

A woman with curly hair is riding an orange bicycle on a bridge. She is wearing a light pink t-shirt and yellow pants. The bridge has a metal railing and cables. The background is a clear sky. A green overlay is on the right side of the image, containing text.

CONVOCATION

**GENERAL
MEETING**

21 APRIL 2021

***ACCELL
GROUP***

CONVOCATION

FOR THE GENERAL MEETING OF ACCELL GROUP N.V., ON WEDNESDAY 21 APRIL 2021 AT 14:00 HOURS HELD BY WEBCAST

1 Opening and announcements

2 Report of the Supervisory Board for the financial year 2020

- a) General report *(for discussion)*
- b) The remuneration report 2020 of the Board of Management *(for advisory vote resolution)*
- c) The remuneration report 2020 of the Supervisory Board *(for advisory vote resolution)*

3 Report of the Board of Management for the financial year 2020 *(for discussion)*

4 Adoption of the 2020 Financial Statements *(for resolution)*

5 Reserve and dividend policy *(for discussion)*

6 Discharge

- a) Discharge of the members of the Board of Management for their management in the financial year 2020 *(for resolution)*
- b) Discharge of the members of the Supervisory Board for their supervision of the management in the financial year 2020 *(for resolution)*

7 Composition of the Supervisory Board

- a) Profile of the Supervisory Board *(for discussion)*
- b) Appointment of Mr. L. Volatier as member of the Supervisory Board *(for resolution)*
- c) Appointment of Ms. E.H. van Wiechen as member of the Supervisory Board *(for resolution)*
- d) Notice of vacancies occurring after the next general meeting *(for information)*

8 Appointment of auditor responsible for auditing the 2022 financial statements *(for resolution)*

9 Authorisation by the Board of Management to acquire shares in its own capital by Accell Group N.V. *(for resolution)*

10 Delegation of the authorisation to issue respectively grant rights to acquire shares in the capital of Accell Group N.V.

- a) To authorise the Board of Management to issue ordinary shares (or grant rights to acquire ordinary shares) *(for resolution)*
- b) To authorise the Board of Management to restrict or exclude the pre-emptive rights upon issuing ordinary shares (or upon granting rights to acquire ordinary shares) *(for resolution)*

11 Any other business

12 Closure of the meeting

The complete agenda with explanatory notes and appendices with the announcement and names and details of the members of the Supervisory Board to be nominated for (re)appointment, as referred to in Article 2:142(3) of the Dutch Civil Code, as well as the 2020 Annual Report are available for inspection via www.accell-group.com and on request at the office of the company (Industrieweg 4, 8444 AR in Heerenveen, telephone: +31 (0)513 638 703, e-mail: info@accell-group.com).

The GM documents can be obtained free of charge as well via ABN AMRO (Gustav Mahlerlaan 10, 1082 PP Amsterdam, e-mail: ava@nl.abnamro.com).

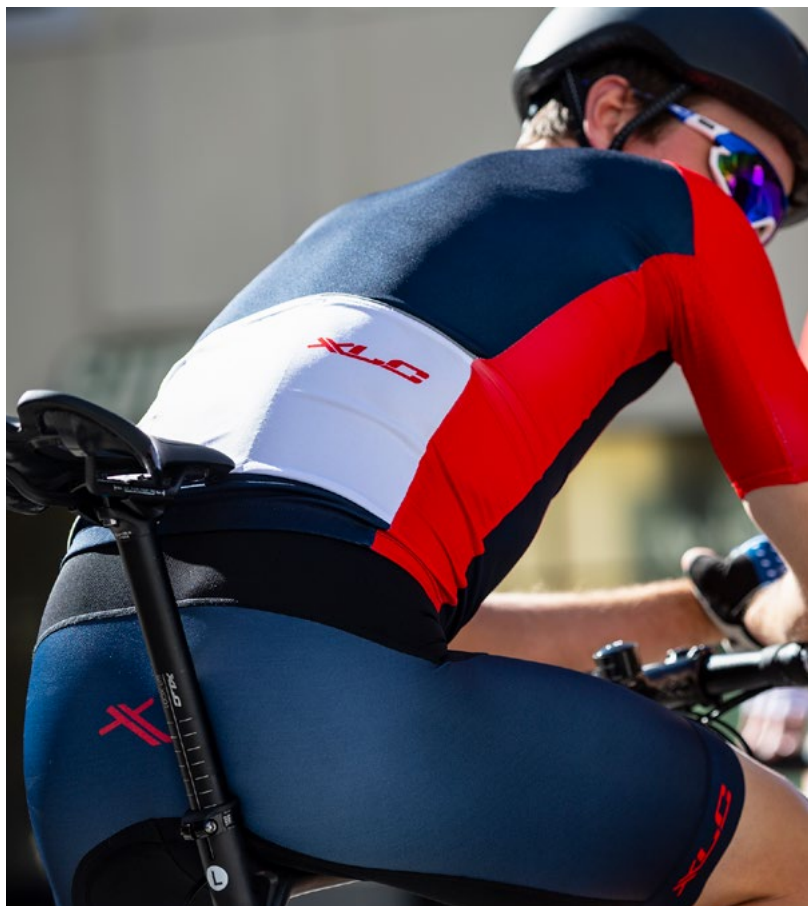
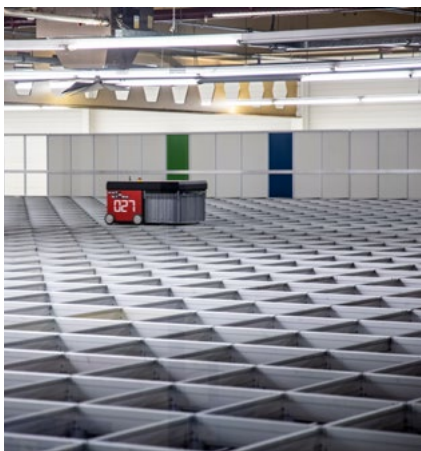
Heerenveen, 9 March 2021

Board of Management

Accell Group N.V.

Industrieweg 4

8444 AR Heerenveen



REGISTRATION DATE AND VOTING INSTRUCTIONS

In connection with the current developments regarding the COVID-19 pandemic, whereby the health and safety of all General Meeting participants must be protected, the General Meeting will be held entirely virtually via an interactive webcast. Accell Group will comply with the applicable legislation. Further practical information on the virtual General Meeting will be posted on the Accell Group website; shareholders are advised to consult this website for any updates.

With the General Meeting being held entirely virtually, this means the following for the General Meeting:

- Shareholders do not have physical access to the General Meeting;
- The General Meeting can be followed by shareholders via a livestream webcast through an online platform;
- Shareholders who have registered in time in the manner described below may ask questions about the items on the agenda as stated in this notice until no later than **12:00 noon on Monday, April 19, 2021**;
- Our aim is to answer all shareholders' questions during the General Meeting;
- Further questions may be asked during the General Meeting via an electronic means of communication;
- Shareholders may only vote in the manner stated below.

Registration Date

Shareholders may virtually attend the General Meeting and cast their votes or have their votes cast if, on **Wednesday, March 24, 2021** (the "Registration Date"), after recognition of all entries and deletions as at that date, they are registered as shareholders of Accell Group in Accell Group's shareholder register or in one of the sub-registers of the relevant intermediaries (the "Intermediary").

Notification General Meeting

Shareholders who wish to attend the General Meeting virtually and/or cast their votes (or have them cast) on the items on the agenda for the General Meeting must have registered via the Intermediary where their shares are administered or via www.abnamro.com/evoting no later than **17:30 hours on Wednesday, April 14, 2021**.

The Intermediaries must provide ABN AMRO via www.abnamro.com/intermediary no later than **13.30 hours on Thursday, April 15, 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 declaration, 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.

Voting prior to the General Meeting

It is not possible to vote at the General Meeting. Shareholders can cast their votes, prior to the General Meeting, via ABN AMRO's dedicated website: www.abnamro.com/evoting until no later than **17:30 p.m. on Wednesday, April 14, 2021**.

Granting a voting proxy to an independent third party

Shareholders who have registered on time may also choose to provide voting proxies or voting instructions electronically to Intertrust Financial Services B.V. (“Intertrust”) prior to the General Meeting and request Intertrust as an independent third party to announce the votes to the Company at the General Meeting. Shareholders may provide these instructions via www.abnamro.com/evoting until no later than **17:30 p.m. on Wednesday, April 14, 2021**.

If desired, Shareholders may also disclose their voting instructions to Intertrust by completing the full proxy form, which can be found on the Accell Group website. The signed proxy form must be received by Intertrust no later than **Wednesday, April 14, 2021 at 17:30 p.m.** via nl-accell@intertrustgroup.com.

Participation in virtual general meeting/webcast

The General Meeting can be followed virtually via webcast: The following applies here:

- The General Meeting can be followed live via webcast by registered and logged-in shareholders via an online platform.
- Shareholders will receive instructions for the virtual meeting when they register with ABN AMRO. Only notified and registered shareholders can ask questions during the virtual meeting.
- The meeting will be held in Dutch, with simultaneous translation into English. Questions can be asked also in English.

During the virtual General Meeting, notified and registered shareholders or proxies may use an electronic communication tool for asking questions. However, in order to ensure a smooth process of the General Meeting, shareholders are expressly requested to submit their questions about the items on the agenda in writing prior to the General Meeting 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. These questions can be submitted until no later than **12:00 noon on Monday, April 19, 2021**. Our intention is to answer the questions submitted in advance during the General Meeting. Shareholders who have submitted questions before the aforementioned date and time may submit follow-up questions during the meeting, unless this cannot reasonably be required given the circumstances. The Chairman of the meeting may determine further in the interest of the order of the meeting.

GENERAL MEETING

21 APRIL 2021



ACCELL GROUP

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