

**FORM OF PROXY AND VOTING FORM FOR
THE ANNUAL GENERAL SHAREHOLDERS' MEETING**

**exceet Group SE
Société européenne**

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

R.C.S. Luxembourg B 148.525

Dear Shareholder,

You are holding (a) share(s) of the Company on 18 April 2018 at 24:00 (midnight) CEST and are therefore entitled to participate in the annual general shareholders' meeting of

exceet Group SE

a company incorporated and existing as *société européenne* under the laws of the Grand Duchy of Luxembourg, having its registered office at 115, avenue Gaston Diderich, L-1420 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 148.525, which will be held on 2 May 2018 at 12:00 (noon) CEST at Légère Hotel Luxembourg SA, 11, rue Gabriel Lippmann, Parc d'Activité Syrdall, L-5365 Munsbach, Luxembourg and during which the shareholders shall deliberate and vote on the following agenda:

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 the 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 Hultzsich 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.

In case you do not wish to attend the meeting in person, you can appoint another person as your representative by means of a proxy, or alternatively, you can vote by providing a voting form. In case you wish to give a proxy to a person having a potential conflict of interest, including in particular members of the board of directors, you must give the conflicted proxy holder specific voting instructions in the proxy attached hereto as Schedule 1 (Proxy).

Voting through proxy or voting form does not exempt you from your obligation to register for the annual general shareholders' meeting at the latest by 18 April 2018 at 24:00 (midnight) CEST (the "**Record Date**") in writing by mail, fax or e-mail. Please use the proposed registration form made available on the website of the Company in this respect.

In case you wish to grant a proxy, please complete and sign a proxy in the form made available on the website of the Company and attached hereto as Schedule 1), and return it no later than 26 April 2018 at 12:00 (noon) CEST by mail, fax or e-mail to the Centralizing Agent of the Company at:

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

In case you wish to vote by voting form, please complete and sign Schedule 2 (Voting Form) to this document and return it no later than on 26 April 2018 at 12:00 (noon) CEST by mail, fax or by e-mail to the Centralizing Agent at the address referred to above. Only voting forms provided by the Company in the form of the enclosed Schedule 2 (Voting Form) or on its website (www.exceet.ch/investor-relations) may be used and only signed voting forms are being taken into account.

In case a shareholder provides a proxy and a voting form at the same time, the voting form shall prevail. Shareholders having submitted a voting form and registered in due time but who wish to revoke such voting form may do so by providing a later dated proxy or voting form, or by cancelling the voting form in writing to the Centralizing Agent of the Company at the address referred to above in a timely fashion and in any case no later than on 26 April 2018 at 12:00 (noon) CEST.

**Schedule 1
PROXY
FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING**

The undersigned,

(please indicate First and Family Name, Address and E-mail Address)
holder of (please check box as appropriate)

_____ class A shares, as shown on the attached copy/-ies of the certificate(s)
evidencing the shareholding on the Record Date

of

exceet Group SE

a company incorporated and existing as *société européenne* under the laws of the Grand Duchy of Luxembourg, having its registered office at 115, avenue Gaston Diderich, L-1420 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 148.525 (the "**Company**"), hereby gives irrevocable proxy to (please check box as appropriate)

Mr. Klaus Röhrig, chairman of the board of directors of the Company, and/or Link Market Services GmbH, represented by Markus Laue, each acting individually and with full power of substitution

 (First and Family Name, Date and Place of Birth, Address of proxy holder)

to represent the undersigned at the annual general shareholders' meeting of the Company to be held in Luxembourg on 2 May 2018 at 12:00 (noon) CEST,

in order to deliberate and vote as follows on the agenda items when they are presented to the meeting:

AGENDA

- | | | | | | | | |
|--|---|--------------------------|----|---------|--------------------------|--------------------------|--------------------------|
| 1. Presentation of the report of the independent auditor on annual accounts for the financial year ended on 31 December 2017 to the general meeting. | [No vote required] | | | | | | |
| 2. Approval of the annual accounts for the financial year ended on 31 December 2017. | <table border="0" style="font-size: small;"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | YES | NO | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| YES | NO | ABSTAIN | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 3. Allocation of the result. | <table border="0" style="font-size: small;"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | YES | NO | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| YES | NO | ABSTAIN | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 4. Presentation of the management report issued by the board of directors and the report of the independent auditor on the consolidated accounts for the financial year ended on 31 December 2017 to the general meeting. | [No vote required] | | | | | | |
| 5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2017. | <table border="0" style="font-size: small;"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | YES | NO | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| YES | NO | ABSTAIN | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 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 Hultsch 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. | <table border="0" style="font-size: small;"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | YES | NO | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| YES | NO | ABSTAIN | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 7. Approval of the remuneration of the board of directors for the financial year ended on 31 December 2017 and for the financial year ending on 31 December 2018. | <table border="0" style="font-size: small;"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | YES | NO | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| YES | NO | ABSTAIN | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |
| 8. Renewal of the mandate of PricewaterhouseCoopers, <i>société cooperative</i> , Luxembourg as independent auditor (<i>réviseur d'entreprises agréé</i>) of the Company until the annual general meeting approving the annual accounts for the financial year ending on 31 December 2018 | <table border="0" style="font-size: small;"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | YES | NO | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| YES | NO | ABSTAIN | | | | | |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | |

Any omission, unclearly expressed or contradictory choice in one or more of the various voting instruction options provided above will be considered as an instruction to abstain from voting in respect of the proposed resolution.

In case of a conflict of interest, the proxy holder shall disclose certain specified facts which may be relevant for the undersigned in assessing any risk that the proxy holder might pursue any interest other than the interest of the undersigned. Please note that Mr. Klaus Röhrig is the chairman of the board of directors of the Company.

This proxy can be revoked by delivering a properly executed later-dated proxy or voting form or a declaration to revoke the proxy to the Centralizing Agent in a timely fashion and in any case no later than on 26 April 2018 at 12:00 (noon) CEST.

This proxy and the rights, obligations and liabilities of the undersigned and the proxy holder hereunder shall be governed by the laws of Luxembourg, with the exception of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxy holder in the courts of the city of Luxembourg, and each of the undersigned and the proxy holder hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

Signed in _____ on _____ 2018

Name:

By:

Title:

Schedule 2
VOTING FORM

FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING

The undersigned,

_____ ,
(please indicate First and Family Name, Address and E-mail Address)

holder of (please check box as appropriate)

_____ class A shares, as shown on the attached copy/-ies of the certificate(s)
evidencing the shareholding on the Record Date

of

exceet Group SE

a company incorporated and existing as *société européenne* under the laws of the Grand Duchy of Luxembourg, having its registered office at 115, avenue Gaston Diderich, L-1420 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 148.525 (the "**Company**"),

hereby declares that he/she/it is not attending in person the annual general shareholders' meeting of shareholders of the Company to be held on 2 May 2018 at 12:00 (noon) CEST with the following agenda:

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 the 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. Discharge to be granted to the members of the board of directors; acknowledgement of the resignation of Hans Hofstetter, Dr. Hagen Hultsch, Dirk-Jan van Ommeren as directors of the Company and appointment of the new directors;
7. Approval and, to the extent necessary, ratification of the remuneration of the board of directors 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;

The undersigned hereby votes as follow on the proposed resolutions of the annual general meeting of shareholders:

First resolution: Presentation of the report of the independent auditor on annual accounts to the annual general meeting for the financial year ended on 31 December 2017.

[No vote required]

Second resolution: Approval of the annual accounts for the financial year ended on 31 December 2017.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Third resolution: Carrying forward of the loss of one million two hundred thirty-two thousand one hundred and one euros and ninety-six cents (EUR 1,232,101.96) for the financial year ended on 31 December 2017 to the following financial year.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Fourth resolution: Presentation of the management report issued by the board of directors and the report of the independent auditor on the consolidated accounts for the financial year ended on 31 December 2017 to the general meeting.

[No vote required]

Fifth resolution: Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2017.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Sixth resolution: (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.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Seventh resolution: Presentation of the remuneration principles for the board of directors and the executive committee as applied for the financial year ended on 31 December 2017 and as proposed for the financial year ending on 31 December 2018 and ratification of granting a fixed remuneration in the amount of one hundred fifty thousand euro (EUR 150,000) to board and/or board committee members for the financial year ended on 31 December 2017 and approval of granting a fixed remuneration in the amount up to two hundred thousand euro (EUR 200,000) to board and/or board committee members for the financial year ending on 31 December 2018.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Eighth resolution: Renewal of the mandate of PricewaterhouseCoopers, *société coopérative*, Luxembourg, having its registered office at 2, rue Gerhard Mercator, B.P. 1443, L-1014 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 65477 as independent auditor (*réviseur d'entreprises agréé*) of the Company for a term ending on the date on which the general meeting of shareholders resolves upon the approval of the Company's annual accounts for the financial year ending on 31 December 2018.

Decision

(please mark your decision
by a cross in the corresponding
space reserved to that effect below)

YES:

NO:

ABSTENTION:

Any voting form not clearly showing a vote in favor, against or an abstention is void.

Any omission, unclearly expressed or contradictory choice in one or more of the various voting options provided above are going to be considered as an abstention from voting for the relevant resolution.

Shareholders having submitted a voting form and registered in due time but who wish to revoke such voting form may do so by providing a later dated proxy or voting form or cancelling the voting form in writing to the Centralizing Agent of the Company in a timely fashion and in any case no later than on 26 April 2018 at 12:00 (noon) CEST.

The present voting form must be returned to the Centralizing Agent by mail, fax or by e-mail no later than on 26 April 2018 at 12:00 (noon).

This voting form and the rights, obligations and liabilities of the undersigned hereunder shall be governed by the laws of the Grand Duchy of Luxembourg, with the exception of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this voting form shall be brought by the undersigned and the Company in the courts of the city of Luxembourg, and each of the undersigned and the Company hereby submits to the exclusive jurisdiction of such courts in any such actions or proceeding and waives any objection to the jurisdiction or venue of such courts.

Signed in _____ on _____ 2018

Name:

By:

Title: