

*This is a press release by Sprint BidCo B.V. (the "Offeror"), an affiliate of the affiliated investment funds advised by Kohlberg Kravis Roberts & Co. LP or one of its affiliates ("KKR"). Teslin Alpine Acquisition B.V., a wholly-owned subsidiary of Teslin Participaties Coöperatief U.A. ("Teslin") is together with the Offeror and KKR referred to as the "Consortium". This press release is issued pursuant to the provisions of Sections 4, paragraph 3, 13, paragraphs 1 and 2 and 17, paragraph 3 of the Netherlands Decree in Public Takeover Bids (Besluit openbare biedingen Wft) (the "Decree") in connection with the recommended public offer by the Offeror for all the issued and outstanding ordinary shares in the capital of Accell Group N.V. ("Accell Group") (the "Offer"). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of the offer memorandum dated 6 April 2022 (the "Offer Memorandum") approved by the Dutch Authority for the Financial Markets (Autoriteit Financiële Markten) (the "AFM"), which has been available as from 7 April 2022. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication or distribution would be unlawful. Capitalised terms not defined in this press release have the same meaning as given thereto in the Offer Memorandum.*

## The Offeror acquires Shares in Accell Group; 80% secured

Hoofddorp, the Netherlands, 21 June 2022

**Sprint BidCo B.V. announces that it conducted transactions in Accell Group Shares and that together with the Shares already owned, acquired or committed, or tendered during the Post Acceptance Period, these Shares now represent more than 80% (80.02%) of the issued and outstanding share capital of Accell Group N.V.**

Reference is made to the joint press release by the Offeror and Accell Group regarding the Offer being declared unconditional dated 9 June 2022. Pursuant to the provisions of Sections 13, paragraphs 1 and 2 and 17, paragraph 3 of the Decree, the Offeror announces that it conducted transactions in Shares of Accell Group or securities that are convertible into, exchangeable for or exercisable for such Shares, the details of which are stated below.

Date	Transaction type	Total number of ordinary shares	Volume weighted average price (€)
21 June 2022	Purchase	7,810	58.00

The highest price per Share paid in a transaction conducted today was EUR 58.00 per Share.

Based on the transactions set out above, the Offeror acquired today a total of 7,810 Shares representing 0.03% of the Shares.

## **Shares tendered during Post Acceptance Period to date; 80% secured**

The Offeror announces that to date during the Post Acceptance Period, which expires Thursday 23 June 2022 at 17:40 hours (CEST), Shareholders holding 48,750 Shares have instructed their custodians to irrevocably tender their Shares under the Offer, representing approximately 0.18% of the Shares. These tenders are in addition to the 1,144,203 Shares, representing approximately 4.26% of the Shares, irrevocably committed to the Offeror as referenced in the press release by the Offeror and Accell Group dated 9 June 2022.

The 48,750 Shares tendered during the Post Acceptance Period, together with the Shares already owned or acquired by, or committed to the Offeror prior to today and the 7,810 Shares acquired today, in aggregate amounts to 21,486,516 Shares, representing approximately 80.02% of the Shares.

The Offeror shall continue to accept for payment all Shares validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) during the Post Acceptance Period and shall pay for such Shares as soon as reasonably possible and in any case no later than on the fifth Business Day following the last day of the Post Acceptance Period.

## **Post-Offer Merger and Liquidation**

Following the Tendered, Owned and Committed Shares representing at least 80% of the Shares on a Fully Diluted basis, the Offeror may after the settlement of the Shares tendered during the Post Acceptance Period (provided that by such time the Tendered, Owned and Committed Shares represent less than 95% of the Shares on a Fully Diluted Basis), determine to have Accell Group implement the Post-Offer Merger and Liquidation as described in further detail in Section 4.13.2 (*Post-Offer Merger and Liquidation*) of the Offer Memorandum. The listing of the Shares on Euronext Amsterdam will also terminate after a successful implementation of the Post-Offer Merger and Liquidation. Remaining Shareholders who do not wish to tender their Shares in the Post Acceptance Period should carefully review the Sections of the Offer Memorandum that further explain the intentions of the Offeror, such as (but not limited to) Section 4.14 (*Consequences of the Offer*), which describes certain implications to which such Shareholders may become subject with their continued shareholding in Accell Group, and Section 8.3 (*Dutch Tax aspects for Shareholders who do not tender their Shares under the Offer*), which, amongst others, describes that the consideration per Share to be received by non-tendering Shareholders in the Post-Offer Merger and Liquidation (if implemented) after deduction and withholding of the applicable Dutch dividend withholding tax is expected to be considerably less than the Offer Price.

## **Other**

To the extent permissible under applicable law or regulation, the Offeror may from time to time after the date hereof, and other than pursuant to the Offer, directly or indirectly purchase, or arrange to purchase, Shares in the capital of Accell Group, that are the subject of the Offer. To the extent information about such purchases or arrangements to purchase is made public in the Netherlands, such information will be disclosed by means of a press release to inform shareholders of such information, which will be made available on the website of KKR. In addition, financial advisors to the Consortium may also engage in ordinary course trading activities in securities of Accell Group, which may include purchases or arrangements to purchase such securities.

## **For More Information:**

### Media enquiries

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### **About KKR**

KKR is a leading global investment firm that offers alternative asset management as well as capital markets and insurance solutions. KKR aims to generate attractive investment returns by following a patient and disciplined investment approach, employing world-class people, and supporting growth in its portfolio companies and communities. KKR sponsors investment funds that invest in private equity, credit and real assets and has strategic partners that manage hedge funds. KKR's insurance subsidiaries offer retirement, life and reinsurance products under the management of Global Atlantic Financial Group. References to KKR's investments may include the activities of its sponsored funds and insurance subsidiaries. For additional information about KKR & Co. Inc. (NYSE: KKR), please visit KKR's website at [www.kkr.com](http://www.kkr.com) and on Twitter @KKR\_Co.

### **About Teslin**

Teslin is an investment fund managed by Teslin Capital Management. Teslin invests in promising small and midcaps. Based on fundamental analysis Teslin selects value creating companies active in attractive markets with a strong market position and a proper corporate governance structure. Teslin focuses on responsible value creation in the long term and acts as an active and involved shareholder. Teslin has been a long-term significant, active and committed shareholder of Accell Group since 1998 and is delighted to support Accell Group in accelerating and realizing its potential in the coming years. For more information, please visit: [www.teslin.nl](http://www.teslin.nl).

### **Disclaimer, General Restrictions and Forward-Looking Statements**

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*Certain statements in this press release may be considered forward-looking statements such as statements relating to the impact of this Offer on the Offeror and language that indicates trends, such as "anticipated" and "expected". These forward-looking statements speak only as of the date of this press release. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and the Consortium and the Offeror cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to the Consortium or the Offeror or are within their control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement. The Consortium and the Offeror expressly disclaim any obligation or undertaking to publicly update or revise any forward-looking statements, whether as a result of new information, a change in*

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