

**A.V.A. 2005**

21 april 2005



# **Corporate Governance Accell Group N.V.**

**Annual shareholders meeting  
21 April 2005**

## Corporate Governance

- Accell Group complies ultimate 2004 to best practice conditions of the 'code Tabaksblat' where appliccable looking at type and seize of organisation
- Developments in the Netherlands will be monitored
  - Not a front runner, fast follower
- Annual report and web site are ready

## Action points 2004

### Complying Code:

- ✓ Deviations of the Code explained in annual report
- ✓ Separate chapter CG in annual report 2004

### Board

- ✓ Discussion Risk Management and make more concrete
- ✓ Design whistleblower rule and deposit at website
- ✓ Design remuneration report and ask for approval at Annual Shareholders Meeting
- ✓ Explanation remuneration strategy in Supervisory Board report

## Action points 2004 (2)

### Supervisory Board:

- ✓ Determine individual tasks in Code
- ✓ Place profile on website
- ✓ Investigate support Secretary
- ✓ Determine activities Supervisory Board committee's
- ✓ Determine regulation for registration Supervisory Board transactions

### Annual Shareholders Meeting

- ✓ Dividend policy and –pay-out separate chapter on agenda
- ✓ Separate chapter for release Supervisory Board and Board
- ✓ Stemmen op afstand
- ✓ Report protection constructions in annual report
- ✓ Appointment accountant (first ASM appointment during ASM 2006)

## Deviations of Code Tabaksblat

- II.1.1. Current Board have contract for indefinite time
- II.2.6 en III.7.3 No regulations for transactions (Supervisory) Board members in shres of other companies
- III.4.3. No separate Secretary for the company
- V.3 No separate internal accountant offices

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