

ISSUE OF SHARES WITHOUT OBLIGATION TO PUBLISH A PROSPECTUS

24 FEBRUARY 2016

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

At the meeting of the Supervisory Board held on 24 February 2016 it was determined on the basis of the shareholder return of Accell Group N.V. (TSRA) in comparison with the shareholder return of the shares belonging to the Amsterdam Midcap Index of Euronext Amsterdam (TSRM) over a period of 3 years (2013 - 2015) which percentage of the shares conditionally allotted to the members of the Board of Directors of Accell Group N.V. under the applicable share plan in February 2014 will be allotted definitively. In February 2014 conditional shares with an underlying value of the half of the annual salary were awarded to each member of the Board of Directors of Accell Group.

At the meeting of the Supervisory Board held on 24 February 2016 it was also determined what percentage of the conditional shares allotted to the directors of the largest operating companies belonging to the Accell group under applicable bonus plans in 2012 will be allotted definitively.

In this regard in total 27,613 ordinary shares in the capital of Accell Group N.V. with a nominal value of € 0.01 per share were allotted on 24 February 2016 to the members of the Board of Directors of Accell Group N.V. and the directors of operating companies. 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 2016– the right to receive dividend.

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