

CONVOCATION

**EXTRAORDINARY
GENERAL
MEETING**

15 DECEMBER 2021

***ACCELL
GROUP***



CONVOCAATION

THE SHAREHOLDERS OF ACCELL GROUP N.V. ARE INVITED TO ATTEND THE EXTRAORDINARY GENERAL MEETING OF ACCELL GROUP N.V., TO BE HELD ON WEDNESDAY, 15 DECEMBER 2021 AT 11 AM CET.

Due to the COVID-19 pandemic, whereby the health and safety of all Extraordinary General Meeting participants must be protected, **the Extraordinary General Meeting will be held entirely virtually via a webcast.** Further practical information on the virtual Extraordinary General Meeting will be posted on the Accell Group website; shareholders are advised to consult this website for any updates.

AGENDA OF THE VIRTUAL EXTRAORDINARY GENERAL MEETING:

- 1 Opening and notifications**
- 2 Composition of the Board of Management: the envisaged appointment by the Supervisory Board of Ms. Francesca Gamboni as member of the Board of Management of Accell Group N.V. (for discussion)**
- 3 Any other business**
- 4 Closure of the meeting**

REGISTRATION DATE:

Shareholders may attend the virtual Extraordinary General Meeting if, on **Wednesday, 17 November 2021** (the "**Registration Date**"), after close of trading on this date, they are registered as shareholders of Accell Group N.V. in Accell Group N.V.'s shareholder register or in one of the sub-registers of the relevant intermediaries (the "**Intermediary**").

Shareholders who wish to attend the virtual Extraordinary General Meeting must have registered via the Intermediary where their shares are administered or via www.abnamro.com/evoting no later than **Wednesday, 8 December at 17:30 hours, 2021.**

The Intermediaries must provide ABN AMRO via www.abnamro.com/intermediary no later than **Thursday, 9 December at 13:30 hours, 2021**, with a statement containing the number of shares held by the relevant shareholder on the Registration Date and submitted for registration. When submitting the statement, the Intermediaries are requested to provide the full address details of the relevant shareholders in order to make an efficient verification of the shareholding on the Registration Date. ABN AMRO will send to these shareholders, via the respective Intermediaries, a registration certificate which serves as confirmation.

PARTICIPATION IN THE VIRTUAL EXTRAORDINARY GENERAL MEETING / WEBCAST:

The virtual Extraordinary General Meeting can only be followed via webcast. The following applies here:

- The virtual Extraordinary General Meeting can only be followed live via webcast by registered and logged-in shareholders through an online platform.
- Shareholders will receive further instructions for the virtual Extraordinary General Meeting when they are registered in time with ABN AMRO in the manner described above.
- Shareholders who are registered in time with ABN AMRO in the manner described above may submit in writing questions in the Dutch or English language about the items on the agenda as stated in this convocation - no later than **Sunday, 12 December 2021 at 11:00 AM CET** - via investor.relations@accell-group.com or Accell Group N.V. for the attention of Investor Relations, P.O. Box 435, 8440 AK, Heerenveen, the Netherlands.
- Our intention is to answer the questions submitted in advance during the virtual Extraordinary General Meeting after which the questions and answers will be published on the website of Accell Group N.V.
- The purpose of this virtual Extraordinary General Meeting is solely to inform the meeting about the envisaged appointment by the Supervisory Board of Ms. Gamboni as a member of the Board of Management of Accell Group N.V. The shareholders are not required to cast a vote and for that reason we have not included in this document any voting procedure instructions.

The chairman of virtual Extraordinary General Meeting may determine further measures in the interest of the order of the virtual Extraordinary General Meeting.

WRITTEN PROXY:

Shareholders can also attend the virtual Extraordinary General Meeting by granting a written proxy to another person, provided that the written proxy is received by Accell Group N.V. - via investor.relations@accell-group.com or Accell Group N.V. for the attention of Investor Relations, P.O. Box 435, 8440 AK, Heerenveen, the Netherlands - no later than **Wednesday, 8 December at 17:30 hours, 2021**. For this the proxy form that is available via the website of the company: www.accell-group.com is to be used.

Heerenveen, 29 October 2021

Board of Management
Accell Group N.V.
Industrieweg 4
8444 AR Heerenveen

EXPLANATORY NOTES TO ITEM 2 OF THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING:

Composition of the Board of Management: envisaged appointment by the Supervisory Board of Ms. Francesca Gamboni as member of the Board of Management Accell Group N.V. (for discussion).

After the resignation of Mr. Jeroen Both as Chief Supply Chain Officer (“CSCO”) of Accell Group was announced on 10 June 2021, the Supervisory Board started a thorough selection process for a new CSCO. The profile for the CSCO role was defined based on the Accell Group strategy, ongoing business requirements as well as the current supply chain situation of the company. The Supervisory Board also considered the relevant diversity aspects as laid down in the company’s 2020 Diversity & Inclusion policy. At the same time, the first priorities when considering candidates for the CSCO vacancy remain the functional requirements as defined in the CSCO profile. The Supervisory Board considered both external and internal candidates and finally made the decision to recruit Ms. Francesca Gamboni (1966).

The Supervisory Board is announcing the envisaged appointment of Ms. Gamboni as member of the Board of Management, which appointment will take place immediately after the end of this Extraordinary General Meeting. If appointed, Ms. Gamboni will be serving as CSCO of Accell Group starting per 1 February 2022 till 1 May 2026.

Ms. Gamboni holds the Italian British nationality and has a master’s degree in Industrial Technology Engineering from the Polytechnic University of Milan, Italy. Ms. Gamboni is a seasoned Supply Chain, Manufacturing and Procurement executive with international experience. She has been deeply involved in a variety of complex business projects during her career and she is known for her leadership, strong operations and supply chain expertise and her focus on people development.

Since 2016 and up till to date she is Senior Vice President Global Supply Chain with Stellantis in Paris (formerly named Groupe PSA). In this role, she has driven innovation and managed a very complex supply chain in a truly global environment.

Before joining Groupe PSA, from 2013 till 2016 she was Director Corporate Supply Chain and operations Nordic region with L’Oreal, while from 2009 till 2013 she served as VP Supply Chain, after Sales Logistics, Operations and inbound Supply for the regions Europe and Eurasie of Renault-Nissan.

Ms Gamboni started her career in 1995 with Gruppo Aturia in Italy as a business analyst, followed in 1996 till 2000 by an assignment at PWC Italy as project manager Supply Chain, Procurement and Manufacturing. From 2000 till 2001 she worked at Robert Bosch in the Netherlands as project leader Supply Chain and Manufacturing, followed by a 5 year assignment as director Supply Chain and packaging at Alcan Beauty in France, Mexico and Italy.

Ms Gamboni brings a wealth of knowledge and experience from various sectors and geographies which she is expected to leverage in her new role at Accell Group. Ms. Gamboni is an excellent business driven Supply Chain leader. Her proven track record in the automotive industry and her broad international experience make her very well qualified to serve as CSCO of Accell Group. She brings a wealth of experience as a leader dealing with complex business transformations, with a strong financial grounding from PWC.

Ms. Gamboni's terms and conditions of engagement as a member of the Board of Management will be determined by the Supervisory Board in accordance with the remuneration policy for the members of the Board of Management that was approved by the General Meeting in 2020. These terms and conditions comprise a fixed annual compensation of € 350,000, a short-term variable remuneration that ranges from 0% to a maximum payout of 50% of the fixed annual compensation, with 80% of the maximum payout being the target and a long-term variable remuneration of 100% of the fixed annual compensation in the form of conditional Accell Group N.V. shares under the Accell Group Long Term Incentive Plan. As a sign-on award for partial compensation of the loss of the performance shares at her current employer, 10,000 conditional performance shares under the Accell Group Long Term Incentive Plan will be granted to Ms. Gamboni. The award date will be the date of appointment, the shares vest after three years. The vesting of the conditional shares is dependent on the employment of Ms Gamboni with Accell Group N.V. In addition, Accell Group will provide a one-off gross payment of € 20,000 for Ms. Gamboni to establish a base in the Netherlands and this amount serves to cover temporary housing and installation costs.

The terms and conditions of engagement defined in a management agreement between Accell Group N.V. and Ms. Gamboni are in compliance with the Corporate Governance Code. They include a maximum severance payment of the annual fixed remuneration. Her notice period is 3 months. Management agreements with the members of the Board of Management do not contain provisions for the event of termination of employment resulting from change of control.



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