

**EXCEET GROUP SE
SOCIETAS EUROPAEA
(THE "COMPANY")**

**REGISTERED OFFICE: 17, RUE DE FLAXWEILER, GREVENMACHER, L-6776 GRAND DUCHY OF
LUXEMBOURG
R.C.S. LUXEMBOURG: B148.525**

Ordinary General Meeting of Shareholders of the Company held in [Luxembourg], Grand Duchy of Luxembourg, on 20 November 2019

The meeting was opened at [***] with [***], as chairman, who appointed [***] as secretary.

The meeting elects [***] as scrutineer.

The board of the meeting having thus been constituted, the chairman declares and requests the notary to state the following:

- I. that the agenda of the general meeting is the following:

AGENDA

1. Decision to proceed to the distribution of a special distribution of **[three euro (EUR 3)]** per share.
- II. that this general shareholders' meeting has been duly convened by notices containing the agenda of the meeting and published in the *Recueil Electronique des Sociétés et Associations* N° **RESA_2019_[***]** on **18 October**, 2019, in the Luxembourg newspaper *Tageblatt* Nr. [***] on [***], 2019 and in the *Bundesanzeiger* on [***]; copies of such publications have been presented to the board of this meeting;
- III. that the shareholders present or represented, the proxy holders of the represented shareholders and the number of their shares as well as the shares voted by voting form are shown on an attendance list which is signed by the shareholders present and the proxy holders of the represented shareholders and by the board of the meeting;
- IV. that the chairman informed the general meeting that to have a valid quorum for items of the agenda requires that at least half of the share capital be present or represented and items of the agenda require approval of at least two-thirds of the votes validly cast;
- V. that it appears from the attendance list that _____ (_____%) of the shares with the power to vote are present or represented at the general meeting or have validly voted through a voting form; and
- VI. that the ordinary general meeting is therefore validly constituted and can validly deliberate and resolve on all items of the agenda.

After having duly considered the various items on the agenda and deliberation, the general meeting takes the following resolution:

Sole Resolution

The general meeting of shareholders acknowledges the decision of the board of directors of the Company to approve a special distribution in an amount of sixty million two hundred twenty-one thousand eighty-five euro (EUR 60,221,085), corresponding to three euro (EUR 3,-) per share (the “**Special Distribution**”).

The general meeting of shareholders then resolves to distribute sixty million two hundred twenty-one thousand eighty-five euro (EUR 60,221,085), corresponding to three euro (EUR 3,-) per share, to its shareholders.

The bureau of the meeting explains that it is expected for the distribution, if approved, to effectively occur on 25 November 2019

The resolution was **[adopted]** with the following vote:

- _____ shares voting in favour;
- _____ shares not voting (abstention);
- _____ shares voting against.

There being no other business, the meeting closes at _____.

The secretary reads the present minutes.

[***]
Chairman

[***]
Secretary

[***]
Scrutineer