

Power of Attorney and voting instruction form for the Extraordinary General Meeting of Intertrust N.V. to be held on 17 October 2017

The undersigned:

If shareholder is a private person:

Name: _____

Address: _____

Holder of a [Dutch] / _____ passport with number
_____ ¹

If shareholder is a legal entity:

Company name: _____

Statutory seat: _____

Office address: _____

Legal representative(s)²: _____

Holder of a [Dutch] / _____ passport with number
_____ ³

Number of shares held on the registration date (19 September 2017): _____

(the "**Shareholder**")

Whereas:

- the Shareholder is holder of shares in the capital of the public company with limited liability (*naamloze vennootschap*) Intertrust N.V., having its statutory seat in Amsterdam, the Netherlands;

¹ Please attach copy of passport

² Please attach documents evidencing that the representative/signatory is hereby authorized to represent the company or legal entity (e.g. by means of an extract of the Trade Register evidencing the authority)

³ Please attach copy of passport

- the Management Board of Intertrust N.V. convened the Extraordinary General Meeting to be held on 17 October 2017 at 14:00 hours (the "EGM");
- the Shareholder has instructed his/her intermediary to register him/her with ABN AMRO Bank N.V. with the number of shares applied for registration,

Hereby:

1. grants a power of attorney to Manon Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each civil-law notary of Stibbe, (i) to attend the EGM and (ii) to represent the Shareholder in the EGM and to cast a vote in accordance with the voting instructions, as given below for all shares registered by the Shareholder; and
2. agrees to indemnify and to hold harmless the attorney against any claims, actions or proceedings made against the attorney and against any damages, costs and expenses that the attorney might incur in connection with this power of attorney.

This power of attorney is governed by Dutch law. Disputes, if any, with respect to this power of attorney shall be exclusively submitted to the competent Court in Amsterdam.

This power of attorney and voting instruction form must have been received by Manon Cremers, civil-law notary in Amsterdam, the Netherlands, at the offices of Stibbe (Beethovenplein 10, 1077 WM Amsterdam, the Netherlands) or, if sent in pdf-form electronically at his e-mail address manon.cremers@stibbe.com ultimately on 10 October 2017, 17:00 hours.

In the event the Shareholder later decides to attend the EGM he/she has the possibility to withdraw his/her proxy and voting instruction prior to the EGM, at the reception desk of the venue of the EGM, Prins Bernhardplein 200 in Amsterdam, the Netherlands.

(signature on the final page)

Voting instruction form

Insofar the undersigned has indicated not to give any instruction how to vote, this means that Manon Cremers, civil-law notary in Amsterdam, the Netherlands, and/or his legal substitute and/or each civil-law notary of Stibbe will vote in favour of the agenda item.

Agenda item (2) Appointment of Mr H.P. van Asselt as member of the Management Board

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

Agenda item (3a) Appointment of Mr P.J. Willing as member of the Supervisory Board

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

Agenda item (3b) Appointment of Ms C.E. Lambkin as member of the Supervisory Board

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

Signed _____ (place) at _____ (date)

Signature: _____