

**FORM OF RESOLUTIONS TO BE PROPOSED AT THE
ANNUAL GENERAL SHAREHOLDERS' MEETING
OF EXCEET GROUP SE
TO BE HELD ON 16 MAY 2019 AT 12:00 (NOON) CEST**

AGENDA

1. Presentation of the report of the independent auditor on the annual accounts for the financial year ended 31 December 2018 to the general meeting;
2. Approval of the annual accounts for the financial year ended 31 December 2018;
3. Allocation of the result;
4. Presentation to the general meeting of the management report issued by the board of directors and the report of the independent auditor on consolidated accounts for the financial year ended 31 December 2018;
5. Approval of the consolidated accounts for the financial year ended 31 December 2018;
6. Discharge to be granted to the members of the board of directors for the exercise of their mandates during the financial year ended 31 December 2018;
7. Approval and, to the extent necessary, ratification of the remuneration of the board of directors and the board committees for the financial year ended 31 December 2018 and for the financial year ending 31 December 2019;
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 31 December 2019;
9. Granting of an authorisation to the board of directors of the Company for a period of five years to purchase a maximum of shares issued by the Company not exceeding 10% of the total number of shares composing the issued share capital at the time of the acquisition in accordance with the conditions set forth in article 430-15 of the law of 10 August 1915 on commercial companies, as amended, for a purchase price to range between the nominal value per share and ten percent (10%) above the average listing price per share during the calendar month preceding the relevant buy-back transactions;
10. Miscellaneous.

RESOLUTIONS

First resolution

The general meeting of shareholders acknowledges the presentation of the chairman of the meeting of the report of the independent auditor on the annual accounts for the financial year ended 31 December 2018.

[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 31 December 2018.

Third resolution

The general meeting of shareholders resolves to carry the loss of seven million one hundred twenty-three thousand twenty-one euros and fifty-eight cents (EUR 7,123,021.58) for the financial year ended 31 December 2018 to the following financial year.

Fourth resolution

The general meeting of shareholders acknowledges the presentation of the chairman of the meeting of the management report issued by the board of directors with respect to the annual and consolidated accounts and of the report of the independent auditor with respect to the consolidated accounts for the financial year ended 31 December 2018.

[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 31 December 2018.

Sixth resolution

The general meeting resolves to grant discharge to the members of the board of directors for the exercise of their mandates during the financial year ended 31 December 2018.

Seventh resolution

The chairman presents the remuneration principles for the board of directors and the board committees as applied for the financial year ended 31 December 2018 and as proposed for the financial year ending 31 December 2019.

Such principles include (i) - in addition to a fixed remuneration – a variable remuneration for excellent performance with respect to the results of the Company for the board committees 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 sixty thousand euro (EUR 160,000) was paid to board and/or board committee members for the year ended 31 December 2018.

The chairman suggests to pay a fixed remuneration in an amount up to two hundred thousand euro (EUR 200,000) to board and/or board committee members for the financial year ending 31 December 2019.

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 31 December 2018 and for the financial year ending 31 December 2019 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-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 financial statements for the financial year ending 31 December 2019.

Ninth Resolution

The General Meeting resolves to authorize the Company to acquire itself or through a person acting in his own name but on the Company's behalf, its own shares, subject to the following conditions:

- a) The maximum number of shares to be acquired may not exceed 10% of the total number of shares composing the issued share capital at the time of the acquisition.
- b) As a result of those acquisitions, the Company's holding of its own shares may not exceed at any time the 10% of the total number of shares composing the share capital. This percentage applies to a number of shares adjusted, where appropriate, according to the operations that could impact the share capital subsequent to the date of the General Meeting where this resolution is adopted.
- c) The acquisition price per share shall not be lower than its nominal value or higher than ten percent (10%) above the average listing price per share during the calendar month preceding the relevant buy-back transactions.
- d) The acquisitions of its own shares by the Company, as well as shares acquired by a person acting in his own name but on behalf of the Company, may not have the effect of reducing the net assets of the Company below the aggregate of the subscribed capital and the reserves which may not be distributed, under the law or the articles of association of the Company.
- e) This authorization will be valid for a period of five (5) years from the approval of this resolution.

The Company may use in whole or in part, the own shares acquired pursuant to this authorisation and those which are already owned by the Company, for any legally valid purpose.