

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

**exceet Group SE
Société européenne**

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

R.C.S. Luxembourg B 148.525

Dear Shareholder,

You are holding (a) share(s) of the Company on 23 April 2014 at 24:00 (midnight) CEST and are therefore entitled to participate to the annual general meeting of shareholders of

exceet Group SE

a company incorporated and existing as *société européenne* under the laws of the Grand Duchy of Luxembourg, having its registered office at 115, avenue Gaston Diderich, L-1420 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 148.525, which will be held on 7 May 2014 at 12:00 (noon) CEST at the Sofitel Luxembourg Europe, 4 Rue du Fort Niedergrunewald, Quartier Européen Nord, L-2015 Luxembourg, and in which the shareholders shall deliberate and vote on the following agenda:

AGENDA

1. Presentation of the report of the independent auditor on annual accounts to the annual general meeting for the financial year ended on 31 December 2013;
2. Approval of the annual accounts for the financial year ended on 31 December 2013;
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 annual general meeting for the financial year ended on 31 December 2013;
5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2013;
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 2013 and for the financial year ending on 31 December 2014;
8. Renewal of the mandate of PricewaterhouseCoopers, *société cooperative*, Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year ending on 31 December 2014;
9. Miscellaneous.

Voting through proxy or voting form does not exempt a shareholder from its obligation to register for the annual general meeting of shareholders at the latest on 23 April 2014 at 24:00 (midnight) CEST (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 do not wish to attend the meeting in person, you may grant a proxy or vote by a voting form.

In case you wish to grant a proxy, please complete and sign a proxy (the Company proposes the proxy form made available on the website of the Company in this respect and attached hereto as Schedule 1) to this document) and return it no later than on 2 May 2014 at 12:00 (noon) CEST by mail, fax or e-mail to the Centralizing Agent of the Company at:

Deutsche Bank Aktiengesellschaft
Attn.: TSS/GES, Post-IPO Services
Taunusanlage 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 2 May 2014 at 12:00 (noon) CEST by mail, fax or by e-mail to the Centralizing Agent at the address referred to above.

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.

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

The undersigned,

_____,
(please indicate First and Family Name, Address and E-mail Address)
holder of (please check box as appropriate)

- _____ class A shares, as shown on the attached copy/-ies of the certificate(s) evidencing the shareholding on the Record Date
- _____ class B2 shares, as shown in the shareholder's register on the Record Date
- _____ class B3 shares, as shown in the shareholder's register on the Record Date
- _____ class B4 shares, as shown in the shareholder's register on the Record Date
- _____ class C1 shares, as shown in the shareholder's register on the Record Date
- _____ class C2 shares, as shown in the shareholder's register on the Record Date
- _____ class C3 shares, as shown in the shareholder's register on the Record Date

of

exceet Group SE

a company incorporated and existing as *société européenne* under the laws of the Grand Duchy of Luxembourg (the "**Company**"), hereby gives irrevocable proxy to (please check box as appropriate)

Mr. Dirk-Jan van Ommeren, chairman of the board of directors of the Company.

(First and Family Name, Date and Place of Birth, Address of proxyholder)

to represent the undersigned at the annual general meeting of the Company to be held in Luxembourg on 7 May 2014 at 12:00 (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 annual accounts to the annual general meeting for the financial year ended on 31 December 2013. | [No vote required] |
| 2. Approval of the annual accounts for the financial year ended on 31 December 2013. | YES NO ABSTAIN
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 3. Allocation of the result. | YES NO ABSTAIN
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 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 2013. | [No vote required] |
| 5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2013. | YES NO ABSTAIN
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 6. Discharge to be granted to the members of the board of directors. | YES NO ABSTAIN
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 7. Approval of the remuneration of the board of directors and the executive officers for the financial year ended on 31 December 2013 and for the financial year ending on 31 December 2014. | YES NO ABSTAIN
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 8. Renewal of the mandate of PricewaterhouseCoopers, <i>société cooperative</i> , Luxembourg as independent auditor (<i>réviseur d'entreprises agréé</i>) of the Company for the financial year ending on 31 December 2014. | YES NO ABSTAIN
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 9. Miscellaneous. | YES NO ABSTAI
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |

Any lack of clearly expressed choice in one or more of the various voting instruction options provided above and any contradictory choice will be considered as an instruction to abstain from voting in respect of the proposed resolution.

In case of a conflict of interest the proxyholder 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. Please note that Mr. Dirk-Jan van Ommeren is the chairman of the board of directors of the Company.

This proxy can be revoked by timely delivering a properly executed later-dated proxy or voting form or a declaration to revoke the proxy to the Centralizing Agent no later than on 2 May 2014 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, to the exclusion of its rules of conflict of laws.

Any claims, disputes or disagreements arising under, in connection with or by reason of this proxy shall be brought by the undersigned and the proxyholder in the courts of the city of Luxembourg, and each of the undersigned and the proxyholder 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 _____ 2014

Name:

By:

Title:

Schedule 2
VOTING FORM

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The undersigned,

(please indicate First and Family Name, Address and E-mail Address)
holder of (please check box as appropriate)

- _____ class A shares, as shown on the attached copy/-ies of the certificate(s) evidencing the shareholding on the Record Date
- _____ class B2 shares, as shown in the shareholder's register on the Record Date
- _____ class B3 shares, as shown in the shareholder's register on the Record Date
- _____ class B4 shares, as shown in the shareholder's register on the Record Date
- _____ class C1 shares, as shown in the shareholder's register on the Record Date
- _____ class C2 shares, as shown in the shareholder's register on the Record Date
- _____ class C3 shares, as shown in the shareholder's register on the Record Date

in

exceet group SE

a company incorporated and existing as *société européenne* under the laws of the Grand Duchy of Luxembourg (the "**Company**"),

hereby declares that he/she/it shall not attend in person the annual general meeting of shareholders of the Company to be held on 7 May 2014 at 12:00 (noon) CEST with the following agenda:

AGENDA

1. Presentation of the report of the independent auditor on annual accounts to the annual general meeting for the financial year ended on 31 December 2013;
2. Approval of the annual accounts for the financial year ended on 31 December 2013;
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 annual general meeting for the financial year ended on 31 December 2013;
5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2013;
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 2013 and for the financial year ending on 31 December 2014;
8. Renewal of the mandate of PricewaterhouseCoopers, *société cooperative*, Luxembourg as independent auditor (*réviseur d'entreprises agréé*) of the Company for the financial year ending on 31 December 2014;
9. Miscellaneous.

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

First resolution: Presentation of the report of the independent auditor on annual accounts to the annual general meeting for the financial year ended on 31 December 2013.

[No vote required]

Second resolution: Approval of the annual accounts for the financial year ended on 31 December 2013.

Decision

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

YES:

NO:

ABSTENTION:

Third resolution: Carrying forward of the loss of seven hundred fourteen thousand eight hundred eighty and fifty-one cents euro (EUR 714'880.51) for the financial year ended on 31 December 2013 forward to the following financial years.

Decision

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

YES:

NO:

YES:
ABSTENTION:

Fourth resolution: Presentation of the management report issued by the board of directors and the report of the independent auditor on consolidated accounts to the annual general meeting for the financial year ended on 31 December 2013.

No vote required

Fifth resolution: Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2013.

Decision

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

YES:
NO:
ABSTENTION:

Sixth resolution: Discharge to be granted to the members of the board of directors.

Decision

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

YES:
NO:
ABSTENTION:

Seventh resolution: Presentation of the remuneration principles for the board of directors and the executive committee as applied for the financial year ended on 31 December 2013 and as proposed for the financial year ending on 31 December 2014 and approval of granting four hundred fifteen thousand Swiss Francs (CHF 415'000.-) as bonus for the management committee and/or any of its members for the financial year ended on 31 December 2013 and eighty-five thousand euro (EUR 85'000.-) as fixed remuneration for board and/or committee membership for the financial year ended on 31 December 2013 and one hundred then thousand euro (EUR 110'000.-) for the financial year ending on 31 December 2014 and using the same remuneration

principles for the management committee and/or any of its members for the financial year ending on 31 December 2014.

Decision

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

YES:

NO:

ABSTENTION:

Eighth resolution: Renewal of the mandate of PricewaterhouseCoopers, *société coopérative*, Luxembourg, having its registered office at 400, Route d'Esch, L-1014 Luxembourg, registered with the Luxembourg Trade and Companies' Register under number B 65477 as independent auditor (*réviseur d'entreprises agréé*) of the Company for a term ending on the date on which the general meeting of shareholders resolves upon the approval of the Company's annual accounts for the financial year ending on 31 December 2014.

Decision

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

YES:

NO:

ABSTENTION:

Any lack of choice in one or more of the various voting options provided above on a signed voting form or any contradictory choice on such form will be considered as abstention for the relevant resolution.

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 no later than on 2 May 2014 at 12:00 (noon) CEST.

The present voting form must be returned no later than on 2 May 2014 at 12:00 (noon) by mail, fax or by e-mail to the Centralizing Agent.

This voting form and the rights, obligations and liabilities of the undersigned hereunder shall be governed by the laws of Luxembourg, to the exclusion 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 _____ 2014

Name:

By:

Title: