



Resolutions adopted by the General Meeting of Shareholders of 25 April 2013

The General Meeting of Shareholders of Accell Group N.V., held on 25 April 2013 at Heerenveen, the Netherlands, has adopted the following resolutions:

Attendees and represented share capital:

Total number of issued ordinary shares as per 25 April 2013:	23,878,941
Attendees and represented ordinary shares:	14,228,108
Present and represented shares as a percentage of ordinary share capital:	59.6%

Agenda of resolutions to be adopted:

03. Adoption of the 2012 Financial Statements

in favour	:	100% of the votes (14,228,108 votes)
abstention	:	0% of the votes
against	:	0% of the votes

04.b Determination dividend distributions

in favour	:	96.7% of the votes (13,758,068 votes)
abstention	:	0% of the votes
against	:	3.3% of the votes (470,040 votes)

05. Grant of discharge of the members of the Board of Directors for management duties performed during 2012

in favour	:	100% of the votes (14,228,108 votes)
abstention	:	0% of the votes
against	:	0% of the votes

06. Grant of discharge of the members of the Supervisory Board for supervisory duties performed during 2012

in favour	:	100% of the votes (14,228,108 votes)
abstention	:	0% of the votes
against	:	0% of the votes

07.b Appointment of Supervisor

in favour : **100% of the votes (14,228,108 votes)**
abstention : 0% of the votes
against : 0% of the votes

08. Appointment of external auditor

in favour : **99.9% of the votes (14,209,286 votes)**
abstention : 0% of the votes
tegen : 0.1% of the votes (18,822 votes)

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

in favour : **100% of the votes (14,228,108 votes)**
abstention : 0% of the votes
against : 0% of the votes

10.a. Extension with 18 months (until 1 November 2014) of the authority of the Board of Directors to issue cumulative preference B shares

in favour : **53.3% of the votes (7,585,624 votes)**
abstention : 2.4% of the votes (341,653)
tegen : 44.3% of the votes (6,300,831 votes)

10.b Extension with 24 months (until 1 May 2015) of the authority of the Board of Directors to issue ordinary shares

in favour : **96.6% of the votes (13,742,880 votes)**
abstention : 0% of the votes
tegen : 3.4% of the votes (485,228 votes)

10.c. Extension with 24 months (until 1 May 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 : **96.6% of the votes (13,742,880 votes)**
abstention : 0% of the votes
tegen : 3.4% of the votes (485,228 votes)

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