

**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 20 April 2016 at 24:00 (midnight) CEST and are therefore entitled to participate to 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 4 May 2016 at 12:00 (noon) CEST at Sofitel Luxembourg Europe 4, rue du Fort Niedergrünewald, Quartier Européen Nord, L-2015 Luxembourg and in which the shareholders shall deliberate and vote on the following agenda:

**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.

In case you do not wish to attend the meeting in person, you may grant a proxy or vote by a voting form.

Voting through proxy or voting form does not exempt a shareholder from its obligation to register for the annual general shareholders' meeting at the latest on 20 April 2016 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 (the Company proposes the proxy form made available on the website of the Company in this respect and attached hereto as Schedule 1) to this document) and return it no later than on 29 April 2016 at 12:00 (noon) CEST by mail, fax or e-mail to the Centralizing Agent of the Company at:

Deutsche Bank Aktiengesellschaft  
Attn.: GSS/Issuer 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)

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 29 April 2016 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](http://www.exceet.ch/investor-relations)) may be used and only signed voting forms are being 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.

**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
  - \_\_\_\_\_ class B2 shares, as shown in the shareholder's register on the Record Date
  - \_\_\_\_\_ class B3 shares, as shown in the shareholder's register on the Record Date
  - \_\_\_\_\_ class B4 shares, as shown in the shareholder's register on the Record Date
  - \_\_\_\_\_ class C1 shares, as shown in the shareholder's register on the Record Date
  - \_\_\_\_\_ class C2 shares, as shown in the shareholder's register on the Record Date
  - \_\_\_\_\_ class C3 shares, as shown in the shareholder's register 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 (the "**Company**"), hereby gives irrevocable proxy to (please check box as appropriate)

- Mr. Hans Hofstetter, chairman of the board of directors of the Company, and/or HCE Haubrok AG, represented by Heike Wolf and/or 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 4 May 2016 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 to the annual general meeting for the financial year ended on 31 December 2015.  | [No vote required]   |
| 2. Approval of the annual accounts for the financial year ended on 31 December 2015.   | YES    NO    ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 3. Allocation of the result.   | YES    NO    ABSTAIN<br><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 consolidated accounts to the general meeting for the financial year ended on 31 December 2015.                              | [No vote required]   |
| 5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2015.  | YES    NO    ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 6. Discharge to be granted to the members of the board of directors and 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. | YES    NO    ABSTAIN<br><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 2015 and for the financial year ending on 31 December 2016.  | YES    NO    ABSTAIN<br><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 for the financial year ending on 31 December 2016.                      | YES    NO    ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 9. Miscellaneous   | [No vote required]   |

Any omission unclearly expressed or contradictory choice in one or more of the various voting instruction options provided above are going to 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. Hans Hofstetter is the chairman of the board of directors of the Company.

This proxy can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the proxy to the Centralizing Agent no later than on 29 April 2016 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 \_\_\_\_\_ 2016

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
- \_\_\_\_\_ class B2 shares, as shown in the shareholder's register on the Record Date
- \_\_\_\_\_ class B3 shares, as shown in the shareholder's register on the Record Date
- \_\_\_\_\_ class B4 shares, as shown in the shareholder's register on the Record Date
- \_\_\_\_\_ class C1 shares, as shown in the shareholder's register on the Record Date
- \_\_\_\_\_ class C2 shares, as shown in the shareholder's register on the Record Date
- \_\_\_\_\_ class C3 shares, as shown in the shareholder's register on the Record Date

in

**exceet Group SE**

a company incorporated and existing as *société européenne* under the laws of the Grand Duchy of Luxembourg (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 4 May 2016 at 12:00 (noon) CEST with the following agenda:

**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.

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 2015.

[No vote required]

**Second resolution:** Approval of the annual accounts for the financial year ended on 31 December 2015.

**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 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.

**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 consolidated accounts to the annual general meeting for the financial year ended on 31 December 2015.

[No vote required]

**Fifth resolution:** Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2015.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Sixth resolution:** Discharge to be granted to the members of the board of directors, acknowledgement of the resignation of Mr. Ulrich Reutner as A Director of the Company and renewal of the mandates of White Hills Management & Co S.C.S. (represented by Hartmut Griepentrog), Hagen Hultsch, Roland Lienau, Hans Hofstetter and Dirk-Jan van Ommeren as directors of the Company until the annual general meeting of the Company taking place in 2019.



Appointment of 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.

**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 2015 and as proposed for the financial year ending on 31 December 2016 and ratification of granting one hundred fifty thousand euro (EUR 150,000) as fixed remuneration for board and/or board committee membership for the financial year ended on 31 December 2015 and approval of granting 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.

**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-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 annual accounts for the financial year ending on 31 December 2016.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

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 timely providing a later dated proxy or voting or cancelling the voting form in writing to the Centralizing Agent of the Company no later than on 29 April 2016 at 12:00 (noon) CEST.

The present voting form must be returned no later than on 29 April 2016 at 12:00 (noon) by mail, fax or by e-mail to the Centralizing Agent.

This voting form and the rights, obligations and liabilities of the undersigned 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 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 \_\_\_\_\_ 2016

**Name:**

**By:**

**Title:**