

exceet Group SE
Société européenne

Registered Office: 115, avenue Gaston Diderich, L-1420 Luxembourg

R.C.S. Luxembourg B 148.525

Convening Notice

Notice is hereby given to the holders of shares of **exceet Group SE** (the “**Company**”) that the

ANNUAL GENERAL SHAREHOLDERS' MEETING

and an

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

will be held on 2 May 2018 at 12:00 (noon) CEST.

The annual general shareholders’ meeting and the extraordinary general shareholders’ meeting will be held at Légère Hotel Luxembourg SA, 11, rue Gabriel Lippmann, Parc d’Activité Syrdall, L-5365 Munsbach Luxembourg.

At the aforementioned **annual general shareholders’ meeting**, the shareholders shall deliberate and vote on the following agenda items:

AGENDA

1. Presentation of the report of the independent auditor on the annual accounts for the financial year ended on 31 December 2017 to the general meeting;
2. Approval of the annual accounts for the financial year ended on 31 December 2017;
3. Allocation of the result;
4. Presentation of the management report issued by the board of directors and the report of the independent auditor on consolidated accounts for the financial year ended on 31 December 2017 to the general meeting;
5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2017;

6. (i) Discharge to be granted to the members of the board of directors; (ii) acknowledgement of the resignations of Mr. Hans Hofstetter, Dr. Hagen Hultzsch and Mr. Dirk-Jan van Ommeren as directors of the Company, and (iii) appointment of Mr. Klaus Röhrig, Mr. Florian Schuhbauer and Mr. Jan Klopp the new directors of the Company until the annual general meeting approving the annual accounts for the financial year ending on 31 December 2018;
7. Approval and, to the extent necessary, ratification of the remuneration of the board of directors and the executive officers for the financial year ended on 31 December 2017 and for the financial year ending on 31 December 2018;
8. Renewal of the mandate of PricewaterhouseCoopers, *société cooperative*, Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company until the annual general meeting approving the annual accounts for the financial year ending on 31 December 2018;
9. Miscellaneous.

Quorum and Majorities

Pursuant to the Company's articles of association and the law, the annual general meeting of shareholders will deliberate validly regardless of the number of shares present or represented. Decisions related to all items on the agenda of the annual general meeting of shareholders will be passed by a simple majority of the votes validly cast at the annual general shareholders' meeting.

At the aforementioned **extraordinary general shareholders' meeting**, the shareholders shall deliberate and vote on the following agenda item:

AGENDA

1. Transfer of the registered office of the Company.
2. Restatement of the articles of association.

Quorum and Majorities

Pursuant to the Company's articles of association and the law, the extraordinary general meeting of shareholders will deliberate validly only if a quorum of at least fifty percent (50%) of the share capital is present or represented. Decisions related in the agenda of the extraordinary general meeting of shareholders will be passed by a majority of at least two-thirds (2/3) of the votes validly cast at the extraordinary general meeting of shareholders.

Right to Amend the Content of the Agenda

Pursuant to the Company's articles of association, and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies (the "**Luxembourg Shareholders' Rights Law**"), which implemented the European Union Directive on Shareholders' Rights (2007/36/EC) (the "**Shareholders' Rights Directive**") and involved certain changes to the procedures for calling and conducting general shareholders' meetings, one or several shareholders representing at least five percent (5%) of the Company's share capital may request the adjunction of one or several items to the agenda of the annual general shareholders' meeting, provided that the request is accompanied by a justification of or draft resolution(s). Pursuant to Article 4 of the Luxembourg Shareholders' Rights Law and the Company's articles of association, such request and justification of or draft resolution(s) must be received at the Company's registered office by registered letter or by e-mail (to the attention of the board of directors, 115 avenue Gaston Diderich, L-1420 Luxembourg) or electronic means (to: i.himbert@exceet.lu) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, i.e. on 10 April 2018 accompanied by a proof of the shareholding of such shareholder(s) and the address or e-mail address which the Company may use in order to deliver the acknowledgment of receipt of such request. The Company must acknowledge reception of such request within forty-eight (48) hours of receipt of such request. In case such request entails a modification of the agenda of the relevant general shareholders' meeting, the Company is going to make an amended agenda available at the latest fifteen (15) days prior to the relevant general meeting, i.e. on 17 April 2018.

Documents

Copies of the proposals of the resolutions of the **annual general shareholders' meeting** and copies of the proposals of the resolutions of the **extraordinary general shareholders' meeting** as well as the documents related to the aforementioned items on the agenda will be on display for inspection by the shareholders on the Company's website (www.exceet.ch/investor-relations) and at the registered office of the Company as from 29 March 2018.

Upon request to i.himbert@exceet.lu copies of the above-mentioned documents are going to be mailed to the shareholders.

Share Capital of the Company

The Company's issued share capital is set at three hundred eleven thousand nine hundred sixty euro and sixteen cents (EUR 311,960.16) represented by twenty million five hundred twenty-three thousand six hundred ninety-five (20,523,695) Class A Shares.

Each share entitles the holder thereof to one vote.

Right to Participate in the Annual General Shareholders' Meeting and Extraordinary General Shareholders' Meeting

According to Article 5 of the Luxembourg Shareholders' Rights Law, the record date for **general meetings of shareholders** of listed companies incorporated under the laws of the Grand Duchy of Luxembourg has been set to fourteen (14) days prior to the date of the corresponding general shareholders' meeting. Therefore, any shareholder who holds one or more shares of the Company on 18 April 2018 at 24:00 (midnight) CEST (the "**Record Date**") and registers for the meetings (please see below section "*Registration for the Annual General Shareholders' Meeting and Registration for the Extraordinary General Shareholders' Meeting*") and provides the certificate

specified below, shall be admitted to participate and vote in the annual general shareholders' meeting as well as in the extraordinary general shareholders' meeting.

All shareholders wishing to participate (in person, or by voting through proxy or voting form) in the annual general shareholders' meeting and/or the extraordinary general shareholders' meeting of the Company shall notify the Company thereof at the latest on the Record Date in writing by mail, fax or by e-mail.

Shareholders (whose Shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary) should request from their operator or depositary or sub-depositary a certificate certifying the number of shares recorded in their account on the Record Date.

In addition to the aforementioned registration, to participate and vote in the annual general shareholders' meeting and/or the extraordinary general shareholders' meeting, such Shareholders (whose Shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary) shall submit a copy of the certificate via their custodian bank by mail, by fax or by e-mail to the Centralizing Agent in the period from 18 April 2018 at 24:00 (midnight) CEST until 26 April 2018, at 12:00 (noon) CEST.

The Centralizing Agent of the Company is the following:

Deutsche Bank Aktiengesellschaft
Attn.: Trust and Agency Services/Post IPO Services
Taunusanlage 12
D-60325 Frankfurt am Main
Germany
Fax: +49/69 910-38794
Email: dct.tender-offers@db.com

Any shareholder and/or proxy holder participating in the annual general shareholders' meeting and/or the extraordinary general shareholders' meeting in person shall carry proof of identity at the annual general shareholders' meeting and the extraordinary general shareholders' meeting.

Registration for the Annual General Shareholders' Meeting and/or the Extraordinary General Shareholders' Meeting

Shareholders wishing to participate in the annual general shareholders' meeting and/or the extraordinary general shareholders' meeting need to register for the annual general meeting by submitting their registration by mail, fax or by e-mail by 18 April 2018 at 24:00 (midnight) CEST to the Centralizing Agent of the Company at the address referred to above.

Registration forms are provided on the website of the Company (www.exceet.ch/investor-relations) which should be used. Shareholders having registered for the **annual general shareholders' meeting** and/or the **extraordinary general shareholders' meeting** may provide proxy or voting forms in case they do not wish to participate in person in the **annual general shareholders' meeting** and/or the **extraordinary general shareholders' meeting** by 26 April 2018 at 12:00 (noon) CEST (see below section "**Representation**").

Representation

In the event that any shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the completed and executed proxy should be submitted by mail, fax or by email to the Centralizing Agent of the Company no later than 26 April 2018 at 12:00 (noon) CEST and should be accompanied by the proof of shareholding.

Proxy forms provided on the website of the Company (www.exceet.ch/investor-relations) may be used and only signed proxy forms will be taken into account. One person may represent more than one shareholder.

Shareholders having submitted a proxy form and registered in due time but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or by cancelling the proxy form in writing to the Centralizing Agent of the Company at the address referred to above.

Voting Forms

Shareholders having registered for the **annual general shareholders' meeting** and/or the **extraordinary general shareholders' meeting** but who do not wish to participate in person may also vote through a voting form in the **annual general shareholders' meeting** and/or the **extraordinary general shareholders' meeting**. The voting form may be submitted by mail, by fax or by e-mail to the Centralizing Agent of the Company no later than 26 April 2018 at 12:00 (noon) CEST and should be accompanied by the proof of shareholding (see above section "*Right to Participate in the Annual General Shareholders' Meeting and/or Extraordinary General Shareholders' Meeting*"). Only voting forms provided by the Company on its website (www.exceet.ch/investor-relations) may be used and only signed voting forms will be taken into account. Shareholders having submitted a voting form and registered in due time but who wish to revoke such voting form may do so by timely providing a later dated proxy or voting or cancelling the voting form in writing to the Centralizing Agent of the Company at the address referred to above.

Language

The meeting will be held in the English language.

Luxembourg, in March 2018

For the board of directors of the Company