

## **Convocation of the Annual General Meeting of Shareholders of Accell Group N.V.**

The shareholders of Accell Group N.V. are invited to attend the General Meeting of Shareholders to be held on Tuesday 25 April 2017, starting at 14:30 hours. The meeting will be held at the offices of The Experience Center named De Fietser at Akulaan 2 in Ede, The Netherlands.

Agenda:

01. Opening and announcements
02. Presentation and discussion of the 2016 Annual Report
03. Discussion execution remuneration policy 2016
04. Adoption of the 2016 Financial Statements (*resolution*)
05. Adoption of the appropriation of profits in 2016
  - a. Accounting for the reserve policy
  - b. Adoption of dividend distribution (*resolution*)
06. Grant of discharge to the members of the Board of Directors for management duties performed during the 2016 financial year (*resolution*)
07. Grant of discharge to the members of the Supervisory Board for supervisory duties performed during the 2016 financial year (*resolution*)
08. Composition Board of Directors
09. Adoption of remuneration of the members of the Supervisory Board (*resolution*)
10. Composition Supervisory Board
  - a. Notification by the Supervisory Board of the person nominated for reappointment as member of the Supervisory Board (mr. A. Kuiper)
  - b. Proposal to reappoint the person nominated by the Supervisory Board as member of the Supervisory Board (*resolution*)
  - c. Possibility to nominate a person to be appointed as member of the Supervisory Board
11. Appointment of external auditor (*resolution*)
12. Authorisation of the Board of Directors to acquire shares in its own capital by the company (*resolution*)
13. Extension until 1 November 2018 of the period during which the Board of Directors is authorised to issue ordinary shares up to a maximum of 10% of the outstanding share capital after the prior approval of the Supervisory Board (*resolution*)
14. Extension until 1 November 2018 of the period during which the Board of Directors is authorized to limit or exclude the pre-emptive right after the prior approval of the Supervisory Board in respect of an issue of ordinary shares (*resolution*)
15. Any other business
16. Closure of the meeting

The agenda with explanatory notes and the 2016 Management Report are available for inspection via [www.accell-group.com](http://www.accell-group.com) and on request at the offices of the company (Industrieweg 4, 8444 AR in Heerenveen).

The AGM documents can be obtained free of charge as well via ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam ("ABN AMRO"), telephone: +3120 344 2000, e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) and via the company (telephone: +31513 638 703, e-mail: [info@accell-group.com](mailto:info@accell-group.com)).

## Registration date

The Board of Directors has determined that the persons who will be considered as entitled to vote and to attend the meeting, are those persons who on 28 March 2017 (the “Registration Date”) – after close of trading on this date – are registered in one of the (sub)registers designated by the Board of Directors and who have notified their attendance according to the procedure set out hereafter. For holders of registered book-entry shares the designated (sub)registers are the administrations held by the intermediaries as defined under the Dutch Securities Giro Transactions Act (*Wet giraal effectenverkeer*) (the “**Intermediaries**”), from which administrations it should appear that the relevant shareholders are entitled to the relevant shares on the Registration Date.

Holders of registered book-entry shares or their proxy-holders are entitled to attend the meeting provided they have registered themselves at ABN AMRO via the Intermediaries where their shares are administered or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) ultimately on 18 April 2017, no later than 17:30 hours. The Intermediaries must, before 12:00 hours on 19 April 2017, present a statement to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) identifying the number of shares held by the shareholder on the Registration Date and presented for registration. With the registration Intermediaries are requested to include the full address details of the relevant shareholders in order to be able to verify the shareholding on the Registration Date in an efficient manner. The shareholders will receive from ABN AMRO, via the relevant Intermediaries, a registration proof that will serve as access to the general meeting of shareholders.

Meeting rights may be exercised by a holder of a written proxy, provided that the written proxy is received by the company no later than on 19 April 2017. A proxy including voting instructions may be given electronically until 18 April 2017 at the latest via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). If a shareholder is unable to give his voting instructions electronically, these may also be given in writing. For this the form that is available via the website of the company [www.accell-group.com](http://www.accell-group.com) is to be used.

Heerenveen, 14 March 2017

Board of Directors Accell Group N.V.