

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 24 April 2014, starting at 14:30 hours. The meeting will be held at the offices of Batavus B.V. at Industrieweg 4 in Heerenveen, The Netherlands.

Agenda:

1. Opening and announcements
2. Presentation and discussion of the 2013 Annual Report
3. Discussion execution remuneration policy 2013
4. Adoption of the 2013 Financial Statements (*resolution*)
5. Adoption of the appropriation of profits in 2013
 - a. Accounting for the reserve policy
 - b. Resolution on dividend distributions (*resolution*)
6. Grant of discharge to the members of the Board of Directors for management duties performed during the 2013 financial year (*resolution*)
7. Grant of discharge to the members of the Supervisory Board for supervisory duties performed during the 2013 financial year (*resolution*)
8. Composition Supervisory Board
 - a. Notification by the Supervisory Board of the persons nominated for appointment
 - b. Proposal to reappoint the persons nominated by the Supervisory Board (*resolution*)
 - c. Opportunity to recommend a person to be nominated as Supervisory Board member
9. Appointment of external auditor (*resolution*)
10. Authorization of the Board of Directors to acquire shares in its own capital by the company (*resolution*)
11. Extension of the authority of the Board of Directors to issue shares and to limit or exclude the pre-emptive rights of shareholders (*resolution*)
12. Any other business
13. Closure of the meeting

The agenda with explanatory notes and the 2013 Annual Report are available for inspection via www.accellgroup.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: +3120 344 2000, e-mail: corporate.broking@nl.abnamro.com and via the company (telephone: +31513 638 703, e-mail: info@accell-group.com).

Registration date

The Board of Directors has determined that the persons who will be considered as entitled to vote and/or to attend the meeting, are those persons who on 27 March 2014 (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 ultimately on 17 April 2014, no later than 17:00 hours. The Intermediaries must, no later than 13:00 hours on 18 April 2014, present a statement to ABN AMRO via 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 2014. A proxy including voting instructions may be given electronically until 17 April 2014 at the latest via 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 is to be used.

Heerenveen, 13 March 2014

Board of Directors Accell Group N.V.