

## Proxy

Proxy for the Annual General Meeting of shareholders of NIBC Holding N.V. on Friday 26 April 2019 at 10.00 hours CET at its premises, Carnegieplein 4, 2517 KJ, The Hague, the Netherlands (hereafter the "AGM").

The undersigned:

Name
Address
City
ID
Number of shares held on the Record Date

Herewith grants proxy to

Name<sup>1</sup> \_\_\_\_\_

Address \_\_\_\_\_

Postal code / city / country \_\_\_\_\_

to be present at the abovementioned AGM on behalf of the undersigned, to sign the presence registration forms, participate in deliberations, speak, exercise the voting rights that are connected to all registered shares held by the undersigned according to the instructions below, and do whatever the proxyholder may deem necessary, all with the authority of substitution. This proxy is governed by Dutch law and disputes, if any, with respect to this proxy shall be exclusively submitted to the competent court in The Hague.

The undersigned agrees to indemnify and to hold harmless the proxyholder against any claims, actions or proceedings made against the proxyholder and against any damages, costs and expenses that the proxyholder might incur in connection with this proxy.

<sup>1</sup> Fill in "Allen & Overy" if you do not have a preference for a representative. In this respect Allen & Overy refers to any (candidate) civil law notary of Allen & Overy LLP, Amsterdam office.

## Voting instruction

In case this proxy is granted without voting instruction it shall be deemed to include a voting instruction in favour of all proposals made by the Managing Board and/or Supervisory Board

Agenda item	Voting item	for	against	abstain
3a	Annual accounts 2018 a) Proposal to adopt the 2018 financial statements	[.....]	[.....]	[.....]
3b	Annual accounts 2018 b) Proposal to distribute a total dividend of EUR 0.86 per ordinary share, resulting in a final dividend of EUR 0.36 per ordinary share	[.....]	[.....]	[.....]
4a	Discharge a) Proposal to discharge the Managing Board	[.....]	[.....]	[.....]
4b	Discharge b) Proposal to discharge the Supervisory Board	[.....]	[.....]	[.....]
5	Proposal to amend the remuneration of the members of the Supervisory Board	[.....]	[.....]	[.....]
6b	Composition of the Supervisory Board: appointment of Board member b) Proposal to reappoint Mr Christner as member of the Supervisory Board	[.....]	[.....]	[.....]
7a	Issuance and repurchase of shares a) Proposal to authorize the Managing Board to issue shares	[.....]	[.....]	[.....]
7b	Issuance and repurchase of shares b) Proposal to authorize the Managing Board to restrict or exclude pre-emptive rights	[.....]	[.....]	[.....]
7c	Issuance and repurchase of shares c) Proposal to authorize the Managing Board to repurchase shares	[.....]	[.....]	[.....]
8	Proposal to reappoint Ernst & Young as auditor for the financial year 2019	[.....]	[.....]	[.....]

Please complete this proxy and voting instruction and send it timely to your bank or intermediary or the notary taking into account the deadline for registration. Your bank or intermediary must notify your presence at the meeting to ING and state the number of shares held by you at the Record Date. Please instruct your bank or intermediary timely. If we have not received such confirmation via ING, your vote will not be valid.

Signed at \_\_\_\_\_ Date \_\_\_\_\_

Signature (legal representative) shareholder

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