

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

Convening Notice to the Annual General Meeting and an Extraordinary General Meeting

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 29 June 2022 at 12:00 (noon) CEST at Novotel Luxembourg Kirchberg, 6 Rue du Fort Niedergruenewald, L- 2226 Luxembourg, Grand Duchy of Luxembourg.

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 2021 to the general meeting.
2. Approval of the annual accounts for the financial year ended 31 December 2021.
3. Acknowledgment of the profit the Company made with respect to the financial year ended 31 December 2021, and resolution concerning the allocation of the result.
4. 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 2021.
5. Approval of the consolidated accounts for the financial year ended 31 December 2021.
6. Decision to grant discharge to the members of the supervisory board of the Company for the exercise of their mandate for the financial year ended 31 December 2021.
7. Decision to grant discharge to the manager of the Company for the exercise of its mandate for the financial year ended 31 December 2021.
8. Presentation of and advisory vote on the remuneration report in the fiscal year 2021.
9. Decision to elect BDO Audit SA, Luxembourg as independent auditor (*réviseur d’entreprises agréé*) as auditor of the Company.
10. Miscellaneous.

The Annual General Meeting shall be followed immediately by an Extraordinary General Meeting, which shall take place at 12.30 CEST, at the same address.

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

AGENDA

1. Acknowledgment of the special report prepared by the Manager of the Company in relation to Article 420-26(5) of the law of 10 August 1915 as amended regarding the proposed creation of an authorised capital of the Company and the waiver of preferential subscription rights regarding shares issued thereunder.
2. Decision to create an authorised capital in an amount of EUR two million eight hundred seven thousand six hundred forty euro (EUR 2,807,640), excluding the issued share capital, and to grant the authorisation to the Manager to issue up to one hundred eighty-four million seven hundred fifteen thousand fifty-five (184,715,055) Ordinary Shares.
3. Amendment of Article 5 of the Company articles of association.

Quorum and Majorities

Pursuant to the Company’s articles of association and the law, resolutions at the annual general meeting of shareholders duly convened are adopted by a simple majority of the votes validly cast, regardless of the portion of capital represented.

Pursuant to the Company’s articles of association and the law, resolutions at the extraordinary general meeting duly convened are adopted by a majority of at least two-thirds of the votes validly cast at such general meeting provided that at least half of the share capital is present or represented. In case the second condition is not satisfied, a second meeting may be convened in accordance with the law, which may deliberate regardless of the proportion of the capital represented and at which resolutions are taken at a majority of at least two-thirds of the votes validly cast. Abstention and nil votes will not be taken into account for the calculation of the majority.

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 AGM, and/or the EGM 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 (to the attention of the board of directors, 17, rue de Flaxweiler, L-6776 Grevenmacher, Luxembourg) or electronic mail (to: h.vongregory@exceet.com) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, *i.e.* by 7 June 2022 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 14 June 2022.

Documents

Copies of the proposals of the resolutions of the **AGM** and the **EGM** as well as the documents related to the aforementioned items on the respective agenda (including the proposed new consolidated articles of association) will be on display for inspection by the shareholders on the Company's website (www.exceet.com/investor-relations) and at the registered office of the Company as from 27 May 2022. Upon request to h.vongregory@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 eighteen 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 and the EGM

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 15 June 2022 at 24:00 (midnight) CEST (the "**Record Date**") and registers for the AGM and the EGM (please see below section "*Registration for the AGM and the EGM*") and provides the certificate specified below, shall be admitted to participate and vote at the AGM and the EGM.

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 15 June 2022 at 24:00 (midnight) CEST until 24 June 2022, at 12:00 (noon) CEST.

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

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 and the EGM

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 15 June 2022 at 24:00 (midnight) CEST 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) which must be used. Shareholders having registered for the AGM and the EGM may provide a proxy or voting form in case they do not wish to participate in person in the AGM and the EGM by 24 June 2022 at 12:00 (noon) CEST (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 24 June 2022 at 12:00 (noon) CEST and must be accompanied by the proof of shareholding.

Proxy forms provided on the website of the Company (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 and the EGM but who do not wish to participate in person may also vote through a voting form in the AGM and the EGM. The voting form may be submitted by mail, by fax or by e-mail to the Centralizing Agent of the Company no later than 24 June 2022 at 12:00 (noon) CEST and should be accompanied by the proof of shareholding (see above section "*Right to Participate in the AGM and the EGM*"). Only voting forms provided by the Company on its website (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 27 May 2022.

For the General Partner of the Company