

**Power of Attorney and voting instruction form for the Annual General Meeting  
Intertrust N.V. to be held on 16 May 2017**

**The undersigned:**

*If shareholder is a private person:*

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Holder of a [Dutch] / \_\_\_\_\_ passport with number \_\_\_\_\_<sup>1</sup>

*If shareholder is a legal entity:*

Company name: \_\_\_\_\_

Statutory seat: \_\_\_\_\_

Office address: \_\_\_\_\_

Legal representative(s)<sup>2</sup>: \_\_\_\_\_

Holder of a [Dutch] / \_\_\_\_\_ passport with number \_\_\_\_\_<sup>3</sup>

Number of shares held on the registration date (18 April 2017): \_\_\_\_\_

(the "**Shareholder**")

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<sup>1</sup> Please attach copy of passport.

<sup>2</sup> 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).

<sup>3</sup> Please attach copy of passport.

**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;
- the Management Board of Intertrust N.V. convened the Annual General Meeting to be held on 16 May 2017 at 15:00 hours (the "**AGM**");
- 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 P.H.N. Quist, civil-law notary in Amsterdam, the Netherlands, and/or his legal substitute and/or each civil-law notary of Stibbe, (i) to attend the AGM and (ii) to represent the Shareholder in the AGM 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 P.H.N. Quist, 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 paul.quist@stibbe.com ultimately on 9 May 2017, 17:00 hours.

In the event the Shareholder later decides to attend the AGM he/she has the possibility to withdraw his/her proxy and voting instruction prior to the AGM, at the reception desk of the venue of the AGM, Apollolaan 138 in Amsterdam.

***(signature on the final page)***

## Voting instruction form

*Insofar the undersigned has indicated not to give any instruction how to vote, this means that P.H.N. Quist, 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 (4)(a). Adoption annual accounts 2016**

I give the following instruction:  in favour  against  abstain

I do not give any instruction how to vote

### **Agenda item (4)(c). Dividend over financial year 2016**

I give the following instruction:  in favour  against  abstain

I do not give any instruction how to vote

### **Agenda item (5). Discharge members of the Management Board**

I give the following instruction:  in favour  against  abstain

I do not give any instruction how to vote

### **Agenda item (6). Discharge members of the Supervisory Board**

I give the following instruction:  in favour  against  abstain

I do not give any instruction how to vote

### **Agenda item (7). Amendment remuneration policy**

I give the following instruction:  in favour  against  abstain

I do not give any instruction how to vote

### **Agenda item (8). Appointment of external auditor**

I give the following instruction:  in favour  against  abstain

I do not give any instruction how to vote

**Agenda item (9)(a). Proposal to reappoint Mr G.M. Murphy 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 (9)(b). Proposal to appoint Mr A.H.A.M. van Laack 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 (10)(a). Designation of the Management Board to issue shares and to grant rights to subscribe for shares**

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

**Agenda item (10)(b). Designation of the Management Board to limit or exclude the preemptive rights in relation to the issue of shares or the grant of rights to subscribe for shares**

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

**Agenda item (11). Authorization of the Management Board to repurchase shares**

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

Signed in \_\_\_\_\_ (place) at \_\_\_\_\_ (date)

Signature: \_\_\_\_\_