



**POWER OF ATTORNEY
FOR THE
GENERAL MEETING OF SHAREHOLDERS
OF
ACCELL GROUP N.V.
TO BE HELD ON APRIL 28, 2011**

The undersigned:

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 31, 2011).

An application for such statement must be made to the bank or broker prior to April 19, 2011. 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.

(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 € 0.02 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 28, 2011, to sign the attendance list and to exercise voting rights in accordance with the following instructions:

- | | | |
|-------|--|--|
| 03. | Adoption financial statements 2010 | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 04.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 |
| 05. | Discharge Board of Directors | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 06. | Discharge Supervisory Board | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 08. | Remuneration of Supervisory Board | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 09. | Appointment of the person
nominated by the Supervisory Board,
Mr. P.B. Ernsting | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 10. | Proposal for the amendment of the
company's articles of association | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 11. | Appointment of auditor | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 12. | Authorization purchase of own shares
by the company | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 13.a. | Extension of period of authorization
to May 1, 2013 to issue cum. pref.
shares B | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |
| 13.b. | Extension of period of authorization
to May 1, 2013 to issue common
shares with a maximum of 10% of
the outstanding capital | <input type="checkbox"/> in favour of the proposal
<input type="checkbox"/> against the proposal
<input type="checkbox"/> abstention from voting |



- 13.c. Extension of period of authorization to restrict or exclude the pre-emptive rights at issue of shares to May 1, 2013
- 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 _____ 2011.

[Name]