



**FORM OF RESOLUTIONS TO BE PROPOSED AT THE
ANNUAL GENERAL SHAREHOLDERS' MEETING
OF EXCEET GROUP SCA
TO BE HELD ON 25 JUNE 2020 AT 12 P.M. (NOON) CEST**

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.

RESOLUTIONS

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.

[The presentation is followed by questions from the shareholders answered by the chairman of the meeting.]

Second resolution

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

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

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.

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.

[The presentation is followed by questions from the shareholders answered by the chairman of the meeting.]

Sixth resolution



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

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.

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.

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 excellent 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.

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.

Eleventh Resolution

The general meeting of shareholders acknowledges the renewal of the mandate of PricewaterhouseCoopers, *société cooperative*, Luxembourg as independent auditor (*réviseur d'entreprises*)



agr e) of the Company until the annual general meeting approving the annual accounts for the financial year ending 31 December 2020.