

**exceet Group SE
Société européenne**

Registered Office: 115, avenue Gaston Diderich, L-1420 Luxembourg

R.C.S. Luxembourg B 148.525

Convening Notice

Notice is hereby given to the holders of shares of **exceet Group SE** (the “**Company**”) that an

ANNUAL AND EXTRAORDINARY GENERAL MEETING

of shareholders will be held on 31 May 2013 at 12:00 (a.m.) CEST. The annual and extraordinary general meeting will be held at the Sofitel Luxembourg Europe, 4 rue du Fort Niedergrünwald, Quartier Européen Nord, L-2015 Luxembourg.

At the aforementioned annual and extraordinary general meeting, the shareholders shall deliberate and vote on the following agenda items:

AGENDA

1. Presentation of the report of the independent auditor on annual accounts to the general meeting for the financial year ended on 31 December 2012;
2. Approval of the annual accounts for the financial year ended on 31 December 2012;
3. Allocation of the result;
4. Presentation of the management report issued by the board of directors and the report of the independent auditor on consolidated accounts to the general meeting for the financial year ended on 31 December 2012;
5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2012;
6. Discharge to be granted to the members of the board of directors;
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 on 31 December 2012 and for the financial year ending on 31 December 2013;
8. Acknowledgment of the resignation of Mr. Brauchli as A director of the Company and appointment of White Hills Management & Co S.C.S. as A director of the Company;

9. Appointment of PricewaterhouseCoopers, société coopérative, Luxembourg, as independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year ending on 31 December 2013;
10. Change of the date of the annual general meeting of the shareholders of the Company from 31 May of each year to the first Wednesday of May of each year; and
11. Subsequent amendment of article 9.4 of the articles of association of the Company so that it will read:

“The board of directors shall convene the annual general meeting of shareholders within a period of six (6) months after the end of the Company’s financial year. Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting. The annual general meeting of shareholders shall be held in Luxembourg, at the registered office of the Company or at such other place as may be specified in the notice of such meeting, on the first Wednesday of May at 12.00 (noon) of each year. If such day is a legal holiday or falls on a weekend, the annual general meeting of shareholders shall be held on the next following business day”.

Quorum and Majorities

Pursuant to the Company’s articles of association and the law, the annual and extraordinary general meeting of shareholders will deliberate validly

- upon items 1 to 9 of the agenda of the annual and extraordinary general meeting of shareholders regardless of the number of shares present or represented. Decisions related to all these items on the agenda of the annual and extraordinary general meeting of shareholders will be passed by a simple majority of the votes validly cast at the annual and extraordinary general meeting of shareholders;
- upon items 10 and 11 of the agenda of the annual and extraordinary general meeting of shareholders only if a quorum of at least fifty percent (50%) of the share capital is present or represented. Decisions related to items 9 and 10 of the agenda of the annual and extraordinary general meeting of shareholders will be passed by a majority of at least two-thirds (2/3) of the votes validly cast at the annual and extraordinary general meeting of shareholders.

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 (the “**Luxembourg Shareholders’ Rights Law**”), which implemented the European Union Directive on Shareholders’ Rights (2007/36/EC) (the “**Shareholders’ Rights Directive**”) and involved certain changes to the procedures for calling and conducting general shareholders’ meetings, 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 general meeting, provided that the request is accompanied by a justification or draft resolution(s). Pursuant to Article 4 of the Luxembourg Shareholders’ Rights Law and the Company’s articles of association, such request and 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, 115 avenue Gaston Diderich, L-1420 Luxembourg) or electronic means (to: f.rau@exceet.ch) at least twenty-two (22) days prior to the date of the relevant general meeting of shareholders, *i.e.* on 9 May 2013 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

meeting of shareholders, the Company will make an amended agenda available at the latest fifteen (15) days prior to the relevant general meeting, *i.e.* on 16 May 2013.

Documents

Copies of the proposals of the resolutions of the annual and extraordinary general meeting as well as the documents related to the aforementioned items on the agenda and the revised agendas, if any, further to a requested addition of items in the agenda in accordance with the above (see above section "*Right to Amend the Content of the Agenda*") will be on display for inspection by the shareholders on the Company's website (www.exceet.ch/investor-relations) and at the registered office of the Company as from 1 May 2013.

Upon request to f.rau@exceet.ch, copies of the above-mentioned documents will be mailed to the shareholders.

Share Capital of the Company

The Company's issued share capital is set at five hundred twenty-seven thousand nine hundred sixty euro and sixteen cents (EUR 527,960.16) represented by (i) twenty million five hundred twenty-three thousand six hundred ninety-five (20,523,695) Class A Shares, (ii) two million one hundred and five thousand two hundred and sixty-three (2,105,263) redeemable Class B2 Shares, (iii) two million one hundred and five thousand two hundred and sixty-three (2,105,263) redeemable Class B3 Shares, (iv) one million (1,000,000) redeemable Class B4 Shares, (v) three million (3,000,000) redeemable Class C1 Shares, (vi) three million (3,000,000) redeemable Class C2 Shares and (vii) three million (3,000,000) redeemable Class C3 Shares.

Each share entitles the holder thereof to one vote.

Right to Participate in the Annual and Extraordinary General Meeting

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 to 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 17 May 2013 at 24:00 (midnight) CEST (the "**Record Date**") and registers for the meeting (please see below section "*Registration for the Annual Extraordinary General Meeting*") and, if applicable, provides the certificate specified below in case of holders of Class A Shares, shall be admitted to participate and vote in the annual and extraordinary general meeting of shareholders.

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

Class A Shareholders (whose Class A 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) should receive from such 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 and extraordinary general meeting, such Class A Shareholders (whose Class A 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) shall 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 17 May 2013 at 24:00 (midnight) CEST until 28 May 2013, at 12:00 (a.m.) CEST being:

Deutsche Bank Aktiengesellschaft
Attn.: TSS/GES, 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 and extraordinary general meeting in person shall carry proof of identity at the annual and extraordinary general meeting.

Registration for the Annual and Extraordinary General Meeting

Shareholders wishing to participate in the annual and extraordinary general meeting of shareholders need to register for the annual and extraordinary general meeting by submitting their registration by mail, fax or by e-mail until 17 May 2013 at 24:00 (midnight) CEST to the Centralizing Agent of the Company at the address referred to above.

Registration forms which should be used are provided on the website of the Company (www.exceet.ch/investor-relations). Shareholders having registered for the annual and extraordinary general meeting may provide proxy or voting forms in case they do not wish to participate in person in the annual and extraordinary general meeting until 28 May 2013 at 12:00 (a.m.) CEST (see below section "*Representation*").

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 should be submitted by mail, fax or by e-mail to the Centralizing Agent of the Company no later than on 28 May 2013 at 12:00 (a.m.) CEST and should be accompanied by the shareholding proof.

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

Voting Forms

Shareholders having registered for the annual and extraordinary general meeting but who do not wish to participate in person may also vote through a voting form in the annual and extraordinary general meeting. The voting form may be submitted by mail, by fax or by e-mail to the Centralizing Agent of the Company no later than on 28 May 2013 at 12:00 (a.m.) CEST and should be accompanied by the shareholding proof (see above section "*Right to Participate in the Annual and Extraordinary General Meeting*"). Only voting forms provided by the Company on its website (www.exceet.ch/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 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, in April 2013

For the board of directors of the Company