

**FORM OF PROXY AND VOTING FORM FOR  
THE ANNUAL GENERAL SHAREHOLDERS' MEETING**

**to be held in Luxembourg on 25 June 2020**

**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***

Dear Shareholder,

On 11 June 2020 at 24:00 (midnight) CET (the “**Record Date**”), you are holding (a) share(s) of

**exceet Group S.C.A.**

a *société en commandite par actions* 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 the annual general meeting of shareholders of the Company which will be held on 25 June 2020 at 12:00 p.m. (noon) CEST 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 “**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.

In case you do not wish to attend the AGM 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 AGM 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 19 June 2020 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 19 June 2020 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 19 June 2020 at 12:00 (noon) CET.

**Schedule 1**  
**PROXY**  
**FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING**

The undersigned,

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

\_\_\_\_\_ordinary shares, as shown on the attached copy/-ies of the certificate(s)  
evidencing the shareholding on the Record Date of

**exceet Group S.C.A.**

a company incorporated and existing as *société en commandite par actions* 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 to

Mr. Jan Klopp, member of the supervisory board 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 AGM of the Company to be held in Luxembourg on 25 June 2020 at 12:00 p.m. (noon) CEST,

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

**AGENDA**

- |  |                                 |                                |                                     |
|--|---------------------------------|--------------------------------|-------------------------------------|
| 1. Presentation of the report of the independent auditor on the annual accounts for the financial year ended 31 December 2019. | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 2. Approval of the annual accounts for the financial year ended 31 December 2019.  | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 3. Acknowledgment of the loss the Company made with respect to the   | YES                             | NO                             | ABSTAIN                             |

- |  |                                 |                                |                                     |
|--|---------------------------------|--------------------------------|-------------------------------------|
| financial year ended 31 December 2019, and resolution concerning the allocation of the result.   | <input type="checkbox"/>        | <input type="checkbox"/>       | <input type="checkbox"/>            |
| 4. Decision to proceed to a distribution of a special distribution of one euro and seventy-five cents (EUR 1.75) per share.  | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 6. Approval of the consolidated accounts for the financial year ended 31 December 2019.  | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 8. Presentation of and advisory vote on the remuneration policy for the General Partner and the Supervisory Board.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 9. Presentation of and advisory vote on the remuneration report for the members of the former board of directors in the fiscal year 2019.  | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 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.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 11. Renewal of the mandate of PricewaterhouseCoopers, <i>société cooperative</i> , Luxembourg as independent auditor ( <i>réviseur d'entreprises agréé</i> ) of the Company until the annual general meeting approving the annual accounts for the financial year ending 31 December 2020. | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><input type="checkbox"/> |
| 12. Miscellaneous.   | YES<br><input type="checkbox"/> | NO<br><input type="checkbox"/> | ABSTAIN<br><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.

This proxy 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 19 June 2020 at 12:00 (noon) CET.

This proxy and the rights, obligations and liabilities of the undersigned and the proxyholder 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 \_\_\_\_\_.

Name:

By:

Title:

## Schedule 2

### VOTING FORM

#### FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING

The undersigned,

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

\_\_\_\_\_ordinary shares, as shown on the attached copy/-ies of the certificate(s)  
evidencing the shareholding on the Record Date of

#### **exceet Group S.C.A.**

a company incorporated and existing as *société en commandite par actions* 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 the extraordinary general shareholders' meeting of shareholders of the Company to be held on 25 June 2020 at 12:00 p.m. (noon) CEST with the following agenda:

#### **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 undersigned hereby votes as follow on the proposed resolutions of the annual general meeting of shareholders:

**First resolution:**

The general meeting of shareholders acknowledges the presentation of the chairman of the meeting of the report of the independent auditor on the annual accounts for the financial year ended 31 December 2019.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Second resolution:**

The general meeting of shareholders resolves to approve the annual accounts for the financial year ended 31 December 2019.

**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 acknowledges the loss of the Company and further resolves to allocate the loss of one million eight hundred forty-four thousand seven hundred thirty-nine euro (EUR 1,844,739) for the financial year ended 31 December 2019 as follows:

Result brought forward from previous years	EUR	-22,462,296
Result of the financial year	EUR	-1,844,739
Result to be carried forward to the following financial year	EUR	-1,844,739

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**



**Fourth resolution:**

The general meeting of shareholders resolves to approve the decision to proceed to a distribution of reserves of one euro and seventy-five (EUR 1.75) per share for the financial year ended 31 December 2019, which amount shall be paid out within five (5) days of the present general meeting, being 30 June 2020.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Fifth resolution:**

The general meeting of shareholders acknowledges the presentation of the chairman of the meeting of the management report issued by the board of directors with respect to the annual and consolidated accounts and of the report of the independent auditor with respect to the consolidated accounts for the financial year ended 31 December 2019.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Sixth resolution:**

The general meeting of shareholders resolves to approve the consolidated accounts for the financial year ended 31 December 2019.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Seventh resolution:**

The general meeting of shareholders resolves to approve and, to the extent necessary, ratify the remuneration of the former board of directors for the financial year ended 31 December 2019.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Eighth resolution:**

The chairman suggests the remuneration principles for the General Partner and the Supervisory Board for the financial year ending 31 December 2020.

The chairman suggests to pay a fixed remuneration in an amount sixty thousand euro (EUR 60,000) to the GP and in a total amount of one hundred seventy-five thousand euro (EUR 175,000) to the Supervisory Board members for the financial year ending 31 December 2020.

The general meeting of shareholders resolves to approve and, to the extent necessary, ratify the remuneration of the GP and the Supervisory Board for the financial year ending 31 December 2020 on this basis.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Ninth resolution:**

The chairman presents the remuneration report containing the principles for the former board of directors and the board committees as applied for the financial year ended 31 December 2019.

Such principles include (i) - in addition to a fixed remuneration – a variable remuneration for excelling performance with respect to the results of the Company for the executive director, as well as (ii) a fixed remuneration for a board committee seat and/or board seat.

In accordance with these principles, a total fixed and variable remuneration of four hundred twenty-seven thousand eight hundred seventy-six euro (EUR 427,876) was paid to the executive director, and a fixed remuneration in a total amount of one hundred sixty thousand euro (EUR 160,000) was paid to board and/or board committee members for the year ended 31 December 2019.

The general meeting of shareholders resolves to approve and, to the extent necessary, ratify the remuneration of the board of directors for the financial year ended 31 December 2019.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Tenth resolution:**

The general meeting of shareholders acknowledges the termination of the mandates of the former directors of the Company with effect as from 23 January 2020 and further resolves to grant them discharge (*quitus*) for the exercise of their mandates until such date.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Eleventh resolution:**

The general meeting of shareholders acknowledges the 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.

**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 19 June 2020 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 19 June 2020 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 \_\_\_\_\_

Name:

By:

Title: