

**FORM OF PROXY AND VOTING FORM FOR THE ANNUAL AND EXTRAORDINARY  
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 17 May 2013 at 24:00 (midnight) CEST and are therefore entitled to participate to the annual and extraordinary 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 31 May 2013 at 12:00 (a.m.) CEST at the Sofitel Luxembourg Europe, 4 rue du Fort Niedergrünewald, Quartier Européen Nord, L-2015 Luxembourg and at 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 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”.

Voting through proxy or voting form does not exempt a shareholder from its obligation to register for the annual and extraordinary general meeting of shareholders at the latest on 17 May 2013 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 28 May 2013 at 12:00 (a.m.) 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](mailto: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 28 May 2013 at 12:00 (a.m.) 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 AND EXTRAORDINARY 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

**except 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. Hans Hofstetter, 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 and extraordinary general meeting of the Company to be held in Luxembourg on 31 May 2013 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 general meeting for the financial year ended on 31 December 2012.  | [No vote required]   |
| 2. Approval of the annual accounts for the financial year ended on 31 December 2012.  | YES   NO   ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 3. Allocation of the result.  | YES   NO   ABSTAIN<br><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 2012.                   | [No vote required]   |
| 5. Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2012.   | YES   NO   ABSTAIN<br><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<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 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. | YES   NO   ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 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 with Mr. Thomas Brauchli as permanent representative.              | YES   NO   ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 9. Appointment of PricewaterhouseCoopers, société coopérative, Luxembourg, as independent auditor ( <i>réviseur d'entreprises agréé</i> ) of the Company for the financial year ending on 31 December 2013.                             | YES   NO   ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 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.  | YES   NO   ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |
| 11. Subsequent amendment of article 9.4 of the articles of association of the Company so that it will read:   | YES   NO   ABSTAIN<br><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> |

“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”.

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. Hans Hofstetter 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 28 May 2013 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 \_\_\_\_\_ 2013

Name:

By:

Title:

**Schedule 2**  
**VOTING FORM**

**FOR THE ANNUAL AND EXTRAORDINARY 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

**except 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 and extraordinary general meeting of shareholders of the Company to be held on 31 May 2013 at 12:00 (noon) CEST with the following agenda:

**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”.

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

**First resolution:** Presentation of the report of the independent auditor on annual accounts to the general meeting for the financial year ended on 31 December 2012.

**[No vote required]**

**Second resolution:** Approval of the annual accounts for the financial year ended on 31 December 2012.

**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 three million four hundred twelve thousand three hundred fifty-three euro and eighty-five cents (EUR 3,412,353.85) for the financial year ended on 31 December 2012 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:

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 general meeting for the financial year ended on 31 December 2012.

**[No vote required]**

**Fifth resolution:** Approval and, to the extent necessary, ratification of the consolidated accounts for the financial year ended on 31 December 2012.

**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 2012 and as proposed for the financial year ending on 31 December 2013 and approval of granting six hundred eighty-eight thousand seven hundred fifty Swiss Francs (CHF 688,750) as bonus for the management committee and/or any of its members for the financial year ended on 31 December 2012 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 2012 and eighty-five thousand Euro (EUR 85,000) for the financial year ending on 31 December 2013 and using the same remuneration principles for the management committee and/or any of its members for the financial year ending on 31 December 2013.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Eight resolution:** Acknowledgment of the resignation of Mr. Brauchli as A director of the Company effective as of the end of this annual and extraordinary general meeting of shareholders and appointment of White Hills Management & Co S.C.S. as A director of the Company with Mr. Thomas Brauchli as permanent representative, with immediate effect until the annual general meeting of shareholders of the Company taking place in 2016.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Ninth resolution:** Appointment of PricewaterhouseCoopers, société coopérative, Luxembourg, having its registered office at 400, Route d'Esch, L-1014 Luxembourg 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 2013.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Tenth resolution:** 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.

**Decision**

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

**YES:**

**NO:**

**ABSTENTION:**

**Eleventh resolution:** Amendment of article 9.4 of the articles of association of the Company following the change of the date of the annual general meeting of the shareholders of the Company so that it will read:

**“Article 9.4** 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 must be held on the next following business day.”

**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 28 May 2013 at 12:00 (a.m.) CEST.

The present voting form must be returned no later than on 28 May 2013 at 12:00 (a.m.) CEST 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 \_\_\_\_\_ 2013

**Name:**

**By:**

**Title:**