

**exceet Group S.C.A.**  
***Société en commandite par actions***

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

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**Convening Notice**

Notice is hereby given to the holders of shares of **exceet Group S.C.A.** (the “**Company**”) that an **ANNUAL GENERAL SHAREHOLDERS’ MEETING** will be held on 25 June 2020 at 12:00 p.m. (noon) CEST.

At the annual general shareholders meeting, the shareholders shall deliberate and vote on the following agenda items (the “**AGM**”):

**AGENDA**

1. Presentation of the report of the independent auditor on the annual accounts for the financial year ended 31 December 2019 to the general meeting.
2. Approval of the annual accounts for the financial year ended 31 December 2019.
3. Acknowledgment of the loss the Company made with respect to the financial year ended 31 December 2019, and resolution concerning the allocation of the result.
4. Decision to proceed to a distribution of a special distribution of one euro and seventy-five cents (EUR 1,75) per share.
5. Presentation of the management report issued by the General Partner and the report of the independent auditor on consolidated accounts for the financial year ended 31 December 2019.
6. Approval of the consolidated accounts for the financial year ended 31 December 2019.
7. Approval and, to the extent necessary, ratification of the remuneration of the board of directors and the executive officers for the financial year ended 31 December 2019.
8. Presentation of and advisory vote on the remuneration policy for the General Partner and the Supervisory Board.
9. Presentation of and advisory vote on the remuneration report for the members of the former board of directors in the fiscal year 2019.

10. Acknowledgment of the termination of the mandates of the former directors of the Company with effect as from 23 January 2020 and confirmation of the discharge (quitus) granted them for the exercise of their mandates until such date.
11. Renewal of the mandate of PricewaterhouseCoopers, *société cooperative*, Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company until the annual general meeting approving the annual accounts for the financial year ending 31 December 2020.
12. Miscellaneous.

The AGM will be held at Légère Hotel Luxembourg SA, 11, rue Gabriel Lippmann, Parc d'Activité Syrdall, L-5365 Munsbach, Luxembourg.

### **Quorum and Majorities**

Pursuant to the Company's articles of association and the law, 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.

### **Right to Amend the Content of the Agenda**

Pursuant to the Company's articles of association, and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the "**Luxembourg Shareholders' Rights Law**"), one or several shareholders representing at least five percent (5%) of the Company's share capital may request the adjunction of one or several items to the agenda of the annual general shareholders' meeting, provided that the request is accompanied by a justification of or draft resolution(s). Pursuant to Article 4 of the Luxembourg Shareholders' Rights Law and the Company's articles of association, such request and justification of or draft resolution(s) must be received at the Company's registered office by registered letter or by e-mail (to the attention of the board of directors, 17, rue de Flaxweiler, L-6776 Grevenmacher, Luxembourg) or electronic means (to: [p.liniger@exceet.com](mailto:p.liniger@exceet.com)) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, *i.e.* by 3 June 2020 accompanied by a proof of the shareholding of such shareholder(s) and the address or e-mail address which the Company may use in order to deliver the acknowledgment of receipt of such request. The Company must acknowledge reception of such request within forty-eight (48) hours of receipt of such request. In case such request entails a modification of the agenda of the relevant general shareholders' meeting, the Company will make an amended agenda available at the latest fifteen (15) days prior to the relevant general meeting, *i.e.* by 10 June 2020.

### **Documents**

Copies of the proposals of the resolutions of the **AGM** as well as 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.com/investor-relations](http://www.exceet.com/investor-relations)) and at the registered office of the Company as from 25 May 2020. Upon request to [p.liniger@exceet.com](mailto:p.liniger@exceet.com), copies of the above-mentioned documents are going to be mailed to the shareholders.

### **Share Capital of the Company**

The Company's issued share capital is set at three hundred eleven thousand nine hundred sixty euro and sixteen cents (EUR 311,960.18) represented by twenty million seventy-three thousand six hundred ninety-five (20,073,695) Ordinary Shares and one (1) Unlimited Share.

Each share entitles the holder thereof to one vote.

### **Right to Participate in the AGM**

According to Article 5 of the Luxembourg Shareholders' Rights Law, the record date for **general meetings of shareholders** of listed companies incorporated under the laws of the Grand Duchy of Luxembourg has been set at fourteen (14) days prior to the date of the corresponding general shareholders' meeting. Therefore, any shareholder who holds one or more shares of the Company on 11 June 2020 at 24:00 (midnight) CET (the "**Record Date**") and registers for the AGM (please see below section "*Registration for the AGM*") and provides the certificate specified below, shall be admitted to participate and vote at the AGM.

All shareholders wishing to participate (in person, or by voting through proxy or voting form) at the annual general shareholders' meeting of the Company shall notify the Company thereof at the latest on the Record Date in writing by mail, fax or by e-mail.

Shareholders (whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository) must request from their operator or depository or sub-depository a certificate certifying the number of shares recorded in their account on the Record Date.

In addition to the aforementioned registration, to participate and vote in the annual general shareholders' meeting, such Shareholders (whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository) must submit a copy of the certificate via their custodian bank by mail, by fax or by e-mail to the Centralizing Agent in the period from 11 June 2020 at 24:00 (midnight) CET until 19 June 2020, at 12:00 (noon) CET.

The Centralizing Agent of the Company is the following:

**Deutsche Bank Aktiengesellschaft**  
**Attn.: Trust and Agency Services/Post-IPO Services**  
**Taunusanlage 12**  
**D-60325 Frankfurt am Main**  
**Germany**  
**Fax: +49/69 910-38794**  
**Email: [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com)**

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

### **Registration for the AGM**

Shareholders wishing to participate in the AGM must register for the annual general shareholders' meeting by submitting their registration by mail, fax or by e-mail by 11 June 2020 at 24:00 (midnight) CET to the Centralizing Agent of the Company at the address referred to above.

Registration forms are provided on the website of the Company ([www.exceet.com/investor-relations](http://www.exceet.com/investor-relations)) which must be used. Shareholders having registered for the AGM may provide a proxy or voting form in case they do not wish to participate in person in the AGM by 19 June 2020 at 12:00 (noon) CET (see below sections “**Representation**” and “**Voting Form**”).

### **Representation**

In the event that any shareholder appoints another person, shareholder or not, as his proxy to vote on his behalf, the completed and executed proxy must be submitted by mail, fax or by email to the Centralizing Agent of the Company no later than 19 June 2020 at 12:00 (noon) CET and must be accompanied by the proof of shareholding.

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

Shareholders having submitted a proxy form and registered in due time but who wish to revoke such proxy form may do so by timely providing a later dated proxy form or by cancelling the proxy form in writing to the Centralizing Agent of the Company at the address referred to above.

### **Voting Forms**

Shareholders having registered for the AGM but who do not wish to participate in person may also vote through a voting form in the AGM. The voting form may be submitted by mail, by fax or by e-mail to the Centralizing Agent of the Company no later than 19 June 2020 at 12:00 (noon) CET and should be accompanied by the proof of shareholding (see above section “*Right to Participate in the AGM*”). Only voting forms provided by the Company on its website ([www.exceet.com/investor-relations](http://www.exceet.com/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 but who wish to revoke such voting form may do so by timely providing a later dated proxy or voting form or cancelling the voting form in writing to the Centralizing Agent of the Company at the address referred to above.

### **Language**

The meeting will be held in the English language.

Luxembourg, on 22 May 2020.

For the General Partner of the Company