

**exceet Group SE**  
**Société européenne**

**Registered Office: 17, rue de Flaxweiler, L-6776 Grevenmacher, Luxembourg**

**R.C.S. Luxembourg B 148.525**

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**Convening Notice**

Notice is hereby given to the holders of shares of **exceet Group SE** (the “**Company**”) that an **ORDINARY GENERAL SHAREHOLDERS’ MEETING** will be held on 20 November 2019 at 11:00 a.m. CET.

The ordinary general shareholders meeting shall deliberate and vote on the following agenda item (the “**OGM**”):

**AGENDA**

1. Decision to proceed to the distribution of a special distribution of three euro (EUR 3) per share.

In addition thereto, the holders of shares of the Company are further convened to an **EXTRAORDINARY GENERAL SHAREHOLDERS’ MEETING** will be held on 20 November 2019, immediately following the conclusion of the OGM, at 11:30 a.m. CET.

At the extraordinary general shareholders meeting, the shareholders shall deliberate and vote on the following agenda items (the “**EGM**”):

**AGENDA**

1. Presentation of the management report drawn up by the board of directors of the Company in relation to the conversion, the certificate issued by an independent expert(s) (*réviseur d’entreprise agréé*) on the net assets of the Company, and the publication of the draft terms of conversion, as prescribed for in the relevant provisions of article 66 of the Council Regulation (EC) N° 2157/2001 of 8 October 2001 on the Statute for a European Company (the “**Regulation**”) and articles 100-3 and 420-20 of the law of 10 August 1915 on commercial companies, as amended (the “**Law**”), and acknowledgment by the shareholders of the fulfilment of conditions for the conversion of the Company from the legal form of a *Societas Europaea* into the legal form of a *société anonyme*.
2. Approval of the draft terms of conversion (*projet de transformation*) in relation to the contemplated conversion, including the change of the denomination of the Company from “exceet Group SE” into “exceet Group S.A.” and subsequent adoption of the articles of association as foreseen in the draft terms of conversion subject to the approval of Item 3 of the present agenda.

3. Confirmation and continuation of the mandate of (i) the current independent auditor of the Company, and (ii) the current members of the board of directors of the Company, subject to the approval of Item 2 of the present agenda.

Both the OGM and the EGM will be held at Légère Hotel Luxembourg SA, 11, rue Gabriel Lippmann, Parc d'Activité Syrdall, L-5365 Munsbach Luxembourg.

### **Quorum and Majorities**

Pursuant to the Company's articles of association and the law, decisions related in the agenda of the OGM will be passed by a simple majority of the votes validly cast, regardless the portion of the share capital present or represented.

Pursuant to the Company's articles of association and the law, the EGM will deliberate validly only if a quorum of at least fifty percent (50%) of the share capital is present or represented. Decisions related in the agenda of the EGM will be passed by a majority of at least two-thirds (2/3) of the votes validly cast at the extraordinary general meeting of shareholders.

### **Right to Amend the Content of the Agenda**

Pursuant to the Company's articles of association, and the Luxembourg law of 24 May 2011 as amended on certain rights of shareholders in listed companies (the "**Luxembourg Shareholders' Rights Law**"), which implemented the European Union Directive on Shareholders' Rights (2007/36/EC) (the "**Shareholders' Rights Directive**") and involved certain changes to the procedures for calling and conducting general shareholders' meetings, 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 ordinary and/or extraordinary general shareholders' meeting, 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 or by e-mail (to the attention of the board of directors,

17, rue de Flaxweiler, L-6776 Grevenmacher, Luxembourg) or electronic means (to: p.liniger@exceet.com) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, *i.e.* on 29 October 2019 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 is going to make an amended agenda available at the latest fifteen (15) days prior to the relevant general meeting, *i.e.* on 5 November 2019.

### **Documents**

Copies of the proposals of the resolutions of the **OGM** and the **EGM** as well as the documents related to the aforementioned items on the agenda will be on display for inspection by the shareholders on the Company's website ([www.exceet.com/investor-relations](http://www.exceet.com/investor-relations)) and at the registered office of the Company as from 18 October 2019.

Upon request to p.liniger@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 three hundred eleven thousand nine hundred sixty euro and sixteen cents (EUR 311,960.16) represented by twenty million five hundred twenty-three thousand six hundred ninety-five (20,523,695) Class A Shares.

Each share entitles the holder thereof to one vote.

### **Right to Participate in the OGM and/or EGM**

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 to 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 6 November 2019 at 24:00 (midnight) CET (the "**Record Date**") and registers for the OGM and/or the EGM (please see below section "*Registration for the OGM and/or EGM*") and provides the certificate specified below, shall be admitted to participate and vote in the OGM and/or EGM.

All shareholders wishing to participate (in person, or by voting through proxy or voting form) in the ordinary and/or extraordinary general shareholders' meeting of the Company shall notify the Company thereof at the latest on the Record Date in writing by mail, fax or by e-mail.

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

In addition to the aforementioned registration, to participate and vote in the ordinary and/or extraordinary general shareholders' meeting, such Shareholders (whose Shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary) shall submit a copy of the certificate via their custodian bank by mail, by fax or by e-mail to the Centralizing Agent in the period from 6 November 2019 at 24:00 (midnight) CET until 15 November 2019, at 12:00 (noon) CET.

The Centralizing Agent of the Company is the following:

**Deutsche Bank Aktiengesellschaft**  
**Attn.: Trust and Agency Services/Post-IPO Services**  
**Taunusanlage 12**  
**D-60325 Frankfurt am Main**  
**Germany**  
**Fax: +49/69 910-38794**  
**Email: [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com)**

Any shareholder and/or proxy holder participating in the ordinary and/or extraordinary general shareholders' meeting in person shall carry proof of identity at the ordinary and/or extraordinary general shareholders' meeting.

### **Registration for the OGM and/or EGM**

Shareholders wishing to participate in the OGM and/or EGM need to register for the ordinary and/or extraordinary general shareholders' meeting by submitting their registration by mail, fax or by e-mail by 6 November 2019 at 24:00 (midnight) CET to the Centralizing Agent of the Company at the address referred to above.

Registration forms are provided on the website of the Company ([www.exceet.com/investor-relations](http://www.exceet.com/investor-relations)) which should be used. Shareholders having registered for the **OGM and/or EGM** may provide a proxy or voting form in case they do not wish to participate in person in the **OGM and/or EGM** by 15 November 2019 at 12:00 (noon) CET (see below section "**Representation**").

### **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 should be submitted by mail, fax or by email to the Centralizing Agent of the Company no later than 15 November 2019 at 12:00 (noon) CET and should be accompanied by the proof of shareholding.

Proxy forms provided on the website of the Company ([www.exceet.com/investor-relations](http://www.exceet.com/investor-relations)) may be used and only signed proxy forms will be taken into account. One person may represent more than one shareholder.

Shareholders having submitted a proxy form and registered in due time but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or by cancelling the proxy form in writing to the Centralizing Agent of the Company at the address referred to above.

### **Voting Forms**

Shareholders having registered for the **OGM and/or EGM** but who do not wish to participate in person may also vote through a voting form in the **OGM and/or EGM**. The voting form may be submitted by mail, by fax or by e-mail to the Centralizing Agent of the Company no later than 15 November 2019 at 12:00 (noon) CET and should be accompanied by the proof of shareholding (see above section "*Right to Participate in the OGM and/or EGM*"). Only voting forms provided by the Company on its website ([www.exceet.com/investor-relations](http://www.exceet.com/investor-relations)) may be used and only signed voting forms will be 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.

### **Language**

The meeting will be held in the English language.

Luxembourg, on 18 October 2019

For the board of directors of the Company