

**exceet Group SCA**  
**Société en commandite par actions**

**Siège social: 17, rue de Flaxweiler, L-6776 Grevenmacher**  
**R.C.S. Luxembourg B148525**

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**Convening Notice to the Annual General Meeting**

Notice is hereby given to the holders of shares of **exceet Group SCA** (the “**Company**”) that an **ANNUAL GENERAL SHAREHOLDERS’ MEETING** will be held on **2 May 2023 at 12:00 (noon) CEST** at LÉGÈRE HOTEL Luxembourg, 11, rue Gabriel Lippmann, Parc d’Activité Syrdall, 5365 Munsbach, Grand-Duchy of Luxembourg (the “**AGM**”).

At the AGM, the shareholders shall deliberate and vote on the following agenda items:

**AGENDA (AGM)**

1. Presentation of the report of the independent auditor on the annual accounts of the Company for the financial year ended 31 December 2022 to the general meeting.
2. Approval of the annual accounts of the Company for the financial year ended 31 December 2022.
3. Acknowledgment of the result the Company made with respect to the financial year ended 31 December 2022, and resolution concerning the allocation of the result.
4. Presentation of the management report issued by the general partner of the Company (the “**General Partner**”) and the report of the independent auditor on the consolidated accounts for the financial year ended 31 December 2022.
5. Approval of the consolidated accounts for the financial year ended 31 December 2022.
6. Granting of discharge (*quitus*) to Mr. Georges Bock, member of the supervisory board of the Company (the “**Supervisory Board**”), for the exercise of his mandate during the financial year ended 31 December 2022.
7. Granting of discharge (*quitus*) to Mr. Jan Klopp, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.
8. Granting of discharge (*quitus*) to Mr. Roland Lienau, member of the Supervisory Board, for the exercise of his mandate during the financial year ended 31 December 2022.
9. Decision to grant discharge to the manager of the Company for the exercise of its mandate for the financial year ended 31 December 2022.
10. Acknowledgment of the resignation of Mr. Jan Klopp as member of the Supervisory Board of the Company with effect as of the date of the AGM.
11. Appointment of Mr. Florian Schuhbauer as new member of the Supervisory Board with effect as of the date of the AGM and for a period ending at the general meeting of

shareholders approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026.

12. Appointment of Dr. Isabella Niklas as new member of the Supervisory Board with effect as of the date of the AGM and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026.
13. Appointment of Prof. Dr. Matthias Beller as new member of the Supervisory Board with effect as of the date of the AGM and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026.
14. Appointment of Mr. Thomas Terschluse as new member of the Supervisory Board with effect as of the date of the AGM and for a period ending at the general meeting of shareholders approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026.
15. Presentation of and advisory vote on the remuneration policy applicable as from 1 January 2023.
16. Approval of the stock option program 2023.
17. Presentation of and advisory vote on the remuneration report for the financial year ended 31 December 2022.
18. Ratification of the remuneration of the members of the Supervisory Board for the financial year ended 31 December 2022.
19. Approval of the remuneration of the members of the Supervisory Board for the financial year to end 31 December 2023.
20. Decision to elect BDO Audit SA, Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company.
21. Miscellaneous.

### **Quorum and Majorities**

Pursuant to the Company's articles of association and the law, resolutions at the annual general meeting of shareholders duly convened are adopted by a simple majority of the votes validly cast, regardless of the portion of capital represented.

### **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, as amended (the "**Luxembourg Shareholders' Rights Law**"), 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 AGM 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 (to the attention of the manager of the Company, 17, rue de Flaxweiler, L-6776 Grevenmacher) or electronic mail (to: h.vongregory@exceet.com) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, *i.e.* by 10

April 2023 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 will make an amended agenda available at the latest fifteen (15) days prior to the relevant general meeting, *i.e.* by 17 April 2023.

### **Documents**

Copies of the proposals of the resolutions of the **AGM** as well as the documents related to the aforementioned items on the respective agenda will be on display for inspection by the shareholders on the Company's website ([www.ir.exceet.com](http://www.ir.exceet.com)) and at the registered office of the Company as from 29 March 2023. Upon request to [h.vongregory@exceet.com](mailto:h.vongregory@exceet.com), 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 five hundred sixty-four thousand three hundred eighty-four euro and ninety-one cents (EUR 564,384.91) represented by thirty-six million three hundred fifty-nine thousand one hundred sixty-two (36,359,162) ordinary shares and one (1) unlimited share.

Each share entitles the holder thereof to one vote.

### **Right to Participate in the AGM**

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 at 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 2023 at 24:00 (midnight) CEST** (the "**Record Date**") and registers for the AGM (where applicable) and provides the Proof of Holding specified below, shall be admitted to participate and vote at the AGM.

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

To participate in and vote at the AGM, the Proof of Holding shall be submitted by mail, by fax or by e-mail in the period from the Record Date until **26 April 2023, at 12:00 (noon) CEST** to the centralizing agent of the Company (the "**Centralizing Agent**"):

#### ***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](mailto:dct.tender-offers@db.com)*

### **Attendance in Person / Voting Forms**

The intention of a shareholder or proxyholder to participate in person in the AGM (the “**In-Person Attendance Declaration**”) shall be notified by such shareholder or proxyholder to the Centralizing Agent in writing by mail, fax or by e-mail no later than **26 April 2023 at 12:00 (noon) CEST**. Registration forms are provided on the website of the Company ([www.ir.exceet.com](http://www.ir.exceet.com)) which may be used.

Any shareholder or proxyholder participating in the AGM in person shall carry proof of identity.

Shareholders who do not wish to participate in person may vote through a voting form in the AGM. The voting form may be submitted by mail, fax or by e-mail to the Centralizing Agent no later than **26 April 2023 at 12:00 (noon) CEST**. Voting forms provided by the Company on its website ([www.ir.exceet.com](http://www.ir.exceet.com)) may be used and if used, only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically). Shareholders having submitted a voting form but who wish to revoke such voting form may do so by timely providing a later dated voting form or cancelling the voting form in writing to the Centralizing Agent by mail, fax or by e-mail.

### **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 must be submitted by mail, fax or by e-mail to the Centralizing Agent no later than **26 April 2023 at 12:00 (noon) CEST**.

Proxy forms provided on the website of the Company ([www.ir.exceet.com](http://www.ir.exceet.com)) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or cancelling the proxy form in writing to the Centralizing Agent by mail, fax or by e-mail.

If the Company and/or the Centralizing Agent receives more than one different voting document from a shareholder, only the last voting or proxy form received by the Centralizing Agent and/or the Company before **26 April 2023 at 12:00 (noon) CEST** will be considered.

The Company considers that no other formalities than providing the Proof of Holding, an In-Person Attendance Declaration, voting form and/or proxy form (as applicable) shall be required for the purpose of Article 5(3) of the Luxembourg Shareholders’ Rights Law.

### **Language**

The meeting will be held in the English language.

Luxembourg, on 29 March 2023.

For the General Partner of the Company