

exceet Group SE
Société européenne

Registered Office: 115, avenue Gaston Diderich, L-1420 Luxembourg

R.C.S. Luxembourg B 148.525

Convening Notice

Notice is hereby given to the holders of shares of **exceet Group SE** (the "**Company**") that an

EXTRAORDINARY GENERAL MEETING

of shareholders will be held on 21 November 2011 at 11:00 CET. The meeting will be held at Hotel Le Royal, 12, boulevard Royal, L-2449 Luxembourg.

At the aforementioned general meeting, the shareholders shall deliberate and vote on the following agenda:

AGENDA

1. Acknowledgement of the exchange of five million one hundred one thousand three hundred five (5,101,305) unlisted Class A Shares issued on 26 July 2011 by the Company to shareholders against 5,101,305 listed Class A Shares held in treasury by the Company since 21 July 2011.
2. Presentation of the management participation program of the Company and approval of the reservation of four hundred fifty thousand (450,000) Class A Shares held in treasury by the Company subsequent to the implementation of the share exchange under item 1 of the agenda for such management participation program, to be allocated in the future by the board of directors in accordance with the terms and conditions thereof.
3. Cancellation of four million six hundred fifty-one thousand three hundred five (4,651,305) Class A Shares currently held in treasury by the Company subsequent to the implementation of the share exchange under item 1 of the agenda and as a consequence, reduction of the Company's issued share capital by an amount of seventy thousand six hundred ninety-nine euro and eighty-three cents (EUR 70,699.83) to reduce it from its current amount of five hundred ninety-eight thousand six hundred fifty-nine euro and ninety-nine cents (EUR 598,659.99) to five hundred twenty-seven thousand nine hundred sixty euro and sixteen cents (EUR 527,960.16) and amendment of the articles 5.1 and 5.2 of the articles of association of the Company which shall henceforth read as follows:

"5.1 The Company may issue class A shares (the "**Class A Shares**" and the holders thereof being referred to as "**A Shareholders**"), redeemable class B2 shares (the "**Class B2 Shares**"), redeemable class B 3 shares (the "**Class B3 Shares**") and redeemable class B4 shares (the "**Class B4 Shares**") (together the "**Class B Shares**" and the holders thereof are referred to collectively as "**B Shareholders**"); redeemable class C1 shares (the "**Class C1 Shares**"), redeemable class C2 shares

(the "**Class C2 Shares**"), redeemable class C3 shares (the "**Class C3 Shares**") (together the "**Class C Shares**" and the holders thereof being referred to as "**C Shareholders**").

The Company's issued share capital is set at five hundred twenty-seven thousand nine hundred sixty euro and sixteen cents (EUR 527,960.16) represented by (i) twenty million five hundred twenty-three thousand six hundred ninety-five (20,523,695) Class A Shares, (ii) two million one hundred and five thousand two hundred and sixty-three (2,105,263) redeemable Class B2 Shares, (iii) two million one hundred and five thousand two hundred and sixty-three (2,105,263) redeemable Class B3 Shares, (iv) one million (1,000,000) redeemable Class B4 Shares, (v) three million (3,000,000) redeemable Class C1 Shares, (vi) three million (3,000,000) redeemable Class C2 Shares and (vii) three million (3,000,000) redeemable Class C3 Shares.

Any reference made hereinafter to the "shares" shall be construed as a reference to the Class A Shares, the Class B Shares and/or the Class C Shares, depending on the context and as applicable. The same construction applies to any reference made hereinafter to the "shareholders" of the Company. The shares do not have a nominal value.

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.

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 thirty (30) days from the date of opening of the subscription as published in the Official Gazette of the Grand Duchy of Luxembourg, *Memorial C, Recueil des Sociétés et Associations* (the "**Memorial**") and two Luxembourg newspapers in accordance with the Law. However, subject to the provisions of 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.

5.2 The Company's authorised capital, including the issued share capital, is set at six hundred ninety-four thousand two hundred sixty-six euro and three cents (EUR 694,266.03), consisting of a total of forty-five million six hundred seventy-five thousand three hundred ninety-seven (45,675,397) shares out of which may be issued an additional amount of ten million nine hundred forty-one thousand one hundred seventy-six (10,941,176) Class A Shares.

The board of directors is hereby authorised to issue Class A Shares, Class B Shares and/or Class C Shares, regardless whether such shares are paid for in cash or in kind, to grant options to subscribe for shares and to issue any other instruments convertible into shares within the limit of the authorised share capital, to such persons and on such terms as it shall see fit, and specifically to proceed to such issue without reserving a preferential subscription right for the existing shareholders during a period of time of five (5) years from the date of publication of the resolution of the general meeting of shareholders taken on 21 July 2011 in the Memorial (the

"**Renewal Date**"). The existing authorisation (granted as from 1 February 2010) remains in force until the Renewal Date.

This authorisation may be renewed once or several times by a resolution of the general meeting of shareholders, adopted in the manner required for an amendment of these articles of association, each time for a period not exceeding five (5) years."

Quorum and Majorities

Pursuant to the articles of association and the law, the resolution regarding (i) item 2 of the agenda will be passed at a simple majority of the votes validly cast, regardless of the portion of capital represented and (ii) item 3 of the agenda will be passed at a majority of two thirds (2/3) of the votes validly cast, and only if a quorum of at least half of the share capital is present or represented for each class of shares individually.

Pursuant to the articles of association, one or several shareholders representing at least five percent (5%) of the Company's share capital may (i) request the adjunction of one or several items to the agenda of the extraordinary general meeting (provided that the request is accompanied by a justification or draft resolutions) or (ii) table draft resolutions for items included or to be included on the agenda by providing notice to the Company by registered letter (to the attention of the board of directors, 115 avenue Gaston Diderich, L-1420 Luxembourg) or electronic means (to: f.rau@exceet.ch) prior to 30 October 2011 at 6:00 p.m. (CEST). The Company will make any amended agenda available at least on 6 November 2011.

Documents

Copies of the proposals of the resolutions of the general meeting and 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.ch/investor-relations) and at the registered office of the Company.

Upon request, copies of the above-mentioned documents will be mailed to the shareholders.

Share Capital of the Company

The Company's issued share capital is set at five hundred ninety-eight thousand six hundred fifty-nine euro and ninety-nine cents (EUR 598,659.99) represented by (i) twenty-five million one hundred seventy-five thousand (25,175,000) Class A Shares, (ii) two million one hundred and five thousand two hundred and sixty-three (2,105,263) redeemable Class B2 Shares, (iii) two million one hundred and five thousand two hundred and sixty-three (2,105,263) redeemable Class B3 Shares, (iv) one million (1,000,000) redeemable Class B4 Shares, (v) three million (3,000,000) redeemable Class C1 Shares, (vi) three million (3,000,000) redeemable Class C2 Shares and (vii) three million (3,000,000) redeemable Class C3 Shares.

Each share entitles the holder thereof to one vote.

Right to Participate in the Meeting

Any shareholder who holds one or more shares of the Company 7 November 2011 at 24h (CET) (the "**Record Date**"), and timely furnished the certificate specified below in case of holders of Class A Shares, shall be admitted to participate and vote in the general meeting of shareholders.

Class A Shareholders whose Class A 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 receive from such operator or depositary or sub-depositary a certificate certifying the number of shares recorded in their account on the Record Date.

To participate and vote in the extraordinary general meeting, such Class A Shareholders shall submit a copy of the certificate via their custodian bank by mail, by fax or by email to the Centralizing Agent in the period from 7 November 2011 until 16 November 2011.

To participate and vote in the extraordinary general meeting, Class A Shareholders whose Class A Shares are not held in book-entry form shall submit a notice informing the Company that they wish to attend the meeting and a copy of their share certificate(s) in the period from 7 November 2011 until 16 November 2011 to the Centralizing Agent by mail, e-mail or fax at the address indicated below.

To participate and vote in the extraordinary general meeting, Class B Shareholders and Class C Shareholders shall submit a notice informing the Company that they wish to attend the meeting to the Centralizing Agent/the Company by mail, e-mail or fax at the latest on 7 November 2011 at 6:00 p.m. (CET), being:

Deutsche Bank Aktiengesellschaft
Attn.: TSS/GES, Post-IPO Services
Taunusanlage 12
D-60325 Frankfurt am Main
Germany
Fax: +49/69 910-38794
Email: dct.tender-offers@db.com

Any shareholder and/or proxyholder participating in the general meeting in person shall carry proof of identity at the extraordinary general meeting.

Representation

In the event that any shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the proxy should be submitted by mail, fax or by email to the Centralizing Agent of the Company no later than on 16 November 2011.

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

Class A Shareholders need to submit a shareholding proof (see above section "*Right to participate in the meeting*") together with the completed and executed proxy form in the period from 7 November 2011, until 16 November 2011.

Voting

Each shareholder may also vote in the general meeting through a voting form. The voting form may be submitted by mail, by fax or by email to the Centralizing Agent of the Company no later than on 16 November 2011 and should be accompanied by the shareholding proof in case of holders of Class A Shares (see above section "*Right to participate in the meeting*"). Only voting forms provided by the Company on its website (www.exceet.ch/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 for the meeting may participate and vote in the meeting in person or by appointing a proxy if they revoke their vote through the voting form in writing until 16 November 2011.

Language

The meeting will be held in the English language.

Luxembourg, 14 October 2011

For the board of directors of the Company