



Accell Group N.V.

Resolutions adopted by the General Meeting of Shareholders of 26 April 2012

The General Meeting of Shareholders of Accell Group N.V., held on 26 April 2012 at Heerenveen, the Netherlands, has adopted the following resolutions:

Attendees and represented share capital:

Total number of issued ordinary shares as per 26 April 2012:	21,117,728
Attendees and represented ordinary shares:	13,452,738
Present and represented shares as a percentage of ordinary share capital:	63.7%

Agenda of resolutions to be adopted:

03. Adoption of the 2011 Financial Statements

in favour	:	100% of the votes (13.452.738 votes)
against	:	0% of the votes
abstention	:	0% of the votes

04.b Determination dividend distributions

in favour	:	100% of the votes (13.451.988 votes)
against	:	0% of the votes
abstention	:	0% of the votes (750 votes)

05. Grant of discharge of the members of the Board of Directors for management duties performed during 2011

in favour	:	100% of the votes (13.452.738 votes)
against	:	0% of the votes
abstention	:	0% of the votes

06. Grant of discharge of the members of the Supervisory Board for supervisory duties performed during 2011

in favour : 100% of the votes (13.452.738 votes)
against : 0% of the votes
abstention : 0% of the votes

08. Appointment of external auditor

in favour : 91,7% of the votes (12.337.091 votes)
against : 8,3% of the votes (1.115.647 votes)
abstention : 0% of the votes

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

in favour : 100% of the votes (13.451.126 votes)
against : 0% of the votes
abstention : 0% of the votes (1.612 votes)

10.a. Extension with 18 months (until 1 November 2013) of the authority of the Board of Directors to issue cumulative preference B shares

in favour : 64,8% of the votes (8.714.815 votes)
against : 35,2% of the votes (4.737.923 votes)
abstention : 0% of the votes

10.b Extension with 24 months (until 1 May 2014) of the authority of the Board of Directors to issue ordinary shares

in favour : 97,2% of the votes (13.081.461 votes)
against : 2,8% of the votes (371.277 votes)
abstention : 0% of the votes

10.c. Extension with 24 months (until 1 May 2014) of the authority of the Board of Directors to limit or exclude the pre-emptive rights with respect to issue of shares

in favour : 97,2% of the votes (13.081.211 votes)
against : 2,8% of the votes (371.521 votes)
abstention : 0% of the votes (6 votes)
