

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

**PARTICIPATION FORM, PROXY FORM AND CORRESPONDENCE VOTING FORM FOR THE
EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS TO BE HELD ON 18 JANUARY
2024**

Dear Shareholder,

On 4 January 2024 at 24:00 (midnight) CET (the **Record Date**), you are holding (a) share(s) of **exceet Group SCA**, a partnership limited by shares (*société en commandite par actions*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 19, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B148525 (the **Company**),

and are therefore entitled to participate at the extraordinary general meeting of the shareholders of the Company which will be held on 18 January 2024 at 12:00 (noon) CET at Légère Hotel Luxembourg, 11 Rue Gabriel Lippmann, L-5365 Schuttrange, Grand Duchy of Luxembourg (the **Meeting**).

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. Right to participate at the Meeting

To be eligible to participate at the Meeting, you must do the following:

1. Complete and sign the participation declaration attached hereto as Schedule 1 or available on the Company's website (www.ir.exceet.com) (the **Participation Declaration**) and return it to the Centralizing Agent (as defined below under 2) no later than on 4 January 2023 at 11:59 p.m. CET by mail, fax or e-mail (provided that by sending a Record Date Attestation (as defined below) in accordance with 2 below, you shall be deemed to have confirmed your intention to participate at the Meeting and no separate declaration will be required in that respect);
2. Obtain the certificate from your securities settlement system operator or depository (or sub-depository) that confirms the number of shares you hold in the Company on the Record Date (the **Record Date Attestation**) and return it no later than on 13 January 2023 at 11:59 p.m. CET by mail, fax or e-mail to the Company's centralizing agent, **Link Market Services GmbH**, having its registered address at

Landshuter Allee 10, 80637 Munich, Germany, attn: Ms Corinna Fischer (fax: +49 89 21027 298 and e-mail: corinna.fischer@linkmarketservices.de) (the **Centralizing Agent**); and

3. Decide how you want to participate: in person, by proxy or by correspondence, as detailed below.

A. In-person attendance

In case you want to attend in person, and subject to compliance with the prior formalities set out under II, you may attend the Meeting provided you carry proof of identity.

B. Proxy

In case you do not wish to attend the Meeting in person, you can appoint another person as your representative by completing and signing the proxy in the form attached hereto as Schedule 2 or available on the Company's website (www.ir.exceet.com) (the **Proxy Form**) and returning it to the Centralizing Agent no later than on 13 January 2024 at 11:59 p.m. CET by mail, fax or e-mail.

In case you wish to give proxy to a person having a potential conflict of interest, you must give the conflicted proxy holder specific voting instructions in the proxy.

C. Vote by correspondence

In case you wish to vote by correspondence, you must complete and sign the correspondence voting form attached hereto as Schedule 2 or available on the Company's website (www.ir.exceet.com) (the **Correspondence Voting Form**) and return it to the Centralizing Agent no later than on 13 January 2024 at 11:59 p.m. CET by mail, fax or by e-mail.

III. Changing or cancelling your participation

If you send a Proxy Form and a Correspondence Voting Form at the same time, the latter shall prevail.

If you have sent a Correspondence Voting Form but want to change or cancel it, you can do so by sending a later dated Proxy Form or Correspondence Voting Form, or by writing to the Centralizing Agent to cancel it, as long as you do so no later than 13 January 2024 at 11:59 p.m. CET.

Schedule 1

PARTICIPATION DECLARATION FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The undersigned, _____, having his/her/its registered office/address at _____ and, if applicable, with commercial register number _____ (the **Shareholder**),

in his/her/its capacity as shareholder of the Company (as defined below), holding _____ ordinary shares, as shown on the attached copy/-ies of the certificate(s) evidencing the shareholding on the Record Date of **exceet Group SCA**, a partnership limited by shares (*société en commandite par actions*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 19, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre du Commerce et des Sociétés de Luxembourg*) under number B148525 (the **Company**),

hereby declares that he/she/it is participating at the extraordinary general meeting of shareholders of the Company to be held on 18 January 2024 at 12:00 (noon) CET with the following agenda (the **Meeting**):

- (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.

The present participation declaration must be returned to **Link Market Services GmbH**, with registered address at Landshuter Allee 10, 80637 Munich, Germany, attn: Ms Corinna Fischer (fax: +49 89 21027 298 and e-mail: corinna.fischer@linkmarketservices.de) by mail, fax or by e-mail no later than on 4 January 2024 at 11:59 CET.

Signed in _____, on _____.

Name:

By:

Title:

Schedule 2

PROXY

FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The undersigned, _____, having his/her/its address at _____ and, if applicable, with commercial register number _____ (the **Shareholder**),

in his/her/its capacity as shareholder of the Company (as defined below), holding _____ ordinary shares, as shown on the attached copy/-ies of the certificate(s) evidencing the shareholding on the Record Date,

hereby gives special power of attorney, with power of substitution, to (i) Mr Jan Klopp, with professional residence at 19, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg, and/or (ii) Link Market Services GmbH, having its registered address at Landshuter Allee 10, 80637 Munich, Germany, and represented by Ms Corinna Fischer, each acting individually (each of them being referred individually to as an **Attorney**),

in order for the Attorney, acting in the name and on behalf of the Shareholder, to represent the Shareholder at the extraordinary general meeting of the shareholders of **exceet Group SCA**, a partnership limited by shares (*société en commandite par actions*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 19, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés de Luxembourg*) under number B148525 (the **Company**), which will take place in Schuttrange, Grand Duchy of Luxembourg, on 18 January 2024 (the **Meeting**), in order to deliberate and, (iii) vote on the following agenda:

- (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.

The Attorney is instructed to vote in the following manner¹:

- | | YES | NO | ABSTAIN |
|---|--------------------------|--------------------------|--------------------------|
| 1. The Meeting resolves to change the Company's name from " exceet Group SCA " to " H2APEX Group SCA ". | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

¹ Please mark your decision by a cross in the corresponding space reserved to that effect below.

As a result, the Meeting resolves to amend article 1 of the Articles in order to reflect the change above, so that it shall henceforth read as follows:

“Article 1 Name

There hereby exists a company in the form of a société en commandite par actions under the name of “H2APEX Group SCA” (the “Company”).

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | YES | NO | ABSTAIN |
| 2. The Meeting resolves to amend 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. ”, so that it shall henceforth read as follows: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

“Article 17 Powers of the board of the Managers

*The Company shall be managed by **H2APEX Management S.à r.l.**, in its capacity as General Partner (the “**Manager**”).*

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| | YES | NO | ABSTAIN |
| 3. The Meeting resolves to appoint 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. | <input type="checkbox"/> | <input type="checkbox"/> | <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 Meeting.

In case of a conflict of interest, the Attorney shall disclose certain specified facts which may be relevant for the Shareholder in assessing any risk that the Attorney might pursue any interest other than the interest of the Shareholder.

This proxy can be revoked by delivering a properly executed later dated proxy form or correspondence voting form or a declaration to revoke such proxy to **Link Market Services GmbH**, with registered address at Landshuter Allee 10, 80637 Munich, Germany, attn: Ms Corinna Fischer (fax: +49 89 21027 298 and e-mail: corinna.fischer@linkmarketservices.de), in a timely fashion and in any case no later than on 13 January 2024 at 11:59 CET.

The present proxy form must be returned to Link Market Services GmbH by mail, fax or by e-mail no later than on 13 January 2024 at 11:59 CET.

This proxy is governed by, and shall be construed in accordance with, the laws of the Grand Duchy of Luxembourg. The competent courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this proxy form.

Signed in _____, on _____.

Name:

By:

Title:

Schedule 3

CORRESPONDENCE VOTING FORM FOR THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The undersigned, _____, having his/her/its registered office/address at _____ and, if applicable, with commercial register number _____ (the **Shareholder**),

in his/her/its capacity as shareholder of the Company (as defined below), holding _____ ordinary shares, as shown on the attached copy/-ies of the certificate(s) evidencing the shareholding on the Record Date of **exceet Group SCA**, a partnership limited by shares (*société en commandite par actions*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 19, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre du Commerce et des Sociétés de Luxembourg*) under number B148525 (the **Company**),

hereby declares that he/she/it is not attending in person the extraordinary general meeting of shareholders of the Company to be held on 18 January 2024 at 12:00 (noon) CET with the following agenda (the **Meeting**):

- (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.

The Shareholder hereby votes as follows on the proposed resolutions of the Meeting²:

	YES	NO	ABSTAIN
1. The Meeting resolves to change the Company's name from " exceet Group SCA " to " H2APEX Group SCA ".	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As a result, the Meeting resolves to amend article 1 of the Articles in order to reflect the change above, so that it shall henceforth read as follows:

"Article 1 Name

*There hereby exists a company in the form of a société en commandite par actions under the name of "**H2APEX Group SCA**" (the "**Company**").*

² Please mark your decision by a cross in the corresponding space reserved to that effect below.

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| | YES | NO | ABSTAIN |
| 2. The Meeting resolves to amend 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. ”, so that it shall henceforth read as follows: | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

“Article 17 Powers of the board of the Managers

*The Company shall be managed by **H2APEX Management S.à r.l.**, in its capacity as General Partner (the “**Manager**”).”.*

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| | YES | NO | ABSTAIN |
| 3. The Meeting resolves to appoint 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 Meeting.

Shareholders having submitted a voting form but who wish to revoke such voting form may do so by providing a properly executed later dated proxy form or correspondence voting form or cancelling the correspondence voting form in writing to **Link Market Services GmbH**, with registered address at Landshuter Allee 10, 80637 Munich, Germany, attn: Ms Corinna Fischer (fax: +49 89 21027 298 and e-mail: corinna.fischer@linkmarketservices.de), in a timely fashion and in any case no later than on 13 January 2024 at 11:59 p.m. CET.

The present correspondence voting form must be returned to Link Market Services GmbH by mail, fax or by e-mail no later than on 13 January 2024 at 11:59 CET.

This correspondence voting is governed by, and shall be construed in accordance with, the laws of the Grand Duchy of Luxembourg. The competent courts of the district of the city of Luxembourg shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this correspondence voting.

Signed in _____, on _____.

Name:
By:
Title: