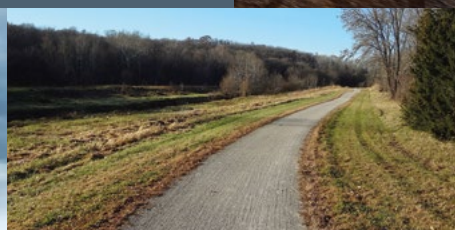
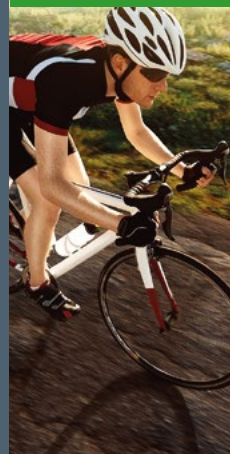
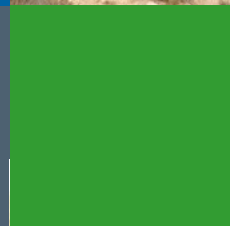


# CONVOCATION

# GENERAL MEETING

22 APRIL 2020



*Unofficial translation, for convenience purposes only,  
in case of differences, the Dutch version will prevail.*



# CONVOCAATION

**FOR THE GENERAL MEETING OF ACCELL GROUP N.V., TO BE HELD ON WEDNESDAY 22 APRIL 2020 AT 14:00 HOURS AT THE ACCELL EXPERIENCE CENTER NAMED DE FIETSER AT AKULALAAN 2 IN EDE, THE NETHERLANDS.**

## BRIEF AGENDA

- 1 Opening and announcements**
- 2 Report of the Supervisory Board for the financial year 2019**
  - a. General report (*for discussion*)
  - b. The remuneration policy 2019 of the Board of Management (*for advisory vote resolution*)
- 3 Report of the Board of Management for the financial year 2019 (*for discussion*)**
- 4 Adoption of the 2019 Financial Statements (*for resolution*)**
- 5 Adoption of the appropriation of profits in 2019**
  - a. Accounting for the reserve and dividend policy (*for discussion*)
  - b. Adoption of dividend over the financial year 2019 (*for resolution*)
- 6 Discharge**
  - a. Discharge of the members of the Board of Management for their management in the financial year 2019 (*for resolution*)
  - b. Discharge of the members of the Supervisory Board for their supervision of the management in the financial year 2019 (*for resolution*)
- 7 Remuneration policy**
  - a. Adoption of the remuneration policy for the Board of Management (*for resolution*)
  - b. Adoption of the remuneration policy for the Supervisory Board (*for resolution*)
  - c. Approval of the arrangement for the allotment of shares to the members of the Board of Management (*for resolution*)
- 8 Appointment of external auditor responsible for auditing the 2020 and 2021 financial statements (*for resolution*)**
- 9 Authorisation of the Board of Management to acquire shares in its own capital by the company (*for resolution*)**
- 10 Delegation of the authorisation to issue respectively grant rights to acquire shares in the capital of Accell Group N.V.**
  - a. To authorise the Board of Management to issue ordinary shares (or grant rights to acquire ordinary shares) (*for resolution*)
  - b. To authorise the Board of Management to restrict or exclude the pre-emptive rights upon issuing ordinary shares (or upon granting rights to acquire ordinary shares) (*for resolution*)
- 11 Any other business**
- 12 Closure of the meeting**



Both the agenda with explanatory notes and annexes and the 2019 Annual Report, are available for inspection via [www.accell-group.com](http://www.accell-group.com) and on request at the offices of the company (Industrieweg 4, 8444 AR in Heerenveen, telephone +31 (0)513 638 703, e-mail: [info@accell-group.com](mailto:info@accell-group.com)).

The AGM documents can be obtained free of charge as well via ABN AMRO Bank N.V. (Gustav Mahlerlaan 10, 1082 PP Amsterdam, e-mail: [ava@nl.abnamro.com](mailto:ava@nl.abnamro.com)).

Heerenveen 10 March 2020

**Board of Management**

Accell Group N.V., Industrieweg 4, 8440 AK Heerenveen



## REGISTRATION DATE AND VOTING INSTRUCTIONS

The Board of Management has determined that the persons who will be considered as entitled to vote and to attend the meeting, are those persons who on 25 March 2020 (the “Registration Date”) – after close of trading on this date – are registered in one of the (sub)registers designated by the Board of Management and who have notified their attendance according to the procedure set out hereafter. For holders of registered book-entry shares the designated (sub)registers are the administrations held by the intermediaries as defined under the Dutch Securities Giro Transactions Act (Wet giraal effectenverkeer) (the “Intermediaries”), from which administrations it should appear that the relevant shareholders are entitled to the relevant shares on the Registration Date.

Holders of registered book-entry shares or their proxy-holders are entitled to attend the meeting provided they have registered themselves at ABN AMRO via the Intermediaries where their shares are administered or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) ultimately on Tuesday 14 April 2020, no later than 17:30 hours. The Intermediaries must, before 12:00 hours on Wednesday 15 April 2020, present a statement to ABN AMRO via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) identifying the number of shares held by the shareholder on the Registration Date and presented for registration. With the registration Intermediaries are requested to include the full address details of the relevant shareholders in order to be able to verify the shareholding on the Registration Date in an efficient manner. The shareholders will receive from ABN AMRO, via the relevant Intermediaries, a registration proof that will serve as access to the General Meeting.

Holders of shares who will not attend the General Meeting in person or by proxy may cast their votes via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) prior to the General Meeting electronically. They may, prior to the General Meeting, give a voting proxy or its voting instructions to Intertrust Financial Services B.V. (“Intertrust”) and request Intertrust as independent third party to announce the votes at the General Meeting. A proxy including voting instructions may be given electronically until Tuesday 14 April 2020 at 17:30 hours at the latest via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Holders of registered book-entry shares may also give a proxy to another person than Intertrust and they may use the proxy-form that is available via the website of the Company. To have access to the General Meeting a proxyholder has to submit the proxy with the proof of registration prior to the meeting.

Upon request, shareholders and proxyholders must be able to provide proof of identity at the registration desk. We kindly request all persons entitled to attend the meeting to take with them valid proof of identity (passport, ID card or drivers license).



# GENERAL MEETING

22 APRIL 2020

