



Unofficial translation, for convenience purposes only, in case of differences, the Dutch version will prevail.

Adjusted March 25, 2020: agenda item 5.b. (adoption of the dividend over financial year 2019) has been withdrawn and removed from the agenda.

**POWER OF ATTORNEY
FOR THE GENERAL MEETING OF
ACCELL GROUP N.V.
TO BE HELD ON APRIL 22, 2020**

Shareholders may only use this power of attorney form if prior to the meeting they submit a statement of a bank or a broker in which administration they are registered as holders of the shares. The statement of the bank or the broker should mention the number of shares which the shareholder beneficially owns on the record date (March 25, 2020).

An application for such statement must be made to the bank or broker prior to April 14, 2020 at 17.30. The statement of the bank or broker is regarded to be an admission ticket for the meeting.

The undersigned:

(if the undersigning shareholder is a legal entity please give name of legal entity and name of the authorized representative of the legal entity); the undersigning shareholder guarantees towards the Company the authority of the representative to represent the undersigning shareholder with regard to the rights of the undersigned shareholder as stated in this power of attorney

acting in his/her capacity as holder of _____ [number] common shares, each share having a nominal value of € 0.01, in the capital of the public limited liability company under the laws of the Netherlands:

Accell Group N.V., having its seat at Heerenveen, the Netherlands, office address 8444 AR Heerenveen, the Netherlands, Industrieweg 4, (registered with the Trade Register under nr. 01082289),

hereinafter referred to as: the Company;

herewith grants power of attorney to:

to, on behalf of the undersigned:

attend the General Meeting of Shareholders of the Company on April 22, 2020, to sign the attendance list and to exercise voting rights in accordance with the following instructions:

- | | | |
|------|---|--|
| 2.b. | Remuneration Report Board of Management
2019 <i>(for advisory vote resolution)</i> | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 4. | Adoption financial statements 2019 | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 6.a | Granting discharge to the Board of Management | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 6.b | Granting discharge to the Supervisory Board | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 7.a | Adoption of the remuneration policy for the
Board of Management | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 7.b | Adoption of the remuneration policy for the
Supervisory Board | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 7.c | Approval of the arrangement for the allotment of
shares to the members of the Board of
Management | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |



8. Appointment of the external auditor in favour of the proposal
 against the proposal
 abstention from voting
9. Authorization of the Board of Management to acquire shares in its own capital by the company in favour of the proposal
 against the proposal
 abstention from voting
- 10.a To authorise the Board of Management to issue ordinary shares (or grant rights to acquire ordinary shares) in favour of the proposal
 against the proposal
 abstention from voting
- 10.b To authorise the Board of Management to restrict or exclude the pre-emptive rights upon issuing ordinary shares (or upon granting rights to acquire ordinary shares) in favour of the proposal
 against the proposal
 abstention from voting

This Power of Attorney can only be revoked in writing.

When executing his authorities in accordance with this Power of Attorney, the attorney is entitled to act also on behalf of one or more other shareholders of the Company.

The relation between the undersigned and the attorney pursuant to this Power of Attorney is exclusively subject to Dutch Law.

Signed at _____ on _____ 2020.

[Name]