

**FORM OF RESOLUTIONS TO BE PROPOSED AT THE  
ANNUAL GENERAL SHAREHOLDERS' MEETING  
OF EXCEET GROUP SCA  
TO BE HELD ON 2 MAY 2023 AT 12 P.M. (NOON) CEST.**

**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.

## **RESOLUTIONS AGM**

### **First resolution**

The general meeting of shareholders acknowledges the presentation of the chairman of the general meeting of shareholders of the report of the independent auditor on the annual accounts of the Company for the financial year ended 31 December 2022.

[No vote is required on the present resolution.]

### **Second resolution**

The general meeting of shareholders resolves to approve the annual accounts of the Company for the financial year ended 31 December 2022.

### **Third resolution**

The general meeting of shareholders acknowledges the result of the Company and further resolves to allocate the profit of thirteen million eight hundred ninety-nine thousand nine hundred seventy-five euro (EUR 13,899,975) for the financial year ended 31 December 2022 as follows:

Result brought forward from previous years	EUR	-13,451,242
Result of the financial year	EUR	13,899,975
Result to be carried forward to the following financial year	EUR	448,733

#### **Fourth resolution**

The general meeting of shareholders acknowledges the presentation of the chairman of the meeting 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.

[No vote is required on the present resolution.]

#### **Fifth resolution**

The general meeting of shareholders resolves to approve the consolidated accounts for the financial year ended 31 December 2022.

#### **Sixth resolution**

The general meeting of shareholders resolves to grant 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.

#### **Seventh resolution**

The general meeting of shareholders resolves to grant 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.

#### **Eighth resolution**

The general meeting of shareholders resolves to grant 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.

#### **Ninth resolution**

The general meeting of shareholders resolves to grant discharge (quitus) to the manager of the Company for the exercise of its mandate for the financial year ended 31 December 2022.

#### **Tenth resolution**

The general meeting of shareholders resolves to acknowledge the resignation of Mr. Jan Klopp as member of the Supervisory Board of the Company with effect as of the date of the AGM.

#### **Eleventh resolution**

The general meeting of shareholders resolves to appoint 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.

#### **Twelfth resolution**

The general meeting of shareholders resolves to appoint 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.

#### **Thirteenth resolution**

The general meeting of shareholders resolves to appoint 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.

#### **Fourteenth resolution**

The general meeting of shareholders resolves to appoint 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.

#### **Fifteenth resolution**

The general meeting of shareholders acknowledges and casts its advisory vote on the remuneration policy applicable as from 1 January 2023.

#### **Sixteenth resolution**

The general meeting of shareholders resolves to approve the stock option program 2023.

#### **Seventeenth resolution**

The general meeting of shareholders acknowledges and casts its advisory vote on the remuneration report for the financial year ended 31 December 2022.

#### **Eighteenth resolution**

The general meeting of shareholders resolves to ratify the remuneration of the members of the Supervisory Board for the financial year ended 31 December 2022.

The members of the Supervisory Board received a fixed annual remuneration on the following basis:

- |  |               |
|--|---------------|
| - Chairman of the Supervisory Board  | EUR 120,000.- |
| - Member of the Supervisory Board  | EUR 25,000.-  |
| - Chairman of the Audit Committee (in addition to the Supervisory Board membership remuneration) | EUR 5,000.-   |

No remuneration was paid in form of shares/options to the members of the Supervisory Board/Audit Committee.

### **Nineteenth resolution**

The general meeting of shareholders resolves to approve the remuneration of the members of the Supervisory Board for the financial year to end 31 December 2023 as follows:

The members of the Supervisory Board receive an annual fixed remuneration in cash as follows :

- The Chairman of the Supervisory Board: EUR 120,000.00
- Member of the Supervisory Board: EUR 50,000.00
- Chairman of the Audit Committee: EUR 20,000.00

### **Twentieth resolution**

The general meeting of shareholders resolves to elect BDO Audit SA, 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 31 December 2023.