



**POWER OF ATTORNEY
FOR THE GENERAL MEETING OF SHAREHOLDERS OF
ACCELL GROUP N.V.
TO BE HELD ON APRIL 24, 2014**

Shareholders may only use this power of attorney form if prior to the meeting they submit a statement of a bank or a broker in which administration they are registered as holders of the shares. The statement of the bank or the broker should mention the number of shares which the shareholder beneficially owns on the record date (March 27, 2014).

An application for such statement must be made to the bank or broker prior to April 17, 2014. The statement of the bank or broker is regarded to be an admission ticket for the meeting.

According to the articles of association no person is allowed to exercise voting rights on behalf of more than ten shareholders.

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] common 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 nr. 01082289),

hereinafter referred to as: the Company;

herewith grants power of attorney to:

_____ *

** the Board of Directors of the Company shall designate an employee of the Company to act as attorney on behalf of the undersigning shareholder. The name of such employee shall be filled in by the Board of Directors of the Company in accordance with such designation (this procedure is followed due to the restriction in the articles of association of the Company that no person may exercise voting rights for more than ten shareholders).*



to, on behalf of the undersigned:

attend the General Meeting of Shareholders of the Company on April 24, 2014, to sign the attendance list and to exercise voting rights in accordance with the following instructions:

- | | | |
|-------|--|--|
| 04. | Adoption financial statements 2013 | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 05.b. | Determination of dividend distribution | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 06. | Granting discharge to the Board of Directors | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 07. | Granting discharge to the Supervisory Board | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 08.b. | Reappointment of Mr A.J. Pasman as supervisory board member | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 08.b. | Reappointment of Mr J. van den Belt as supervisory board member | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 09. | Appointment of the external auditor | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 10. | Authorization of the Board of Directors to acquire shares in its own capital by the company until November 1, 2015 | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 11.a | Extension until November 1, 2015 of the authorization of the Board of Directors to issue cumulative preference shares B | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 11.b | Extension until November 1, 2015 of the authorization of the Board of Directors to issue ordinary shares up to a maximum of 10% of the outstanding share capital | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |



- 11.c Extension until November 1, 2015 of the authorization of the Board of Directors to limit or exclude the pre-emptive right in respect of an issue of ordinary shares
- in favour of the proposal
 - against the proposal
 - abstention from voting

This Power of Attorney can only be revoked in writing.

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 _____ 2014.

[Name]