

Remuneration report by the Supervisory Board of Accell Group N.V. for 2005¹

Remuneration committee

The Supervisory Board does not have a separate remuneration committee since the Board consists of only four members and decides in its entirety on the remuneration of members of the Board of Directors².

The performance of the Board of Directors as a whole and of its individual members was discussed by the Supervisory Board during its meeting held on 23 February 2005, without the Board of Directors being present. The salaries of the Board of Directors for 2005 and the bonuses for 2004 were also decided at this meeting. The bonuses for 2004 are reflected in the annual accounts for 2004.

The remuneration package of the Board of Directors for 2006 was discussed during the Supervisory Board meeting held on 21 February 2006. The bonuses for the financial year 2005 were also determined at that time. These are reflected in the annual accounts for 2005.

Remuneration policy

Introduction

The remuneration policy for the Board of Directors prepared by the Supervisory Board was adopted by the General Meeting of Shareholders on 21 April 2005. The option scheme included therein was thereby approved. As part of this remuneration policy, the Supervisory Board determines the remuneration of the individual members of the Board of Directors.

Principles

The remuneration policy is intended to provide the possibility to attract qualified candidates for the Board of Directors, who possess both the necessary management qualities and the required background. The policy is also intended to serve as a challenge, to ensure continued focus on performance and shareholder value of the company, to motivate executives and to retain good performers.

In setting the level and structure of remuneration, factors such as profit developments, share price movements and other developments that are relevant for the company are taken into consideration.

¹ This report appears on the Accell Group website. Its main elements are included in the Annual Report (Report by the Supervisory Board), in accordance with the Tabaksblat Code, section II.2.9.

² Unless stated otherwise, the term 'members' includes the chairman.

To realise the above principles, it is intended to position the remuneration packages at a competitive level in the Dutch remuneration market for executives of medium-sized companies. In order to adjust for differences in size and complexity within the various companies comprising this market, the remuneration packages of Accell N.V. are positioned at the average for executives with comparable positions in terms of responsibility. A specific reference market is not readily available due to the limited number of comparable listed companies. The remuneration package is also intended to be able to attract qualified executives from other business sectors.

The Supervisory Board will regularly review the remuneration package in order to ensure that it meets the remuneration criteria mentioned above, both in terms of composition and level.

At its discretion the Supervisory Board may adjust option and bonus grants annually based on its assessment of the state of the company and the performance of individual directors, thus acting in the spirit of the relevant regulations. The Supervisory Board is thus authorised to adjust the remuneration, both upward and downward.

Remuneration package

The total remuneration of the Board of Directors of Accell Group N.V. consists of:

- Annual salary
- Short-term bonus plan
- Option scheme
- Pension and other fringe benefits
- Contract including severance scheme

Annual salary

The annual salary is intended to correspond with the compensation market as described above. In connection with this, it has been decided to follow the median level within this compensation market. Should the annual salary of an individual director be below this normative level for the position upon entering employment, the Supervisory Board will then decide regarding the further growth in salary. Assuming acceptable performance, the normative level for the annual salary of the board member can in principle be achieved after approximately three years following appointment to the Board of Directors.

Evaluation and adjustment of annual salary takes place annually as of 1 January. This takes into account the performance of individual board members, the financial results for the previous year, any general adjustment of salary levels at Accell Group N.V. in the Netherlands, as well as the further growth if the normative level has not yet been reached.

Variable compensation: bonus and option scheme

Each director is entitled to a bonus upon realisation of previously agreed performance criteria that reinforce both the short-term and long-term goals of Accell Group N.V. The performance criteria for the Board of Directors as a whole and of the individual directors

are formulated and established by the Supervisory Board at the start of each year, in consultation with the Board of Directors.

The annual bonus that may be awarded is a combination of cash and share options, with the cash portion being limited to 50% of the annual salary. The annual bonus depends for 70% on the growth of turnover and net profit versus the previous year and for 30% on individual targets (both measurable and subjective). The options have an underlying value (number times price) equal to a maximum of one year's salary. Following receipt of the options, the directors must retain these at least three years, in order to strengthen the link between the interests of the Board of Directors and those of the shareholders.

Pension

The directors of Accell Group N.V. do not fall under any of the pension schemes that apply for other employees but under a separate scheme. The pension scheme for the Board of Directors is a defined contribution plan. Deviating pension arrangements dating from the past are maximised to a fixed contribution per year that is subject to annual adjustment.

Other fringe benefits

The fringe benefits awarded by Accell Group N.V. to the directors are similar to those for other employees. Fringe benefits include an expense allowance, an allowance for health insurance premiums, casualty insurance, disability schemes and a company car. In addition, the company has taken out directors' and officers' liability insurance for the members of the Board of Directors. Accell Group N.V. no longer issues loans to directors.

Employment contracts

The terms of employment of the directors of Accell Group N.V. are set out in individual employment contracts. As from 1 January 2005 new directors are in principle appointed for a period of four years. With regard to early contract termination of new directors at the initiative of the company, severance pay is in principle limited to one year's salary. If such severance pay of a maximum of one year's salary in case of involuntary dismissal during the first term of appointment is judged to be manifestly unreasonable, such director may qualify for a severance payment of maximally twice the annual salary. The current directors have an employment contract for an indefinite period. The notice period for Accell Group N.V. is 6 months, for the director 3 months. The only exception is Mr Takens, for whom the notice period for the company is 12 months and for him personally 6 months. The employment contracts with current directors do not contain any severance scheme.

Specifics of the policy for 2005

Annual salary

To determine an appropriate level for the fixed compensation, the Supervisory Board commissioned a recognised bureau to study the compensation market for directors of medium-size companies with comparable responsibilities. When determining the salary level for individual members of the Board of Directors the current state of the company is also taken into consideration.

Bonus

The following criteria applied for the financial year 2005 to members of the Board of Directors:

- Turnover must have shown growth versus 2004.
- The profit level of the company must have increased versus 2004.
- The individual targets agreed with the Board of Directors must have been met.

The targets that were set for 2005 were mostly met. Consequently, a bonus of 47% of the annual salary has been awarded. The bonus depends for 70% on the turnover and profit targets and for 30% on individual targets.

The bonus for members of the Board of Directors is limited to 50% of the fixed compensation.

Option scheme

The current option plan as applied in 2005 has the following features:

- Each year a number of option rights may be awarded to individual members upon realisation of their targets.
- The number of option rights depends on the annual salary applying at the time.
- The options expire after 5 years. They may not be exercised until after 3 years' duration.
- As from 2005, tax settlement with regard to options granted takes place upon exercise.

Option grants in 2005 were dependent on performance in 2004. Based on the performance in 2004, options with a value of one year's salary were awarded to members of the Board of Directors at an exercise price equal to the average of the closing rates of the last 5 days prior to the grant. Once awarded, the options are unconditional and must be held by the directors for at least 3 years in order to strengthen the link between the interests of the Board of Directors and those of the shareholders.

Pension

Deviating pension arrangements dating from the past are maximised as from 2005 to a fixed contribution per year.

Amounts

For the exact compensation of members of the Board of Directors in 2005, see the notes to the annual accounts.

Specifics of the policy for 2006

No significant changes are envisioned regarding the implementation of the remuneration policy for 2006.