

**FORM OF RESOLUTIONS TO BE PROPOSED AT THE  
ANNUAL GENERAL SHAREHOLDERS' MEETING OF EXCEET GROUP SE  
TO BE HELD ON 4 MAY 2016 AT 12:00 (NOON) CEST**

**AGENDA**

1. Presentation of the report of the independent auditor on annual accounts to the annual general meeting for the financial year ended on 31 December 2015;
2. Approval of the annual accounts for the financial year ended on 31 December 2015;
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 to the annual general meeting for the financial year ended on 31 December 2015;
5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2015;
6. Discharge to be granted to the members of the board of directors, acknowledgement of the resignation of Mr. Ulrich Reutner as director of the Company, renewal of the mandates of the remaining directors and appointment of a new director;
7. Approval and, to the extent necessary, ratification of the remuneration of the board of directors for the financial year ended on 31 December 2015 and for the financial year ending on 31 December 2016;
8. Renewal of the mandate of PricewaterhouseCoopers, *société cooperative*, Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year ending on 31 December 2016;
9. Miscellaneous.

## **RESOLUTIONS**

### **First resolution**

The general meeting of shareholders listens to the presentation of the chairman of the meeting with respect to the report of the independent auditor.

The presentation is followed by questions from the shareholders answered by the chairman of the meeting.

### **Second resolution**

The general meeting of shareholders resolves to approve the annual accounts for the financial year ended on 31 December 2015.

### **Third resolution**

The general meeting of shareholders resolves to carry the gain of three million four hundred thirty thousand five hundred one euro and seventy-nine cents (EUR 3,430,501.79) for the financial year ended on 31 December 2015 forward to the following financial years.

### **Fourth resolution**

The general meeting of shareholders listens to the presentation of the chairman of the meeting including to the management report issued by the board of directors with respect to the annual and consolidated accounts, the report of the independent auditor with respect to the consolidated accounts and the consolidated accounts for the financial year ended on 31 December 2015. The report of the independent auditor is presented. The board of directors presents the management report regarding the consolidated accounts. [The presentation is followed by questions from the shareholders answered by the chairman of the meeting.]

### **Fifth resolution**

The general meeting of shareholders resolves to approve the consolidated accounts for the financial year ended on 31 December 2015.

### **Sixth resolution**

The general meeting of shareholders (i) resolves to grant discharge to the members of the board of directors for the exercise of their mandates during the financial year ended on 31 December 2015, (ii) acknowledges the resignation of Mr. Ulrich Reutner as A Director of the Company and (iii) renews the mandates of White Hills Management & Co S.C.S. (represented by Hartmut Griepentrog), Hagen Hultsch, Roland Lienau, Hans Hofstetter and Dirk-Jan van Ommen as directors of the Company until the annual general meeting of the Company taking place in 2019.

In addition, the general meeting of shareholders resolves to appoint Mr. Wolf-Günter Freese, born in Röthenbach im Emmental, Switzerland, residing in Rappenhalde 15, 8307 Effretikon, Switzerland, as an additional A Director of the Company, until the annual general meeting of the Company taking place in 2019.

The board of directors shall henceforth be composed as follows:

- White Hills Management & Co S.C.S., A Director, represented by Hartmut Griepentrog;
- Hagen Hultsch, A Director;
- Wolf-Günter Freese, A Director;
- Roland Lienau, A Director;
- Hans Hofstetter, C Director and chairman; and
- Dirk-Jan van Ommeren, B Director.

#### **Seventh resolution**

The chairman presents the remuneration principles for the board of directors and the executive committee.

Such principles include (i) - in addition to a fixed remuneration – a variable remuneration for excelling performance with respect to the results of the Company for the management committee or any of its members, as well as (ii) a fixed remuneration for a board committee seat and/or board seat.

In accordance with these principles, a fixed remuneration in an aggregate amount of one hundred fifty thousand euro (EUR 150,000) was paid for board and/or board committee membership.

The chairman suggests to pay an amount of one hundred fifty thousand euro (EUR 150,000) as fixed remuneration for board and/or board committee membership for the financial year ending on 31 December 2016.

The general meeting of shareholders resolves to approve and, to the extent necessary, ratify the remuneration of the board of directors for the financial year ended on 31 December 2015 and for the financial year ending on 31 December 2016 on this basis.

#### **Eighth Resolution**

The general meeting of shareholders resolves to renew the mandate of PricewaterhouseCoopers, *société cooperative*, having its registered office at 2, rue Gerhard Mercator, B.P. 1443, L-2182 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 financial statements for the financial year ending on 31 December 2016.