



**POWER OF ATTORNEY
FOR THE EXTRAORDINARY GENERAL MEETING OF
ACCELL GROUP N.V.
TO BE HELD ON FRIDAY 20 MAY 2022**

A voting power of attorney may only be granted for the number of shares which is evidenced by a statement deposited by a banking institution prior to the meeting to the effect that the number of ordinary shares mentioned in that statements forms part of the collective deposit of that banking institution and that the shareholder named in the statement is a joint owner in the collective deposit of the banking institution for that number of ordinary shares on the record date (22 April 2022).

An application for such statement must be made to the banking institution ultimately on Friday 13 May 2022, no later than 17:30 hours CEST. The statement of the banking institution is regarded to be an admission ticket for the Extraordinary General Meeting.

The undersigned:

(if the undersigning shareholder is a legal entity please give name of legal entity and name of the authorized representative of the legal entity); the undersigning shareholder guarantees towards the Company the authority of the representative to represent the undersigning shareholder with regard to the rights of the undersigned shareholder as stated in this power of attorney

acting in his/her capacity as holder of _____ [number] ordinary shares, each share having a nominal value of € 0.01, in the capital of the public limited liability company under the laws of the Netherlands:

Accell Group N.V., having its seat at Heerenveen, the Netherlands, office address 8444 AR Heerenveen, the Netherlands, Industrieweg 4 (registered with the Trade Register under no. 01082289), hereinafter referred to as: the Company;

herewith grants power of attorney to:

Intertrust Financial Services B.V. or:



to, on behalf of the undersigned:

attend the Extraordinary General Meeting of the Company on 20 May 2022, ask questions and exercise voting rights in accordance with the following instructions:

- | | | |
|---------|--|--|
| 2.b. | Post-Settlement Restructuring Resolution | <input type="checkbox"/> in favour of the proposal |
| | | <input type="checkbox"/> against the proposal |
| | | <input type="checkbox"/> abstention from voting |
| 2.c.iv. | Conditional appointment of Mr. Knottenbelt as member of the Supervisory Board, with effect as per the Delisting | <input type="checkbox"/> in favour of the proposal |
| | | <input type="checkbox"/> against the proposal |
| | | <input type="checkbox"/> abstention from voting |
| 2.c.v. | Conditional appointment of Mr. Lewis-Oakes as member of the Supervisory Board, with effect as per the Delisting | <input type="checkbox"/> in favour of the proposal |
| | | <input type="checkbox"/> against the proposal |
| | | <input type="checkbox"/> abstention from voting |
| 2.c.vi. | Conditional appointment of Mr. Van Beuningen as member of the Supervisory Board, with effect as per the Delisting | <input type="checkbox"/> in favour of the proposal |
| | | <input type="checkbox"/> against the proposal |
| | | <input type="checkbox"/> abstention from voting |
| 2.d.i. | Conditional grant of full and final discharge to members of the Board of Management for the performance of their duties up to and including the date of this EGM | <input type="checkbox"/> in favour of the proposal |
| | | <input type="checkbox"/> against the proposal |
| | | <input type="checkbox"/> abstention from voting |
| 2.d.ii. | Conditional grant of full and final discharge to members of the Supervisory Board for the performance of their duties up to and including the date of this EGM | <input type="checkbox"/> in favour of the proposal |
| | | <input type="checkbox"/> against the proposal |
| | | <input type="checkbox"/> abstention from voting |
| 2.e.i. | Conditional amendment to the articles of association of the Company following Settlement | <input type="checkbox"/> in favour of the proposal |
| | | <input type="checkbox"/> against the proposal |
| | | <input type="checkbox"/> abstention from voting |
| 2.e.ii. | Conditional conversion and amendment to the articles of association of the Company as per the Delisting | <input type="checkbox"/> in favour of the proposal |
| | | <input type="checkbox"/> against the proposal |
| | | <input type="checkbox"/> abstention from voting |

This Power of Attorney can only be revoked in writing.

In event this power of attorney form does not contain any voting instructions, the instructions are deemed to vote "in favor" on the agenda proposals of the Board of Management and Supervisory Board.

When executing his authorities in accordance with this Power of Attorney, the attorney is entitled to act also on behalf of one or more other shareholders of the Company.



The relation between the undersigned and the attorney pursuant to this Power of Attorney is exclusively subject to Dutch Law.

Signed at _____ on _____ 2022

[Name]