

**FORM OF RESOLUTIONS TO BE PROPOSED AT THE ANNUAL AND EXTRAORDINARY
GENERAL MEETING OF SHAREHOLDERS OF EXCEET GROUP SE TO BE HELD ON 31
MAY 2013 AT 12:00 (A.M.) CEST**

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 cooperative, 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”.

RESOLUTIONS

First resolution

The general meeting of shareholders listens to the presentation of the chairman of the meeting with respect to the report of the independent auditor. The presentation is followed by questions from the shareholders answered by the chairman of the meeting.

Second resolution

The general meeting of shareholders resolves to approve the annual accounts for the financial year ended on 31 December 2012.

Third resolution

The general meeting of shareholders resolves to carry 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.

Fourth resolution

The general meeting of shareholders listens to the presentation of the chairman of the meeting including to the management report issued by the board of directors with respect to the consolidated accounts, the report of the independent auditor with respect to the consolidated accounts and the consolidated accounts for the financial year ended on 31 December 2012. The report of the independent auditor is presented. The board of directors presents the management report regarding the consolidated accounts and the annual accounts. The presentation is followed by questions from the shareholders answered by the chairman of the meeting.

Fifth resolution

The general meeting of shareholders resolves to approve the consolidated accounts for the financial year ended on 31 December 2012.

Sixth resolution

The general meeting resolves to grant discharge to the members of the board of directors for the exercise of their mandates during the financial year ended on 31 December 2012.

Seventh resolution

The chairman presents the remuneration principles for the board of directors and the executive committee.

Such principles include (i) - in addition to a fixed remuneration – a variable remuneration for excellent performance with respect to the results of the Company for the management committee or any of its members, as well as (ii) a fixed remuneration for a committee seat and/or board seat.

In accordance with these principles, an aggregate amount of six hundred eighty-eight thousand seven hundred fifty Swiss Francs (CHF 688,750) has been granted as bonus for the management committee and/or any of its members for the financial year ended on 31 December 2012.

Furthermore, a fixed remuneration in an aggregate amount of eighty five thousand Euro (EUR 85,000) was paid for board and/or committee membership.

The chairman suggests to apply such principles for the financial year ending on 31 December 2013, *i.e.* to pay an aggregate amount of eighty five thousand Euro (EUR 85,000) as fixed remuneration for board and/or committee membership and a variable amount of up to seven hundred thirty-five thousand Swiss Francs (CHF 735,000) based on the performance criteria for the management committee.

The general meeting of shareholders resolves to approve and, to the extent necessary, ratify the remuneration of the board of directors and the management committee for the financial year ended on 31 December 2012 and for the financial year ending on 31 December 2013 on this basis.

Eighth Resolution

The general meeting of shareholders acknowledges 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 resolves to appoint 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.

Ninth Resolution

The general meeting of shareholders resolves to appoint PricewaterhouseCoopers, société coopérative, having its registered office at 400, Route d'Esch, L-1014 Luxembourg as independent auditor (*réviseur d'entreprises agréé*) for a term ending on the date on which the general meeting of shareholders resolves upon the approval of the Company's financial statements for the financial year ending on 31 December 2013.

Tenth Resolution

The general meeting of shareholders resolves to change 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.

Eleventh Resolution

As a consequence of the change of the date of the annual general meeting of the shareholders of the Company the general meeting of shareholders resolves to amend article 9.4 of the articles of association 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.”