

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

to be held in Luxembourg on 29 June 2022

**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 15 June 2022 at 24:00 (midnight) CEST (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 29 June 2022 at 12:00 p.m. (noon) CEST at Novotel Luxembourg Kirchberg, 6 Rue du Fort Niedergruenewald, L- 2226 Luxembourg, Grand Duchy of Luxembourg and during which the shareholders shall deliberate and vote on the following agenda (the “**AGM**”):

AGENDA AGM

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 AGM will be immediately followed by an extraordinary general shareholders' meeting of the Company, which shall take place at the same location at **12.30 P.M.** CEST and during which the shareholders shall deliberate and vote on the following agenda (the "**EGM**"):

AGENDA EGM

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.

In case you do not wish to attend the AGM and/or the EGM 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).

Voting through proxy or voting form does not exempt you from your obligation to register for the AGM and/or the EGM at the latest by 15 June 2022 at 24:00 (midnight) CEST 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 24 June 2022 at 12:00 (noon) CEST 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
Taususanlage 12
D-60325 Frankfurt am Main
Germany
Fax: +49/69 910-38794
E-mail: 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 24 June 2022 at 12:00 (noon) CEST 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) 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 24 June 2021 at 12:00 (noon) CEST.

Schedule 1

PROXY

**FOR THE ANNUAL GENERAL SHAREHOLDERS' MEETING AND THE EXTRAORDINARY
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 and the EGM of the Company to be held in Luxembourg on 29 June 2022 at 12:00 p.m. (noon) CEST and 12.30 p.m. CEST respectively,

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

AGENDA AGM

- | | | | |
|---|---------------------------------|--------------------------------|-------------------------------------|
| 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. | YES
<input type="checkbox"/> | NO
<input type="checkbox"/> | ABSTAIN
<input type="checkbox"/> |
| 2. Approval of the annual accounts for the financial year ended 31 December 2021. | YES
<input type="checkbox"/> | NO
<input type="checkbox"/> | ABSTAIN
<input type="checkbox"/> |

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.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
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.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
5. Approval of the consolidated accounts for the financial year ended 31 December 2021.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
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.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
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.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
8. Presentation of and advisory vote on the remuneration report for the members of the former board of directors in the fiscal year 2021.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
9. Decision to elect BDO Audit SA, Luxembourg as independent auditor (<i>réviseur d'entreprises agréé</i>) as auditor of the Company.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
10. Miscellaneous	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>

AGENDA EGM

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	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
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	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
3. Amendment of Article 5 of the Company articles of association.	YES <input type="checkbox"/>	NO <input type="checkbox"/>	ABSTAIN <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 24 June 2022 at 12:00 (noon) CEST.

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 AND THE EXTRAORDINARY 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 ordinary general shareholders' meeting of shareholders of the Company to be held on 29 June 2022 at 12:00 p.m. (noon) CEST with the following agenda (the "**AGM**"):

AGENDA AGM

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 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 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 2021.

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 2021.

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 four hundred fifty thousand four hundred euro (EUR 1,450,400) for the financial year ended 31 December 2021 as follows:

Result brought forward from previous years	EUR	-12,000,841
Result of the financial year	EUR	-1,450,400
Result to be carried forward to the following financial year	EUR	-13,451,241

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 acknowledges presentation of the chairman of the meeting of the management report issued by the board of directors with the respect to the annual and consolidated accounts and of the independent auditor with respect to the consolidated accounts for the financial year 31 December 2021.

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 resolves to approve the consolidated accounts for the financial year ended 31 December 2021.

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 grant discharges (quitus) to (i) Mr. Georges Bock, (ii) Mr. Jan Klopp and (iii) Mr. Roland Lienau in their capacity as members of the supervisory board of the company for the exercise of their mandates for the financial year ended 31 December 2021.

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 grant discharge (quitus) to exceet Management S.à.r.l. in its capacity as manager of the Company for the exercise of its mandates for the financial year ended 31 December 2021.

Decision

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

YES:

NO:

ABSTENTION:

Eighth resolution:

The general meeting of shareholders acknowledges and casts its advisory vote on the remuneration report of the Company for the financial year ended 31 December 2021.

Decision

(please mark your decision
by a cross in the corresponding

space reserved to that effect below)

YES:

NO:

ABSTENTION:

Ninth resolution:

The general meeting of shareholders resolves to elect BDO Audit SA, 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 2022.

Decision

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

YES:

NO:

ABSTENTION:

The Undersigned hereby further declares that he/she/it is not attending in person the extraordinary general shareholders' meeting of shareholders of the Company to be held on 29 June 2022 at 12.30 p.m. CEST with the following agenda (the "EGM"):

AGENDA EGM

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.

The undersigned hereby votes as follow on the proposed resolutions of the extraordinary general meeting of shareholders:

First resolution:

The general meeting of shareholders acknowledges 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 authorized capital of the Company, as well as the waiver of preferential subscription rights regarding shares issued under such new authorized capital.

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 decides to create an authorised capital in an amount two million eight hundred seven thousand six hundred forty euro (EUR 2,807,640), excluding the

issued share capital, consisting of one hundred eighty-four million seven hundred fifteen thousand fifty-five (184,715,055) Ordinary Shares without nominal value and to authorise the Manager to issue Ordinary Shares within the limits of the authorised capital to such persons and on such terms as they shall see fit, for a period expiring at the five (5) year anniversary of the present extraordinary general meeting.

The general meeting of shareholders therefore further resolves to amend article 5 of the articles of association of the Company within the framework the subsequent resolution.

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 resolves to amend article 5 of the articles of association of the Company through the insertion of a new article 5.4 which shall read as follows:

The authorised capital, excluding the issued share capital, is set at two million eight hundred seven thousand six hundred forty euro (EUR 2,807,640), consisting of one hundred eighty-four million seven hundred fifteen thousand fifty-five (184,715,055) Ordinary Shares without nominal value. During a period of five (5) years from the resolution to create, renew or increase the authorised capital pursuant to this article, the Manager is hereby authorised to issue Ordinary Shares to such persons and on such terms as they shall see fit and specifically to proceed to such issue without reserving a preferential right to subscribe to the shares issued for the existing shareholders, and it being understood, that any issuance of such instruments will reduce the available authorised capital accordingly.

The authorised capital of the Company may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association.

The above authorisations may be renewed through a resolution of the general meeting of the shareholders adopted in the manner required for an amendment of these articles of association and subject to the provisions of the Law, each time for a period not exceeding five (5) years.

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 24 June 2022 at 12:00 (noon) CEST.

The present voting form must be returned to the Centralizing Agent by mail, fax or by e-mail no later than on 24 June 2022 at 12:00 (noon) CEST.

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: