



## Resolutions adopted by the General Meeting of Shareholders of 24 April 2014

The General Meeting of Shareholders of Accell Group N.V., held on 24 April 2014 at Heerenveen, the Netherlands, has adopted the following resolutions:

### Attendees and represented share capital:

Total number of issued ordinary shares as per 24 April 2014:	24,410,360
Attendees and represented ordinary shares:	16,005,998
Present and represented shares as a percentage of ordinary share capital:	65.6%

### Agenda of resolutions to be adopted:

#### 04. Adoption of the 2013 Financial Statements

<b>in favour</b>	<b>:</b>	<b>100% of the votes (16,005,998 votes)</b>
abstention	:	0% of the votes
against	:	0% of the votes

#### 05.b Determination dividend distributions

<b>in favour</b>	<b>:</b>	<b>97.1% of the votes (15,534,845 votes)</b>
abstention	:	2.9% of the votes (471,153 votes)
against	:	0% of the votes

#### 06. Grant of discharge of the members of the Board of Directors for management duties performed during 2013

<b>in favour</b>	<b>:</b>	<b>100% of the votes (16,005,998 votes)</b>
abstention	:	0% of the votes
against	:	0% of the votes

#### 07. Grant of discharge of the members of the Supervisory Board for supervisory duties performed during 2013

<b>in favour</b>	<b>:</b>	<b>100% of the votes (16,005,998 votes)</b>
abstention	:	0% of the votes
against	:	0% of the votes

08.b Appointment of Supervisor Mr. drs. A.J. Pasman

**in favour** : **100% of the votes (15,999,786 votes)**  
abstention : 0% of the votes  
against : 0% of the votes (6.212 votes)

08.b Appointment of Supervisor Mr. drs. J. van den Belt

**in favour** : **100% of the votes (16,005,998 votes)**  
abstention : 0% of the votes  
against : 0% of the votes

09. Appointment of external auditor

**in favour** : **100% of the votes (16,005,998 votes)**  
abstention : 0% of the votes  
tegen : 0% of the votes

10. Authorisation of the Board of Directors to acquire shares in the company's capital

**in favour** : **100% of the votes (16,005,998 votes)**  
abstention : 0% of the votes  
against : 0% of the votes

11.a. Extension with 18 months (until 1 November 2015) of the authority of the Board of Directors to issue cumulative preference B shares

**in favour** : **57.4% of the votes (9,182,564 votes)**  
abstention : 0% of the votes  
tegen : 42.6% of the votes (6,823,434 votes)

11.b Extension with 18 months (until 1 November 2015) of the authority of the Board of Directors to issue ordinary shares

**in favour** : **96.3% of the votes (15,415,883 votes)**  
abstention : 0% of the votes  
tegen : 3.7% of the votes (590,115 votes)

11.c. Extension with 18 months (until 1 November 2015) of the authority of the Board of Directors to limit or exclude the pre-emptive rights with respect to issue of shares

**in favour** : **96.3% of the votes (15,415,883 votes)**  
abstention : 0% of the votes  
tegen : 3.7% of the votes (590,115 votes)

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