

Report of the “Réviseur  
d’entreprises agréé” on the  
transformation of  
exceet Group S.E. into a  
“Société Anonyme”



## **Report of the “Réviseur d’entreprises agréé” on the transformation of exceet Group S.E. into a “Société Anonyme”**

To the Board of Directors and the Shareholders of the Company

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Following our appointment by the Board of Directors and in accordance with the Article 420-20 of the amended Law of 10 August 1915 on Commercial Companies (the “Law”), we set out below our report on the planned transformation of exceet Group S.E. (the “Company”) into a “Société Anonyme”.

### **1 Description of the operation**

The Company was incorporated in Luxembourg on 9 October 2009 as a “*Société Européenne*” subject to the Luxembourg law for an unlimited period of time. The registered office of the Company is established in the city of Luxembourg, Grand Duchy of Luxembourg. The Company’s central administration is located at its registered office.

The Company currently has a fully paid up subscribed capital of 311,960EUR represented by 20,523,695 shares, issued as Class A Shares (Public), all listed on the prime standard of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), and of which 450,000 Class A Shares are held by the Company (own shares held as treasury shares).

At the Extraordinary General Meeting of the Shareholders scheduled for **20 November 2019** (the “EGM”), it is planned to approve the transformation of the Company with a subscribed capital of 311,960EUR from a “*Société Européenne*” to a “*Société Anonyme*”. The rationale for the envisaged transformation is described in the Ad hoc Announcement published on 19 September 2019, as established by the Board of Directors.

### **2 Identification of the Interim Financial Information and the valuation methods applied**

The Board of Directors of the Company prepared a statement summarising the assets and liabilities of the Company (Interim Financial Information) as at 31 August 2019. This Interim Financial Information with accompanying notes is attached in Appendix 1.

The Interim Financial Information shows assets of the Company amounting to 180,905,502EUR.

The assets as disclosed in the Interim Financial Information exceeds the foreseen subscribed capital of the Company after its transformation by 180,593,542EUR.

The assets and liabilities disclosed in the Interim Financial Information were valued in accordance with generally accepted accounting principles in Luxembourg applicable to Commercial Companies and as disclosed in Note 2.



### **3 Work performed**

The determination of the valuation methods and the preparation of the Interim Financial Information of the Company is the responsibility of the Board of Directors of the Company.

Our responsibility is, based on our review, to issue a report on the assets derived from the Interim Financial Information of the Company and to indicate whether the assets have been overestimated and could be below the subscribed capital.

We conducted our review by analogy with the professional standards adopted by the "Institut des Réviseurs d'Entreprises". These professional standards require that we plan and perform a review to obtain moderate assurance as to whether the global value of the assets derived from the attached Interim Financial Information is free of material overstatement.

A review is limited primarily to inquiries of Company's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

### **4 Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the value of the assets of the Company as at 31 August 2019 is not, in all material respect, at least equivalent to the capital, as disclosed in the Interim Financial Information of the Company as at 31 August 2019 prepared by the Board of Directors in accordance with valuation methods disclosed under Note 2.

PricewaterhouseCoopers, Société coopérative  
Represented by

Luxembourg, 14 October 2019

A handwritten signature in blue ink, appearing to read 'F. Mousel', is written over the printed name 'François Mousel'.

François Mousel

**EXCEET GROUP SE**

**INTERIM FINANCIAL INFORMATION  
31 AUGUST 2019**

## BALANCE SHEET

(in EUR)	31 August 2019	31 December 2018
<b>ASSETS</b>		
<b>Fixed assets</b>		
<b>Financial assets</b>		
Shares in affiliated undertakings	176'000'000	179'000'000
<b>Total fixed assets</b>	<b>176'000'000</b>	<b>179'000'000</b>
<b>Current assets</b>		
<b>Investments</b>		
Own Shares	3'015'000	2'880'000
<b>Cash at bank and in hand</b>	<b>2'179'299</b>	<b>184'614</b>
<b>Total current assets</b>	<b>5'194'299</b>	<b>3'064'614</b>
<b>Prepayments</b>	<b>16'204</b>	<b>1'078</b>
<b>Total assets</b>	<b>181'210'503</b>	<b>182'065'692</b>
<b>CAPITAL, RESERVES AND LIABILITIES</b>		
<b>Capital and reserves</b>		
Subscribed capital	311'960	311'960
Share premium account	198'928'074	198'928'074
<b>Reserves</b>		
Reserve for own shares	4'525'313	4'525'313
Profit or (loss) brought forward	(22'462'296)	(15'339'274)
Profit or (loss) for the financial period	(397'549)	(7'123'022)
<b>Total capital and reserves</b>	<b>180'905'502</b>	<b>181'303'051</b>
<b>Creditors</b>		
<b>Trade creditors</b>		
Becoming due and payable within one year	305'001	260'219
<b>Amounts owed to undertakings</b>		
Becoming due and payable after more than one year	0	502'422
<b>Total creditors</b>	<b>305'001</b>	<b>762'641</b>
<b>Total capital, reserves and liabilities</b>	<b>181'210'503</b>	<b>182'065'692</b>

The accompanying notes form an integral part of the interim financial information.

# NOTES TO THE INTERIM FINANCIAL INFORMATION

## 1. GENERAL INFORMATION

exceet Group SE (hereafter the “Company”) is a Luxembourg Company incorporated as a Société Européenne and subject to the general company law of Luxembourg. The Company was incorporated on 9 October 2009, as Helikos SE and renamed to exceet Group SE on 27 July 2011. The Company is established for an unlimited period. The registered office of the Company is located in Luxembourg, at 17, rue de Flaxweiler, L-6776 Grevenmacher. The Company is registered with the Register of Commerce and Companies of Luxembourg under the section B number 148.525. exceet Group SE carried out its initial public offering on the regulated market (Regulierter Markt) of the Frankfurt Stock Exchange (Frankfurter Wertpapierbörse) under the symbol “EXC” on 4 February 2010.

The Company’s purpose is the creation, holding, development and realization 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. The main objective of exceet Group SE is to hold directly or indirectly operating subsidiaries, wherein exceet Group SE, directly or indirectly, has a majority of the voting rights and is able to determine the financial and business policies based on the so-called control concept.

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.

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.

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.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 BASIS OF PREPARATION

The interim financial information as per 31 August 2019 (hereafter “interim information”) of the Company are prepared in accordance with current Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation rules are, besides the ones laid down by the modified Law of 19 December 2002, as amended on 18 December 2015, determined and applied by the Board of Directors of the Company.

The preparation of interim information requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the interim information in the period in which the assumptions changed. The Board of Directors believes that the underlying assumptions are appropriate and that the interim information therefore present the financial position and results fairly.

The interim information have been prepared in accordance with the valuation rules and accounting policies described below.

### 2.2 FOREIGN CURRENCY TRANSLATION

The Company maintains its accounting records in Euro (EUR). The interim information are expressed in this currency.

Transactions denominated in foreign currencies other than EUR are translated separately into EUR at the exchange rates ruling at the date of transaction.

Fixed assets, which are expressed in currencies other than EUR, are translated into EUR at the exchange rate effective at the date of the transaction. No subsequent translation adjustments are recorded at each balance sheet date. At the balance sheet date, these assets remain translated at historical exchange rates.

All other assets, including long term loans disclosed under fixed assets, expressed in currencies other than EUR are valued individually at the lower of their value translated into EUR at historical exchange rates or at exchange rates prevailing at the interim balance sheet date. Unrealized exchange losses resulting from this conversion are recorded in the profit and loss accounts of the period of 1 January 2019 to 31 August 2019 (“interim period”). The exchange gains are recorded in the profit and loss account at the moment of their realization.

Liabilities expressed in currencies other than EUR are valued individually at the higher of their value translated into EUR at historical exchange rates or at the exchange rates prevailing at the interim balance sheet date. Unrealized exchange losses resulting from this conversion are recorded in the profit and loss accounts of the interim period. The exchange gains are recorded in the profit and loss account at the moment of their realization.

Realized exchange gains and losses are reflected in the profit and loss account of the interim period.

## 2.3 FINANCIAL ASSETS

Financial assets, including shares in affiliated undertakings and loans to these undertakings, are valued at their acquisition cost including the expenses incidental hereto. Value adjustments are made in respect of financial assets to recognize a durable reduction in their value. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

## 2.4 DEBTORS

Debtors are stated at their nominal value. Value adjustments are recorded if the net realizable value is lower than the book value. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

## 2.5 OWN SHARES

Own shares are recorded at acquisition cost. In accordance with article 430-18 of the Law on Commercial companies, a non-distributable reserve ("Reserve for own shares") was credited for an equivalent amount from "Profit or loss brought forward". A value adjustment for own shares is recorded in profit and loss when the market value is lower than the acquisition cost, without any impact on the non-distributable reserve. If the share price increases and the impairment is no longer considered durable, a reversal of value adjustments will be recognized in profit and loss without any impact on the non-distributable reserve.

## 2.6 PREPAYMENTS

Prepayments include expenditure incurred during the interim period but relating to a subsequent financial period.

## 2.7 CREDITORS

Creditors are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear method.