

**FORM OF RESOLUTIONS TO BE PROPOSED AT THE  
ANNUAL GENERAL SHAREHOLDERS' MEETING  
OF EXCEET GROUP SCA  
TO BE HELD ON 29 JUNE 2022 AT 12 P.M. (NOON) CEST AND THE EXTRAORDINARY  
GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 29 JUNE 2022 AT 12.30 P.M.  
CEST.**

**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 auditor of the Company.
10. Miscellaneous.

**RESOLUTIONS AGM**

**First resolution**

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.

[The presentation is followed by questions from the shareholders answered by the chairman of the meeting, no vote being required on the present resolution.]

### **Second resolution**

The general meeting of shareholders resolves to approve the annual accounts for the financial year ended 31 December 2021.

### **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

### **Fourth resolution**

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

[The presentation is followed by questions from the shareholders answered by the chairman of the meeting, no vote being required on the present resolution.]

### **Fifth resolution**

The general meeting of shareholders resolves to approve the consolidated accounts for the financial year ended 31 December 2021.

### **Sixth resolution**

The general meeting of shareholders resolves to grant discharge (*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.

### **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.

### **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.

### **Ninth Resolution**

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

## **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[\*\*\*] shares..
3. Amendment of Article 5 of the Company articles of association.

## **RESOLUTIONS EGM**

### **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.

### **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.

### **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.*