

**FORM OF PROXY AND VOTING FORMS FOR  
THE ORDINARY GENERAL SHAREHOLDERS' MEETING AND THE EXTRAORDINARY  
GENERAL SHAREHOLDERS' MEETING  
held in Luxembourg on 20 November 2019**

**exceet Group SE  
Société européenne**

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

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

Dear Shareholder,

On 6 November 2019 at 24:00 (midnight) CET (the “**Record Date**”), you are holding (a) share(s) of

**exceet Group SE**

a *société européenne* incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 17, rue de Flaxweiler, L-6776 Grevenmacher, registered with the Luxembourg Trade and Companies' Register under number B 148.525 (the “**Company**”), and are therefore entitled to participate in:

- (i) the ordinary general meeting of shareholders of the Company which will be held on 20 November 2019 at 11:00 a.m. CET at **Légère Hotel Luxembourg SA, 11, rue Gabriel Lippmann, Parc d'Activité Syrdall, L-5365 Munsbach, Luxembourg** and during which the shareholders shall deliberate and vote on the following agenda (the “**OGM**”):

**AGENDA**

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

and

- (ii) the extraordinary general meeting of shareholders of the Company which will be held on 20 November 2019 at 11:30 a.m. CET at **Légère Hotel Luxembourg SA, 11, rue Gabriel Lippmann, Parc d'Activité Syrdall, L-5365 Munsbach, Luxembourg** and during which the shareholders shall deliberate and vote on the following agenda (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.

In case you do not wish to attend the OGM and/or EGM in person, you can appoint another person as your representative by means of a proxy, or alternatively, you can vote by providing a voting form. In case you wish to give a proxy to a person having a potential conflict of interest, including in particular members of the board of directors, you must give the conflicted proxy holder specific voting instructions in the proxy attached hereto as Schedule 1 (Proxy) or available on the Company’s website ([www.exceet.com/investor-relations](http://www.exceet.com/investor-relations)).

Voting through proxy or voting form does not exempt you from your obligation to register for the OGM and/or EGM at the latest by 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 in the form made available on the website of the Company and attached hereto as Schedule 1), and return it no later than 15 November 2019 at 12:00 (noon) CET by mail, fax or e-mail to the Centralizing Agent of the Company at:

Deutsche Bank Aktiengesellschaft  
Attn.: Trust and Agency 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 15 November 2019 at 12:00 (noon) CET 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.com/investor-relations](http://www.exceet.com/investor-relations)) may be used and only signed voting forms are being taken into account.

In case a shareholder provides a proxy and a voting form at the same time, the voting form shall prevail. Shareholders having submitted a voting form and registered in due time but who wish to revoke such voting form may do so by providing a later dated proxy or voting form, or by cancelling the voting form in writing to the Centralizing Agent of the Company at the address referred to above in a timely fashion and in any case no later than on 15 November 2019 at 12:00 (noon) CET.

**Schedule 1  
PROXY  
FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING AND EXTRAORDINARY  
GENERAL SHAREHOLDERS' MEETING**

The undersigned,

\_\_\_\_\_  
(please indicate First and Family Name, Address and E-mail Address)  
holder of

\_\_\_\_\_ class A shares, as shown on the attached copy/-ies of the certificate(s)  
evidencing the shareholding 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, having its registered office at 17, rue de Flaxweiler, L-6776 Grevenmacher, registered with the Luxembourg Trade and Companies' Register under number B 148.525 (the "**Company**"), hereby gives irrevocable proxy

(i) to (please check box as appropriate)

Mr. Klaus Röhrig, chairman of the board of directors of the Company, and/or Link Market Services GmbH, represented by 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 OGM of the Company to be held in Luxembourg on 20 November 2019 at 11:00 a.m. CET,

in order to deliberate and vote as follows on the agenda items when they are presented to the meeting:

**AGENDA**

- |   |                          |                          |                          |
|---|--------------------------|--------------------------|--------------------------|
| 1. Decision to proceed to the distribution of a special distribution of three euro (EUR 3) per share. | YES                      | NO                       | ABSTAIN                  |
|   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

And/or

(ii) to (please check box as appropriate)

Mr. Klaus Röhrig, chairman of the board of directors of the Company, and/or Link Market Services GmbH, represented by 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 EGM of the Company to be held in Luxembourg on 20 November 2019 at 11:30 a.m. CET,

in order to deliberate and vote as follows on the agenda items when they are presented to the meeting:

### 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) ( <i>réviseur d'entreprise agréé</i> ) 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 " <b>Regulation</b> ") and articles 100-3 and 420-20 of the law of 10 August 1915 on commercial companies, as amended (the " <b>Law</b> "), and acknowledgment by the shareholders of the fulfilment of conditions for the conversion of the Company from the legal form of a <i>Societas Europaea</i> into the legal form of a <i>société anonyme</i> . | [No vote required]  |                          |    |         |                          |                          |                          |
| 2. Approval of the draft terms of conversion ( <i>projet de transformation</i> ) 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.  | <table border="0"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | YES                      | NO | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| YES  | NO  | ABSTAIN                  |    |         |                          |                          |                          |
| <input type="checkbox"/>   | <input type="checkbox"/>  | <input type="checkbox"/> |    |         |                          |                          |                          |
| 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.   | <table border="0"> <tr> <td>YES</td> <td>NO</td> <td>ABSTAIN</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table> | YES                      | NO | ABSTAIN | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| YES  | NO  | ABSTAIN                  |    |         |                          |                          |                          |
| <input type="checkbox"/>   | <input type="checkbox"/>  | <input type="checkbox"/> |    |         |                          |                          |                          |

Any omission, unclearly expressed or contradictory choice in one or more of the various voting instruction options provided above will be considered as an instruction to abstain from voting in respect of the proposed resolution of the respective meeting.

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. Klaus Röhrig is the chairman of the board of directors of the Company.

Either or both of these proxies can be revoked by delivering a properly executed later-dated proxy or voting form or a declaration to revoke such proxy to the Centralizing Agent in a timely fashion and in any case no later than on 15 November 2019 at 12:00 (noon) CET.

These proxies 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 these proxies 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 \_\_\_\_\_ 2019

Name:

By:

Title:

**Schedule 2  
VOTING FORM  
FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING AND EXTRAORDINARY  
GENERAL SHAREHOLDERS' MEETING**

The undersigned,

\_\_\_\_\_  
(please indicate First and Family Name, Address and E-mail Address)  
holder of

\_\_\_\_\_ class A shares, as shown on the attached copy/-ies of the certificate(s)  
evidencing the shareholding 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, having its registered office at 17, rue de Flaxweiler, L-6776 Grevenmacher, registered with the Luxembourg Trade and Companies' Register under number B 148.525 (the "**Company**"),

hereby declares that he/she/it is not attending in person

(i) the ordinary general shareholders' meeting of shareholders of the Company to be held on 20 November 2019 at 11:00 a.m. CET with the following agenda:

**AGENDA**

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

The undersigned hereby votes as follow on the proposed resolutions of the ordinary general meeting of shareholders:

**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.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**And/or**

(ii) the extraordinary general shareholders' meeting of shareholders of the Company to be held on 20 November 2019 at 11:30 a.m. CET with the following agenda:

**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.

The undersigned hereby votes as follow on the proposed resolutions of the extraordinary general meeting of shareholders:

**First resolution:**

The general meeting of shareholders acknowledges that the conditions for the Conversion provided for in article 66 (1) of the Regulation and article 100-3 paragraph 8 of the Law, are complied with: no decision on conversion was taken by a company (a) before two years have elapsed since its registration or (b) before the first two sets of annual accounts have been approved; (ii) PriceWaterhouseCoppers, société coopérative has prior to the present meeting

issued a certificate confirming that the Company has assets at least equivalent to its capital in accordance with article 66 (5) of the Regulation and article 420-20, 3° of the Law; (iii) the management report of the board of directors of the Company explaining and justifying the legal and economic aspects of the Conversion and indicating the implications of the adoption of the *société anonyme* for the shareholders and employees in accordance with article 66 (3) of the Regulation and article 420-20, 1° of the Law has been produced, and (iv) the draft terms of conversion in Luxembourg have been published in the *Recueil électronique des sociétés et associations* (RESA) on 18 October 2019 under number RESA\_2019\_240.276.

**[no vote required]**

**Second resolution:**

The general meeting of shareholders approves the draft terms of conversion (*projet de transformation*) and the related conversion with effect as of the date of the present meeting, including the change of the denomination of the Company from “exceet Group SE” into “exceet Group S.A.”, and (ii) resolves to amend and restate the articles of association of the Company in order to adapt them to the new legal form of the Company as follows, subject to the approval of the third resolution:

**A. NAME- DURATION-PURPOSE- REGISTERED OFFICE**

**Article 1      Name**

There hereby exists a company in the form of a *société anonyme* under the name of "**exceet Group S.A.**" (the "**Company**").

**Article 2      Duration**

The Company is incorporated for an unlimited duration. It may be dissolved at any time and without cause by a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.

**Article 3      Object**

- 3.1 The Company's purpose is the creation, holding, development and realisation of a portfolio, consisting of interests and rights of any kind and of any other form of investment in entities in the Grand Duchy of Luxembourg and in foreign entities, whether such entities exist or are to be created, especially by way of subscription, acquisition by purchase, sale or exchange of securities or rights of any kind whatsoever, such as equity instruments, debt instruments, patents and licenses, as well as the administration and control of such portfolio.
- 3.2 The Company may further grant any form of security for the performance of any obligations of the Company or of any entity in which it holds a direct or indirect interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of entities as the Company and lend funds or otherwise assist any entity in which it holds a direct or indirect



interest or right of any kind or in which the Company has invested in any other manner or which forms part of the same group of companies as the Company.

- 3.3 The Company may borrow in any form and may issue any kind of notes, bonds and debentures and generally issue any debt, equity and/or hybrid securities in accordance with Luxembourg law.
- 3.4 The Company may carry out any commercial, industrial, financial, real estate or intellectual property activities which it may deem useful in accomplishment of these purposes.

#### **Article 4 Registered office**

- 4.1 The Company's registered office is established in the city of Grevenmacher, Grand Duchy of Luxembourg.
- 4.2 The Company's registered office may be transferred within the Grand Duchy of Luxembourg by a resolution of the board of directors.
- 4.3 Branches or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a resolution of the board of directors.
- 4.4 In the event that the board of directors determines that extraordinary political, economic or social circumstances or natural disasters have occurred or are imminent that would interfere with the normal activities of the Company at its registered office, the registered office may be temporarily transferred abroad until the complete cessation of these extraordinary circumstances; such temporary measures shall not affect the nationality of the Company which, notwithstanding the temporary transfer of its registered office, shall remain a Luxembourg company.

### **B. SHARE CAPITAL - SHARES - REGISTER OF SHARES - OWNERSHIP AND TRANSFER OF SHARES**

#### **Article 5 Share capital and authorised capital**

- 5.1 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.
- 5.2 Under the terms and conditions provided by law, the Company's issued share capital may be increased or reduced by a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association.
- 5.3 Any new shares to be paid for in cash will be offered by preference to the existing shareholder(s) in proportion to the number of shares held by them in the Company's share capital. The board of directors shall determine the period of time during which such preferential subscription right may be exercised. This period may not be less than the period required by applicable legal provisions. However, subject to the provisions of the law of 10 August 1915 governing commercial companies, as amended (the "**Law**"), the general meeting of shareholders called (i) to resolve upon an increase of the Company's issued share capital or (ii) at the occasion of an authorisation granted to

the board of directors to increase the Company's issued share capital, may limit or suppress the preferential subscription right of the existing shareholder(s) or authorise the board of directors to do so. Such resolution shall be adopted in the manner required for an amendment of these articles of association.

## **Article 6     Shares**

- 6.1 The Company may have one or several shareholders. The death, legal incapacity, dissolution, bankruptcy or any other similar event regarding a shareholder shall not cause the Company's dissolution.
- 6.2 The Company may, to the extent and under the terms and conditions provided by law, repurchase or redeem its own shares.
- 6.3 The Class A Shares are in bearer form and held by or on behalf of a securities settlement system or the operator of such system and in each case recorded as book-entry interests in the accounts of a professional depositary or any sub-depositary (any depositary and any sub-depositary being referred to hereinafter as a "**Depositary**"), the Company - subject to having received from the Depositary a certificate in proper form - will permit the depositor of such book-entry interests to exercise the rights attaching to the shares corresponding to the book-entry interests of the relevant depositor, including admission to and voting at general meetings, and shall consider those depositors to be the holders for purposes of Article 6 of the present articles of association. The board of directors may determine the formal requirements with which such certificates must comply.
- 6.4 The Class A Shares are issued in bearer form. Certificates of bearer shares shall be signed in accordance with applicable legal provisions.

## **Article 7     Ownership and transfer of shares**

- 7.1 The shares may be entered without serial numbers into fungible securities accounts with financial institutions or other professional depositaries. The shares held in deposit or on an account with such financial institution or professional depositary shall be recorded in an account opened in the name of the depositor and may be transferred from one account to another, whether such account is held by the same or a different financial institution or depositary. The depositor whose shares are held through such fungible securities accounts shall have the same rights and obligations as if he held the bearer shares directly.
- 7.2 The shares are freely transferable, subject to the provisions of the Law and these articles of association. All rights and obligations attached to any share are passed to any transferee thereof.
- 7.3 The Company will recognise only one holder per share. In case a share is owned by several persons, they must designate a single person to be considered as the sole owner of such share in relation to the Company. The Company is entitled to suspend the exercise of all rights attached to a share held by several owners until one (1) owner has been designated.
- 7.4 Any shareholder, together with any Affiliates (defined as a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the person specified and (ii) the term "**control**" means the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a person, whether through the

ownership of shares, by contract, or otherwise) and any shareholder with whom such shareholder is acting as a group, whose aggregate shareholding exceeds two percent (2%) of the issued Class A Shares at any time or any multiple thereof must provide the Company with written notice of such event within four business days of such event. In case such shareholder does not provide the notice in time, the voting rights attaching to the fraction of his shares which exceed the relevant threshold are suspended until such notification is made. For the purpose of these articles of association, "**acting as a group**" shall mean shareholders if they cooperate on the basis of an agreement either express or tacit, either written or oral, for the purpose of acquiring, holding, voting or disposing of Class A Shares of the Company. The board of directors shall determine if shareholders are acting as a group and, absent manifest error, the determination will be binding.

- 7.5 For the avoidance of doubt, this obligation is to be read in addition to the obligations under the law of 11 January 2008 on transparency obligations in relation to listed companies, as amended, (the "**Transparency Law**") and any sanctions provided for under the Transparency Law shall apply in case the obligations pursuant to the Transparency Law are not complied with.

### **C. GENERAL MEETING OF SHAREHOLDERS**

#### **Article 8 Powers of the general meeting of shareholders**

- 8.1 The shareholders exercise their collective rights in the general meeting of shareholders.
- 8.2 The general meeting of shareholders is vested with the powers expressly reserved to it by law and by these articles of association.

#### **Article 9 Convening and conduct of general meetings of shareholders**

- 9.1 The general meeting of shareholders of the Company may at any time be convened by the board of directors, to be held at such place and on such date as specified in the notice of such meeting in accordance with the provisions of the Law and these articles of association, and in the event that shares of the Company are listed on a foreign stock exchange, in accordance with the publicity requirements of such foreign stock exchange applicable to the Company. The board of directors shall convene the annual general meeting of shareholders within a period of six (6) months after the end of the Company's financial year.

Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting.

- 9.2 The general meeting of shareholders must be convened by the board of directors, upon request in writing indicating the agenda, addressed to the board of directors by one or several shareholders representing at least ten percent (10%) of the Company's issued share capital. In such case, a general meeting of shareholders must be convened and shall be held within a period of one (1) month from receipt of such request.
- 9.3 If following a request made under article 9.2, a general meeting is not held in due time and, in any event within two months, the competent Luxembourg courts may order that a general meeting be convened within a given period, or authorise either the shareholders who have requested it or their representatives to convene such general meeting.

- 9.4 The convening notice for any general meeting of shareholders must contain the agenda of the meeting, the place, date and time of the meeting, the description of the procedures that shareholder must comply with in order to be able to participate and cast their votes in the general meeting, and such notice shall take the form of announcements published (i) thirty (30) days before the meeting, in the *Recueil Electronique des Sociétés et Associations* and in a Luxembourg newspaper and (ii) in a manner ensuring fast access to it on a non-discriminatory basis in such media as may reasonably be relied upon for the effective dissemination of information throughout the European Community. A notice period of seventeen (17) days applies, in case of a second or subsequent convocation of a general meeting convened for lack of quorum required for the meeting convened by the first convocation, provided that this article 9.4 has been complied with for the first convocation and no new item has been put on the agenda. In case the shares are listed on a foreign stock exchange, the notices shall in addition be published in such other manner as may be required by laws, rules or regulations applicable to such stock exchange from time to time.
- 9.5 One or several shareholders, representing at least five percent (5%) of the Company's issued share capital, may (i) request to put one or several items to the agenda of any general meeting of shareholders, provided that such item is accompanied by a justification or a draft resolution to be adopted in the general meeting, or (ii) table draft resolutions for items included or to be included on the agenda of the general meeting. Such request must be sent to the Company's registered office in writing by registered letter or electronic means at least twenty-two (22) days prior to the date of the general meeting and include the postal or electronic address of the sender. In case such request entails a modification of the agenda of the relevant meeting, the Company will make available a revised agenda at least fifteen (15) days prior to the date of the general meeting.
- 9.6 If all shareholders are present or represented, the general meeting may be held without prior notice or publication.
- 9.7 The provisions of the Law are applicable to general meetings. The board of directors may determine other terms or set conditions that must be respected by a shareholder to participate in any meeting of shareholders in the convening notice (including, but not limited to, longer notice periods).
- 9.8 A shareholder may act at any general meeting of shareholders by appointing another person, shareholder or not, as his proxy in writing by a signed document transmitted by mail or facsimile or by any other means of communication authorised by the board of directors. One person may represent several or even all shareholders.
- 9.9 A board of the meeting shall be formed at any general meeting of shareholders, composed of a chairman to be elected from the board of directors, a secretary and a scrutineer, each of whom shall be appointed by the general meeting of shareholders and who do not need to be shareholders. The chairman of the board of directors shall be the chair of any general meeting. In the event the chairman of the board is for any reason unable to chair the general meeting of shareholders, any other member of the board of directors may chair the general meeting of shareholders. The board of the meeting shall ensure that the meeting is held in accordance with applicable rules and, in particular, in compliance with the rules in relation to convening the meeting, majority requirements, vote tallying and representation of shareholders.
- 9.10 An attendance list must be kept at any general meeting of shareholders.
- 9.11 Each shareholder may vote at a general meeting of shareholders through a signed voting form sent by mail or facsimile or by any other means of communication authorised by the board of directors to the Company's registered office or to the address specified in the convening notice. The shareholders may only use voting forms provided by the Company which contain at least the

place, date and time of the meeting, the agenda of the meeting, the proposals submitted to the resolution of the meeting as well as for each proposal three boxes allowing the shareholder to vote in favour of or against the proposed resolution or to abstain from voting thereon by ticking the appropriate boxes. The Company will only take into account voting forms received prior to the general meeting of shareholders to which they relate.

#### **Article 10 Admission**

Any shareholder who holds one or more share(s) of the Company at 24:00 o'clock (Luxembourg time) on the date falling fourteen (14) days prior to (and excluding) the date of general meeting (the "**Record Date**") shall be admitted to the relevant general meeting of shareholders. Any shareholder who wishes to attend the general meeting must inform the Company thereof at the latest on the Record Date, in a manner to be determined by the board of directors in the convening notice. In case of shares held through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository, a holder of shares wishing to attend a general meeting of shareholders should receive from such operator or depository or sub-depository a certificate certifying the number of shares recorded in the relevant account on the Record Date. The certificate should be submitted to the Company at its registered address no later than three (3) business days prior to the date of the general meeting. In the event that the shareholder votes through proxies, the proxy has to be deposited at the registered office of the Company at the same time or with any agent of the Company, duly authorised to receive such proxies. The board of directors may set a shorter period for the submission of the certificate or the proxy.

#### **Article 11 Quorum and Majority**

- 11.1 Each share entitles the holder thereof to one vote, subject to the provisions of the Law. Unless otherwise required by law or by these articles of association, resolutions at a general meeting of shareholders duly convened are adopted by a simple majority of the votes validly cast, regardless of the portion of capital represented.
- 11.2 Subject to the provisions of the Law, any amendment of the articles of association requires a majority of at least two-thirds of the votes validly cast at a general meeting at which at least half of the share capital is present or represented, in case the second condition is not satisfied, a second meeting may be convened in accordance with the Law, which may deliberate regardless of the proportion of the capital represented and at which resolutions are taken at a majority of at least two-thirds of the votes validly cast. Abstention and nil votes will not be taken into account for the calculation of the majority.
- 11.3 The shareholders may change the nationality of the Company only by a majority of three-quarter of the votes validly cast at a general meeting at which at least half of the share capital is present or represented.

#### **Article 12 Adjourning general meetings of shareholders**

The board of directors may adjourn any general meeting of shareholders already commenced, including any general meeting convened in order to resolve on an amendment of the articles of association, for a period of four (4) weeks. The board of directors must adjourn any general

meeting of shareholders already commenced if so required by one or several shareholders entitled thereto in accordance with the Law. By such an adjournment of a general meeting of shareholders already commenced, any resolution already adopted in such meeting will be cancelled. For the avoidance of doubt, once a meeting has been adjourned pursuant to the second sentence of this Article 13, the board of directors shall not be required to adjourn such meeting a second time.

### **Article 13 Minutes of general meetings of shareholders**

- 13.1 The board of any general meeting of shareholders shall draw up minutes of the meeting which shall be signed by the members of the board of the meeting as well as by any shareholder who requests to do so.
- 13.2 Any copy and excerpt of such original minutes to be produced in judicial proceedings or to be delivered to any third party shall be signed by the chairman or the co-chairman of the board of directors or by any two of its members.

## **D. MANAGEMENT**

### **Article 14 Powers of the board of directors and daily management**

- 14.1 The Company shall be managed by a board of directors, whose members do not need to be shareholders of the Company.
- 14.2 The board of directors is vested with the broadest powers to take any actions necessary or useful to fulfil the Company's corporate object, with the exception of the actions reserved by law, the Law or these articles of association to the general meeting of shareholders.
- 14.3 In accordance with article 441-10 of the Law, the Company's daily management and the Company's representation in connection with such daily management may be delegated to one or several members of the board of directors or to any other person(s) appointed by the board of directors, shareholder or not, acting alone or jointly. Their appointment revocation and powers shall be determined by a resolution of the board of directors.
- 14.4 The following actions and transactions in relation to the Company's daily management require an express decision of the board of directors of the Company:
- a. any listing or public offering of securities issued by the Company or its Affiliates and
  - b. any material change to the business or activities of the Company or its Affiliates, including entering into material new lines of business, discontinuing of a material activity or adopting any material change in strategic direction.
- 14.5 The board of directors may also grant special powers by notarised proxy or private instrument to any person(s) acting alone or jointly with others as agent of the Company.

**Article 15     Board of directors composition, appointment and removal**

- 15.1 The board of directors is composed of at least three (3) directors (the "**Directors**"). The board of directors must choose from among its members a chairman of the board of directors. It may also choose a co-chairman and it may choose a secretary, who needs to be neither a shareholder, nor a member of the board of directors.
- 15.2 Directors shall be elected by the general meeting of shareholders, which shall determine their remuneration and term of office. The directors shall be elected by all shareholders.
- 15.3 If a legal entity is elected director of the Company such legal entity must designate an individual as permanent representative who shall execute this role in the name and for the account of the legal entity. The relevant legal entity may only remove its permanent representative if it appoints a successor at the same time. An individual may only be a permanent representative of one director and may not be a director at the same time.
- 15.4 Any director may be removed at any time, without notice and without cause by the general meeting of shareholders.
- 15.5 The term of office of a director may not exceed six (6) years and any director shall hold office until his successor is elected. Any director may also be re-elected for successive terms.
- 15.6 If a vacancy in the office of a member of the board of directors because of death, legal incapacity, bankruptcy, retirement or otherwise occurs, such vacancy may be filled on a temporary basis by a person designated by the remaining board members until the next general meeting of shareholders, which shall resolve on a permanent appointment.

**Article 16     ByLaws of the board of directors**

- 16.1 The board of directors determines its rules of conduct or bylaws in a resolution and establishes such rules in writing. The board of directors may establish committees (it being understood that such committee shall not be management committees (*comité de direction*) as defined in the Law) as it deems fit or as required by law or any other regulations applicable to it.
- 16.2 The board shall determine the purpose as well as the procedures and such other rules as may be applicable for all committees which are established.
- 16.3 The board of directors may pass resolutions by circular means when expressing its approval in writing, by facsimile, electronic mail or any other similar means of communication, provided that each of the directors participates in such resolution by circular means. The directors may express their consent separately on one or several documents. The date of such resolutions shall be the date of the last signature.



**Article 17     Audit Committee**

- 17.1 Where the shares of the Company are listed and traded on a stock exchange market, the board of directors shall establish an audit committee (the “**Audit Committee**”).
- 17.2 The members of the Audit Committee are appointed by the board of directors, which shall also determine the number of the members of the audit committee. The Audit Committee shall be composed exclusively of members of the board of directors.
- 17.3 The Audit Committee oversees the Company’s auditing, accounting, financial reporting and internal control functions and issues recommendations with regard to, among other things, the appointment of a certified independent auditor and the approval of its services to the management board.

**Article 18     Dealings with third parties**

The Company will be bound towards third parties in all circumstances by the joint signatures of any two directors or by the joint signatures or the sole signature of any person(s) to whom such signatory power has been granted by the board of directors, within the limits of such authorisation. With respect to matters that constitute daily management of the Company, the Company will be bound towards third parties by the signature of any person(s) to whom such power in relation to the daily management of the Company has been delegated in accordance with Article 12 hereof acting alone or jointly in accordance with the rules of such delegation.

**E.     AUDITORS**

**Article 19     Independent auditor(s)**

- 19.1 The operations of the Company shall be supervised by one or more independent auditors (*réviseurs d’entreprise agréés*).
- 19.2 The general meeting of shareholders shall determine the number of independent auditors, shall appoint them and shall fix their remuneration and term of office. A former or current independent auditor may be re-appointed by the general meeting of shareholders.

**F.     FINANCIAL YEAR- PROFITS -INTERIM DIVIDENDS**

**Article 20     Financial year**

The Company's financial year shall begin on first January of each year and shall terminate on thirty-first December of the same year.



## **Article 21    Profits**

- 21.1 From the Company's annual net profits five per cent (5%) at least shall be allocated to the Company's legal reserve. This allocation shall cease to be mandatory as soon and as long as the aggregate amount of the Company's reserve amounts to ten per cent (10%) of the Company's issued share capital.
- 21.2 The annual general meeting of shareholders determines upon recommendation of the board of directors how the remainder of the annual net profits will be allocated. Each Class A Share shall be entitled to receive the same amount.
- 21.3 The payment of the dividends to a depositary operating principally a settlement system in relation to transactions on securities, dividends, interest, matured capital or other matured monies of securities or of other financial instruments being handled through the system of such depositary discharges the Company. Said depositary shall distribute these funds to his depositors according to the amount of securities or other financial instruments recorded in their name.
- 21.4 Sums contributed to the Company by a shareholder may also be allocated to the legal reserve, if the contributing shareholder agrees with such allocation. In case of a share capital reduction, the Company's legal reserve may be reduced in proportion so that it does not exceed ten per cent (10%) of the issued share capital.
- 21.5 Dividends which have not been claimed within five (5) years after the date on which they became due and payable revert back to the Company.

## **Article 22    Interim dividends- Share premium**

The board of directors may pay interim dividends in accordance with the provisions of the Law.

## **G.    LIQUIDATION**

### **Article 23    Liquidation**

In the event of the Company's dissolution, the liquidation shall be carried out by one or several liquidators, individuals or legal entities, appointed by the general meeting of shareholders resolving on the Company's dissolution which shall determine the liquidators'/liquidator's powers and remuneration.

## H. GOVERNING LAW

### Article 24 Governing law

These articles of association shall be construed and interpreted under and shall be governed by Luxembourg law. All matters not governed by these articles of association shall be determined in accordance with the Law.

For the avoidance of doubt, the general meeting of shareholders acknowledges that the conversion does not dissolve the Company or create a new legal person; it merely changes the corporate legal form of the Company.

#### **Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

#### **Third resolution:**

The general meeting of shareholders resolves to confirm and continue (i) the mandate of PricewaterhouseCoopers, *société cooperative*, having its registered office 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 under the form of a *société anonyme*, and (ii) the mandates of the following current members of the board of directors of the Company as members of the board of directors of the Company under the form of a *société anonyme*, for a period ending at the next annual general meeting of shareholders of the Company:

- Mr. Wolf-Günter Freese, born on 5 October 1963 in Münster/Westfalen, Germany, residing professionally at 15 Rappenhalde, 8307, Effretikon, Switzerland, as Director of the Company;
- Mr. Jan Klopp, born in Kaiserslautern, Germany on 28 April 1973, professionally residing at 17, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg, as Director of the Company;
- Mr. Roland Lienau, born on 20 August 1961 in Hamburg, Germany, residing professionally at 89, rue Taitbout, 75009 Paris, France, as Director of the Company;

- Mr. Klaus Röhrig, Klaus Röhrig, born in Vienna, Austria on 21 June 1977 , residing professionally at 11, Am Hof, Top 4, 1010, Vienna, Austria, as Director and chairman, of the Company;
- White Hills Management & Co S.C.S, a *société en commandite simple* existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B177398 , having its registered office at 17, rue de Flaxweiler, L- 6776 Grevenmacher, Grand Duchy of Luxembourg, represented by Mr Andreas Füchsel, its permanent representative, as Director of the Company; and
- Mr. Florian Schuhbauer, born on 24 April 1975 in Claustal-Zellerfeld, Germany, residing professionally at 12, Erlenbacher Straße, 60389, Frankfurt am Main, Germany, as Director of the Company.

### Decision

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

**YES:**

**NO:**

**ABSTENTION:**

Any voting form not clearly showing a vote in favor, against or an abstention is void.

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 of the respective meeting.

Shareholders having submitted a voting form and registered in due time but who wish to revoke such voting form may do so by providing a later dated proxy or voting form or cancelling the voting form in writing to the Centralizing Agent of the Company in a timely fashion and in any case no later than on 15 November 2019 at 12:00 (noon) CET.

The present voting form must be returned to the Centralizing Agent by mail, fax or by e-mail no later than on 15 November 2019 at 12:00 (noon) CET.

This voting form and the rights, obligations and liabilities of the undersigned hereunder shall be governed by the laws of the Grand Duchy 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 \_\_\_\_\_ 2019

Name:

By:

Title: