

**exceet Group SCA**  
***Société en commandite par actions***

(the “Company”)

**Registered Office: 17, rue de Flaxweiler, L-6776 Grevenmacher, L-1420 Luxembourg  
R.C.S. Luxembourg B 148.525**

**Remuneration Report of exceet Group SCA (the “Company”) for the financial year  
2020**

**Preamble**

As a result of the implementation of Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (the “**Shareholder Rights Directive II**”) into Luxembourg law, the Company has to establish a remuneration policy in connection with the remuneration of any member of its administrative, management or supervisory bodies in accordance with Article 7ter of the Luxembourg law of 24 May 2011 on Shareholders’ Rights, as amended by the law of 1 August 2019 regarding the exercise of certain shareholder rights and implementing the Shareholder Rights Directive II (the “**Shareholder Rights Law**”). This requirement came into force with immediate effect as of 1 August 2019.

To comply with the legal framework, exceet Management S.à r.l. (the “**General Partner**”) has prepared the present remuneration report which will be presented at the annual general meeting of the Company and disclosed on the Company’s homepage.

On 20 November 2019 the Company changed its legal form from an SE into an S.A. in order to change its legal form into an SCA on 23 January 2020. Both in the legal forms of SE and S.A., the Company was governed by a board of directors (one-tier structure), without a separate supervisory body. Consequently, the remuneration report presents the remuneration policy for the former board of directors until 23 January 2020 and for the General Partner and the Supervisory Board for the remaining time until 31 December 2020, and provides information on the compensation of the directors awarded and due for the financial year 2019 in accordance with article 7bis of the Shareholder Rights Law.

It should be noted that since the change into its current legal form as an SCA, the Company has been managed by its General Partner and supervised by a Supervisory Board of three (3) members. The Company has further appointed an independent auditor (*réviseur d’entreprises agréé*). The remuneration policy of the Company has been submitted to the annual general meeting of shareholders on 25 June 2020 who approved its applicability as from 23 January 2020.

## **Total Remuneration Granted to the Members of the Former Board of Directors in 2019 and from 1 January until 23 January 2020**

The remuneration principles for the board of directors as applied for the financial year ended 31 December 2019 and the period from 1 January 2020 until 23 January 2020 were based on the following principles:

- Executive Director

The fixed remuneration of the executive director (CEO&CFO) was paid on a monthly basis.

The performance related remuneration for the executive director was based on meeting targets, set by the board of directors during the budgeting process for the financial year 2019 in meetings in November/December 2018. At least two thirds of the targets set by the board of directors had to be quantitative measures, one third could be qualitative measures, but the board could also set only quantitative measures. The targets were intended to provide realistic incentives for the executive director. A compensation of over- and under-achievements for separate targets up to the maximum remuneration was possible.

For 2019 the quantitative measures were based on EBIT performance of the operating subsidiaries of the Group, with the budget as baseline of 100%.

Qualitative measures for 2019 were set concerning the realization of the reorganization of exceet Group: closure of the location in Rotkreuz, Switzerland; initiation of the transition of the legal form of exceet Group SE into exceet Group S.A. and finally into exceet Group SCA; and the return of liquidity to shareholders, in form of a special distribution.

Only the executive member of the board of directors was entitled to receive a variable component of the remuneration, which was paid after the publication of the financial results 2019 in March 2020. The Company does not have the possibility to reclaim any variable remuneration.

In addition, the executive director received an annual pension contribution.

In accordance with the foregoing principles, in the financial year 2019 the executive director received a total base salary of EUR 263,665, an additional variable component of EUR 126,845 and an annual pension contribution amounting to EUR 37,366. For the period from 1 January 2020 until 23 January 2020 the compensation consisted of a base salary of EUR 21,827, an additional variable component of EUR 14,448 and a pension contribution amounting to EUR 2,200.

- Non-executive Directors

The non-executive Directors were entitled exclusively to fixed fees.

In accordance with the foregoing principles and the decision of the general meeting of shareholders held on 16 May 2019, a fixed remuneration in an aggregate amount of EUR 160,000 was paid to the non-executive directors in relation with their activities as members of the board of directors and/or board committees for the financial year ending 31 December

2019 and a fixed remuneration in an amount of EUR 8,505 was paid for the period from 1 January 2020 until 23 January 2020.

### **Total Remuneration Granted to the General Partner and the Supervisory Board since 23 January 2020**

The Remuneration Policy defines the annual remuneration of the General Partner and the Supervisory Board.

The General Partner receives from the Company a remuneration per annum amounting to the costs assumed by the General Partner for rendering its management services as general partner of the Company, including any reasonable related out of pocket expenses of its representatives, plus five per cent (5%). The maximum annual amount expected is EUR 150,000.

The members of the Supervisory Board receive a fixed annual remuneration on the following basis:

- Chairman of the Supervisory Board                      EUR 120,000.-
- Member of the Supervisory Board                      EUR 25,000.-
- Chairman of the Audit Committee (in addition to the Supervisory Board membership remuneration)                      EUR 5,000.-

No remuneration will be paid in form of shares/options to the members of the Supervisory Board/Audit Committee.

### **Elements of the Remuneration as applicable during the financial year 2020**

The remuneration of the directors was paid as follows, in accordance with the decision of the general meeting of shareholders and applicable policy:

<b>Total Remuneration of directors</b>										
Name of director, Position (start/end)		Fixed remuneration			Variable remuneration		Extra-ordinary items (€)	Pension expenses (€)	Total remuneration (€)	Portion of fixed and variable remuneration
		Base salary (incl. Social Security) (€)	Fees (€)	Other benefits (€)	One-year variable (€)	Multi-year variable (€)				
<b>Executive director until 23 January 2020</b>										
Wolf-Günter Freese, director, CEO, CFO (04/05/2016-23/01/2020)	FY 2020	21,827	n/a	n/a	14,448	n/a	n/a	2,200	38,475	60/40
	FY 2019	263,665	n/a	n/a	126,845	n/a	n/a	37,366	427,876	70/30
<b>Non-executive directors until 23 January 2020</b>										
Klaus Röhrig, director, Chairman (05/12/2017-23/01/2020)	FY 2020	2,835	n/a	n/a	n/a	n/a	n/a	n/a	2,835	100/0
	FY 2019	45,000	n/a	n/a	n/a	n/a	n/a	n/a	45,000	100/0

Florian Schuhbauer, director (05/12/2017- 23/01/2020)	FY 2020	1,890	n/a	n/a	n/a	n/a	n/a	n/a	1,890	100/0
	FY 2019	30,000	n/a	n/a	n/a	n/a	n/a	n/a	30,000	100/0
Jan Klopp, director (05/12/2017- to date)	FY 2020	1,890	n/a	n/a	n/a	n/a	n/a	n/a	1,890	100/0
	FY 2019	30,000	n/a	n/a	n/a	n/a	n/a	n/a	30,000	100/0
Roland Lienau, director (09/10/2009-to date)	FY 2020	1,890	n/a	n/a	n/a	n/a	n/a	n/a	1,890	100/0
	FY 2019	30,000	n/a	n/a	n/a	n/a	n/a	n/a	30,000	100/0
White Hills Management & CO SCS, represented by Mr. Andreas Fuchsel as permanent representative, director (31/05/2013- 23/01/2020)	FY 2020	0	n/a	n/a	n/a	n/a	n/a	n/a	0	100/0
	FY 2019	25,000	n/a	n/a	n/a	n/a	n/a	n/a	25,000	100/0
General Partner as from 23 January 2020										
exceet Management S.à r.l. (23/01/2020-to date)	FY 2020	70,200	n/a	n/a	n/a	n/a	n/a	n/a	70,200	100/0
	FY 2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Supervisory Board as from 23 January 2020										
Roland Lienau, (23/01/2023-to date)	FY 2020	112,630	n/a	n/a	n/a	n/a	n/a	n/a	112,630	100/0
	FY 2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Georges Bock, (23/01/2023-to date)	FY 2020	28,158	n/a	n/a	n/a	n/a	n/a	n/a	28,158	100/0
	FY 2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Jan Klopp, (23/01/2023-to date)	FY 2020	23,465	n/a	n/a	n/a	n/a	n/a	n/a	23,465	100/0
	FY 2019	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a

Performance of directors in the reported financial year 2020:			
Name of director, position	Description of the criteria related to the remuneration component	Relative weighting of the performance criteria	a) Measured performance and b) actual award/ remuneration outcome
Executive director			
Wolf-Günter Freese, director, CEO, CFO (04/05/2016-23/01/2020)	Quantitative Measure: n/a	n/a	a) n/a
			b) n/a
	Qualitative Measure: Reorganization of the Group	100%	a) 100%
			b) EUR 14,448
Non-executive directors			
Jan Klopp	n/a	n/a	n/a
Roland Lienau	n/a	n/a	n/a
Klaus Röhrig	n/a	n/a	n/a
Florian Schuhbauer	n/a	n/a	n/a
White Hills Management &Co SCS	n/a	n/a	n/a

Finally, no performance related remuneration has been defined for either the General Partner nor the Supervisory Board