

## Convocation of the Annual General Meeting of Shareholders of Accell Group N.V.

The shareholders of Accell Group N.V. are invited to attend the General Meeting of Shareholders to be held on Thursday 23 April 2015, starting at 14:30 hours. The meeting will be held at the offices of the company at Industrieweg 4 in Heerenveen, The Netherlands.

Agenda:

1. Opening and announcements
2. Presentation and discussion of the 2014 Annual Report
3. Discussion execution remuneration policy 2014
4. Adoption of the 2014 Financial Statements (*resolution*)
5. Adoption of the appropriation of profits in 2014
  - a. Accounting for the reserve policy
  - b. Adoption of dividend distribution (*resolution*)
6. Grant of discharge to the members of the Board of Directors for management duties performed during the 2014 financial year (*resolution*)
7. Grant of discharge to the members of the Supervisory Board for supervisory duties performed during the 2014 financial year (*resolution*)
8. Amendment of the articles of association of the company (*resolution*)
9. Composition Board of Directors
10. Composition Supervisory Board
  - a. Notification by the Supervisory Board of the person nominated for appointment
  - b. Proposal to reappoint the person nominated by the Supervisory Board (*resolution*)
11. Appointment of external auditor (*resolution*)
12. Authorization of the Board of Directors to acquire shares in its own capital by the company (*resolution*)
13. Modernization protective measures
14. Extension until 1 November 2016 of the period during which the Board of Directors is authorized to issue ordinary shares up to a maximum of 10% of the outstanding share capital after the prior approval of the Supervisory Board (*resolution*)
15. Extension until 1 November 2016 of the period during which the Board of Directors is authorized to limit or exclude the pre-emptive right after the prior approval of the Supervisory Board in respect of an issue of ordinary shares (*resolution*)
16. Any other business
17. Closure of the meeting

The agenda with explanatory notes and the 2014 Annual Report are available for inspection via [www.accell-group.com](http://www.accell-group.com) and at the offices of the company (Industrieweg 4, 8444 AR in Heerenveen).

The AGM documents can be obtained free of charge as well via ABN AMRO Bank N.V., Gustav Mahlerlaan 10, 1082 PP Amsterdam (“ABN AMRO”), telephone: +31 20 344 2000, e-mail: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) and via the company (telephone: +31 513 638 703, e-mail: [info@accell-group.com](mailto:info@accell-group.com)).

## Registration date

The Board of Directors has determined that the persons who will be considered as entitled to vote and to attend the meeting, are those persons who on 26 March 2015 (the “Registration Date”) – after close of trading on this date – are registered in one of the (sub)registers designated by the Board of Directors 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 16 April 2015, no later than 17:00 hours. The Intermediaries must, before 13:00 hours on 17 April 2015, 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 of shareholders.

Meeting rights may be exercised by a holder of a written proxy, provided that the written proxy is received by the company no later than on 17 April 2015. A proxy including voting instructions may be given electronically until 16 April 2015 at the latest via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). If a shareholder is unable to give his voting instructions electronically, these may also be given in writing. For this the form that is available via the website of the company [www.accell-group.com](http://www.accell-group.com) is to be used.

Heerenveen, 12 March 2015

Board of Directors Accell Group N.V.