

**ISSUE OF SHARES WITHOUT OBLIGATION TO PUBLISH A PROSPECTUS**  
**20 MAY 2016**

**Document within the meaning of article 5:3 paragraph 2 under d and article 5:4 paragraph 1 under e of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*)**

As regards the payment of dividend for the financial year 2015 and in accordance with the resolution of the general meeting of shareholders of 26 April 2016, the shareholders were offered the choice to receive the dividend to which they are entitled for the financial year 2015 either wholly in cash, or in shares charged to the share premium account (reference is made to the advert published at 29 April 2016 on the website [www.securitiesinfo.com](http://www.securitiesinfo.com) and as mentioned on [www.accell-group.com](http://www.accell-group.com)).

Shareholders representing 52% of the total outstanding ordinary share capital have chosen for stock dividend. As a result of an exchange of dividend rights these shareholders were offered 536,296 shares in total with a nominal value of € 0.01 per share as of 20 May 2016. Reference is also made to the press release dated 18 May 2016, published on Accell Group's website.

Like the other ordinary shares of Accell Group, the abovementioned shares are admitted to trading on the official market of Euronext Amsterdam and give entitlement to the same rights as the other ordinary shares of Accell Group, including – as per the financial year 2016 – the right to receive dividend.

Regarding the offer of shares and admittance to trading referred to above, Accell Group N.V. is exempt from the obligation to make a prospectus generally available.