

**exceet Group SCA**  
*Société en commandite par actions*  
Registered office: 19, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg  
R.C.S. Luxembourg B148525

Grevenmacher, 11 December 2023

## **CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

Notice is hereby given to the holders of shares of **exceet Group SCA** (the **Company**) that an extraordinary general meeting of the shareholders of the Company (the **Meeting**) will be held in front of a Luxembourg notary:

on 18 January 2024, 12:00 (noon) CET,  
at LÉGÈRE HOTEL Luxembourg,  
11, rue Gabriel Lippmann, Parc d'Activité Syrdall, L-5365 Munsbach, Grand Duchy of Luxembourg.

### **I. Agenda**

At the Meeting, the shareholders of the Company shall deliberate and vote on the following agenda items:

1. Change of the Company's name from "**exceet Group SCA**" to "**H2APEX Group SCA**" and subsequent amendment of article 1 of the Articles;
2. Amendment of article 17.1 of the Articles to update the company name of the manager of the Company from "**exceet Management S.à r.l.**" to "**H2APEX Management S.à r.l.**";
3. Appointment of Prof. Dr.-Ing. Heinz Jörg Fuhrmann as new member of the supervisory board of the Company with effect as of the date of the Meeting and for a term expiring at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026; and
4. Miscellaneous.

### **II. Quorum and majority**

The amendments of the articles of association of the Company (the **Articles**) proposed under items 1 and 2 of the above agenda being extraordinary matters, article 14.2 of the Articles requires a quorum of presence or representation of at least one half (1/2) of the share capital of the Company at the Meeting. In the event that this quorum is not met, agenda items regarding an amendment of the Articles will be dropped.

The agenda items are adopted by a simple majority of the votes expressed by the shareholders duly present or represented, except with regard to items 1 and 2, for which a majority of two-thirds (2/3) of the votes expressed by the shareholders duly present or represented shall apply.

Abstention and nil votes will not be taken into account for the calculation of the majority.

### **III. Total amount of shares**

The Company's issued share capital is set at EUR 564,384.91 represented by 36,359,162 ordinary shares and 1 unlimited share, all of which are fully paid-up.

Each share entitles the holder thereof to one vote. The total number of voting rights is therefore 36,359,163.

#### **IV. Right to amend the content of the agenda**

Pursuant to the Articles 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 addition of items to the Meeting's agenda and propose resolutions related to existing or new agenda items, provided that they include a justification or draft resolution(s) with their request.

To be valid, such a request and its accompanying justification or draft resolution(s) must be received at the Company's registered office by registered letter (to the attention of the manager of the Company) or by e-mail (to: [h.vongregory@exceet.com](mailto:h.vongregory@exceet.com)) at least twenty-two (22) days before the Meeting, *i.e.* by 27 December 2023, along with proof of the shareholder(s)' ownership and the address or e-mail address that the Company can use to confirm receipt of the request.

The Company must confirm receipt of such a request within forty-eight (48) hours of receiving it.

In case such a request requires a change to the Meeting's agenda, the Company will publish an amended agenda at least fifteen (15) days before the Meeting, *i.e.* by 3 January 2024.

#### **V. Available information and documentation**

As of the day of the publication of this convening notice, the following information and documents are accessible on the Company's website at [www.ir.exceet.com](http://www.ir.exceet.com) and at the Company's registered office for inspection by the shareholders:

- (i) full text of any document to be made available by the Company at the Meeting, including draft resolutions in relation to the above agenda items to be adopted at the Meeting and the proposed new consolidated Articles;
- (ii) this convening notice;
- (iii) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- (iv) the Participation Declaration (as defined further below);
- (v) the Proxy Form (as defined further below);
- (vi) the Correspondence Voting Form (as defined further below); and
- (vii) the Record Date Attestation (as defined further below).

Upon request to [h.vongregory@exceet.com](mailto:h.vongregory@exceet.com), copies of the above listed documents are going to be mailed to the requesting shareholder.

#### **VI. Right to participate at the Meeting**

To participate and vote at the Meeting, shareholders must follow these steps:

1. Hold shares in the Company on 4 January 2024 at 11:59 p.m. CET (the **Record Date**). Share transfers after this date do not affect voting rights at the Meeting and any transferee having become owner of any shares after the Record Date has no right to vote at the Meeting.
2. Indicate to the Centralizing Agent (as defined below under 4) by mail, fax or by e-mail his/her/its intention to participate at the Meeting on or before the Record Date (the **Participation Declaration**) (provided that by sending a Record Date Attestation (as defined below) in accordance with 4 below, the relevant shareholder shall be deemed to have confirmed his/her/its intention to participate at the Meeting and no separate declaration will be required in that respect). Shareholders can download the Participation Declaration from the Company's website at [www.ir.exceet.com](http://www.ir.exceet.com).
3. Obtain a certificate from their securities settlement system operator or depository (or sub-depository) that confirms the number of shares they held on the Record Date (the **Record Date Attestation**).
4. Send the Record Date Attestation by mail, fax or e-mail to the Company's centralizing agent, **Link Market Services GmbH**, with registered office at Landshuter Allee 10, 80637 Munich, Germany, attn: Ms Corinna Fischer (fax: +49 89 21027 298 and e-mail: [corinna.fischer@linkmarketservices.de](mailto:corinna.fischer@linkmarketservices.de)) (the **Centralizing Agent**), between the Record Date and 13 January 2024 at 11:59 p.m. CET.

## **VII. Attendance in person**

The shareholder that has complied with the prior formalities set out under VI is allowed to attend the Meeting in person, provided that he/she carries proof of identity.

## **VIII. Representation**

Shareholders who do not wish to participate in person may appoint a proxy holder in writing (the **Proxy Form**), who does not need to be a shareholder of the Company, to attend the Meeting on their behalf. Proxy Forms are available on the Company's website under [www.ir.exceet.com](http://www.ir.exceet.com).

To be valid, the duly completed and signed Proxy Form must be accompanied by the Record Date Attestation and received by the Centralizing Agent by mail, fax or e-mail no later than 13 January 2024 at 11:59 p.m. CET. Sending the Proxy Form before 13 January 2024 at 11:59 CET counts as registration for the Meeting as of the Record Date.

Exercise of voting rights of shares in connection with Proxy Forms received after such date will not be possible.

Only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a Proxy Form but who wish to revoke such Proxy Form may do so by timely providing a later dated Proxy Form or cancelling the Proxy Form in writing to the Centralizing Agent by mail, fax or by e-mail.

If the Centralizing Agent receives more than one different voting document from a shareholder, only the last voting or proxy form received by the Centralizing Agent before 13 January 2024 at 11:59 CET will be considered.

The proxy holder that will attend the Meeting in person shall carry proof of identity.

**IX. Vote by correspondence**

Shareholders who do not wish to attend in person or appoint a proxy holder may also vote by correspondence (the **Correspondence Voting Form**). Correspondence Voting Forms are available on the Company's website under [www.ir.exceet.com](http://www.ir.exceet.com)

To be valid, the duly completed and signed Correspondence Voting Form must be accompanied by a Record Date Attestation and received by mail, fax or by e-mail by the Centralizing Agent no later than 13 January 2024 at 11:59 p.m. CET.

Correspondence Voting Forms which do not specify how a vote shall be counted or if the vote is retained, are void (*nul*).

Shareholders having submitted a voting form but who wish to revoke such voting form may do so by timely providing a later dated voting form or cancelling the voting form in writing to the Centralizing Agent by mail, fax or by e-mail.

**X. Language**

The meeting will be held in the English language.

For the manager and general partner of the Company,

**exceet Management S.à r.l.**

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By:

Title: Manager and authorised signatory