

ISSUE OF SHARES WITHOUT OBLIGATION TO PUBLISH A PROSPECTUS

17 MAY 2019

Document within the meaning of article 5:3 paragraph 2 under d and article 5:4 paragraph 1 under e of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*)

As regards the payment of dividend for the financial year 2018 and in accordance with the resolution of the general meeting of shareholders of 24 April 2019, the shareholders were offered the choice to receive the dividend to which they are entitled for the financial year 2018 either wholly in cash, or in shares charged to the share premium account (reference is made to the advert published at 25 April 2019 on the website www.securitiesinfo.com).

Shareholders representing 36% of the total outstanding ordinary share capital have chosen for stock dividend. As a result of an exchange of dividend rights these shareholders were offered 196,691 shares in total with a nominal value of € 0.01 per share as of 17 May 2019. Reference is also made to the press release dated 15 May 2019, published on Accell Group's website.

Like the other ordinary shares of Accell Group, the abovementioned shares are admitted to trading on the official market of Euronext Amsterdam and give entitlement to the same rights as the other ordinary shares of Accell Group, including – as per the financial year 2019 – the right to receive dividend.

Regarding the offer of shares and admittance to trading referred to above, Accell Group N.V. is exempt from the obligation to make a prospectus generally available.