



**AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS OF ACCELL GROUP N.V., TO BE HELD ON TUESDAY 25 APRIL 2017 AT 14:30 HOURS AT THE EXPERIENCE CENTER NAMED DE FIETSER AT AKULALAAN 2 IN EDE, THE NETHERLANDS.**

- 01. Opening and announcements**
- 02. Presentation and discussion of the 2016 Annual Report**
- 03. Discussion execution remuneration policy 2016**

For the implementation of the remuneration policy during the 2016 financial year reference is made to the Notes to the consolidated financial statements under item 25 'Related parties'.
- 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)**

When the Financial Statements and the appropriation of profits set out therein are adopted, it is proposed to pay a dividend for the financial year 2016 of €0.72 per ordinary outstanding share with a nominal value of €0.01 or, at the shareholder's discretion, a dividend in shares from the share premium reserve. The number of dividend rights that will give the right to one new share will be determined on 16 May 2017 on the basis of the average stock price during the period from 2 May 2017 up to and including 15 May 2017 and in such way that the value of the dividend in shares will represent an added value of approximately 2-4% in respect of the value of the corresponding cash dividend. The proposed resolution to pay dividend as set out above also includes a proposal to issue such amount of ordinary shares, with the exclusion of the pre-emptive right, as is necessary to pay the dividend in shares.

**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**

As announced previously, Mr. Takens will step down as CEO and member of the Board of Directors following the conclusion of the general meeting of shareholders. The chairman of the Supervisory Board will explain the announced departure and the succession of Mr. Takens.

**09. Adoption of remuneration of the members of the Supervisory Board (resolution)**

At the general meeting of shareholders held on 22 April 2010 it was resolved to adjust the remuneration of the chairman and the members of the Supervisory Board annually on 1 May on the basis of the modification of the annual price index figure according to the consumer price index, series CPI 'all households' (2006 = 100), published by Statistics Netherlands (CBS). The remuneration of the members of the Supervisory Board amounted to €40,730 in 2016. The remuneration of the chairman of the Supervisory Board amounted to €52,488 in 2016.

It is proposed to increase the remuneration of the members of the Supervisory Board per 1 May 2017 to an amount of €52,000 and to increase the remuneration of the chairman of the Supervisory Board to an amount of €68,000. It is also proposed that the annual adjustment of the remuneration as set out above is no longer applied.

The reason for the proposed increase of the remuneration of the members of the Supervisory Board is the increased intensity of the activities of the members of the Supervisory Board.

**10. Composition Supervisory Board**

**a. Notification by Supervisory Board of the person nominated for reappointment as member of the Supervisory Board (Mr. A. Kuiper)**

Pursuant to the retirement schedule, Mr. Kuiper will resign as member of the Supervisory Board following the conclusion of the meeting. Mr. Kuiper is nominated for (re)appointment. A summary curriculum vitae of Mr. Kuiper is attached as Annex to this agenda.

**b. Proposal to reappoint the person nominated by the Supervisory Board (resolution)**

**c. Possibility to nominate persons to be appointed as members of the Supervisory Board**

Pursuant to the retirement schedule, Messrs J. van den Belt and A.J. Pasma will resign as members of the Supervisory Board following the conclusion of the general meeting of shareholders of spring 2018. Mr. Van den Belt is not eligible for reappointment considering the expiry of the maximum term of office of three times four years. Mr. Pasma is eligible for reappointment. The general meeting of shareholders is hereby given the opportunity to recommend persons to be nominated as members of the Supervisory Board. The Supervisory Board will subsequently make a proposal for nomination which will be placed on the agenda of the next general meeting of shareholders. Subsequently, the new members of the Supervisory Board will be appointed.

**11. Appointment of external auditor (resolution)**

KPMG Accountants N.V. is proposed to be appointed as auditor of the company in relation to the financial statements for the 2017 financial year.

**12. Authorisation of the Board of Directors to acquire shares in its own capital by the company (resolution)**

The authorization is proposed to be granted on the following conditions:

- this authorization will be valid until 1 November 2018;
- the acquisition of shares in its own capital by the company requires the prior approval of the Supervisory Board;
- the number of shares to be acquired will be at most 10% of the issued share capital; and
- the acquisition price will be at most 110% of the average share price over the previous five trading days.

The proposal to authorize the Board of Directors to acquire shares in the company's own capital is made in order to empower the Board of Directors to repurchase shares for purposes of reduction of share capital. Currently the Board of Directors has no specific plans to repurchase shares.

13. **Extension until 1 November 2018 of the period during which the Board of Directors is authorized 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**

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