 and to delegate to the Board of Directors the power to determine each Director's compensation.**
- 7. To discharge the Directors for the financial year ended December 31, 2011.**
- 8. To appoint KPMG Luxembourg as Approved Statutory Auditors of the Company, to hold office until the conclusion of the annual general meeting to be held in 2014.**
- 9. To authorise the Directors to determine the remuneration of the Approved Statutory Auditors.**

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 14, 2012.

Dated _____ 2012.

Signed _____

Name:

Title: