



Resolutions adopted by the General Meeting of Shareholders of 25 April 2017

The General Meeting of Shareholders of Accell Group N.V., held on 25 April 2017 at Ede, the Netherlands, has adopted the following resolutions:

Attendees and represented share capital:

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|---|------------|
| Total number of issued ordinary shares as per 26 April 2017: | 25.855.308 |
| Attendees and represented ordinary shares: | 13.787.756 |
| Present and represented shares as a percentage of ordinary share capital: | 53,3 % |

Agenda of resolutions to be adopted:

04. Adoption of the 2016 Financial Statements

| | | | |
|------------------|----------|----------------------------|---------------------------|
| in favour | : | 99,7 % of the votes | (13.749.653 votes) |
| abstention | : | 0,3 % of the votes | (38.103 votes) |
| against | : | 0,0 % of the votes | |

05.b Determination dividend distributions

| | | | |
|------------------|----------|----------------------------|---------------------------|
| in favour | : | 96,0 % of the votes | (13.234.369 votes) |
| abstention | : | 0,0 % of the votes | |
| against | : | 4,0 % of the votes | (553.387 votes) |

06. Grant of discharge of the members of the Board of Directors for management duties performed during 2016

| | | | |
|------------------|----------|----------------------------|---------------------------|
| in favour | : | 99,7 % of the votes | (13.746.958 votes) |
| abstention | : | 0,3 % of the votes | (38.003 votes) |
| against | : | 0,0 % of the votes | (2.795 votes) |

07. Grant of discharge of the members of the Supervisory Board for supervisory duties performed during 2016

in favour : **99,7 % of the votes (13.746.958 votes)**
abstention : 0,3 % of the votes (38.003 votes)
against : 0,0 % of the votes (2.795 votes)

09. Adoption of remuneration of the members of the Supervisory Board

in favour : **100,0 % of the votes (13.787.656 votes)**
abstention : 0,0 % of the votes
against : 0,0 % of the votes

10.b Reappointment member Supervisory Board

in favour : **99,0 % of the votes (13.646.168 votes)**
abstention : 0,0 % of the votes
against : 1,0 % of the votes (141.588 votes)

11. Appointment of external auditor

in favour : **100,0 % of the votes (13.787.756 votes)**
abstention : 0,0 % of the votes
against : 0,0 % of the votes

12. Autorisation of the Board of Directors to acquire shares in the company's capital

in favour : **100,0 % of the votes (13.784.961 votes)**
abstention : 0,0 % of the votes
against : 0,0 % of the votes (2.795 votes)

13. Extension until 1 November 2018 of the period during which the Board of Directors is authorised to issue ordinary shares up to a maximum of 10% of the outstanding share capital after the prior approval of the Supervisory Board

in favour : **100,0 % of the votes (13.787.756 votes)**
abstention : 0,0 % of the votes
against : 0,0 % of the votes

14. Extension until 1 November 2018 of the period during which the Board of Directors is authorised to limit or exclude the pre-emptive right after the prior approval of the Supervisory Board in respect of an issue of ordinary shares

| | | | |
|------------------|---|----------------------------|---------------------------|
| in favour | : | 97,1 % of the votes | (13.385.935 votes) |
| abstention | : | 0,0 % of the votes | |
| against | : | 2,9 % of the votes | (401.821 votes) |

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