

Power of Attorney and Voting instruction form
for the Annual General Meeting of
Intertrust N.V. to be held on 14 May 2020

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 (16 April 2020): _____

(the **Shareholder**)

Considering:

- the Shareholder is holder of shares in the capital of **Intertrust N.V.**, a public company with limited liability (*naamloze vennootschap*), having its statutory seat in Amsterdam, the Netherlands;
- the Management Board of Intertrust N.V. has convened the Annual General Meeting to be held on 14 May 2020 at 15:00 hours (CET) (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,

_____ ¹ Please attach copy of passport

² Please attach documents evidencing that the representative/signatory is hereby authorised 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

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 (candidate) civil-law notary of Stibbe, with the right of substitution⁴, (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 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 her e-mail address manon.cremers@stibbe.com ultimately on 7 May 2020, 17:00 hours (CET).

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, Prins Bernhardplein 200, 1097 JB Amsterdam, the Netherlands.

(signature on the final page)

⁴ This means that Manon Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each (candidate) civil-law notary of Stibbe, may grant this power of attorney to another person he/she deems fit.

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 her legal substitute and/or each (candidate) civil-law notary of Stibbe, and/or his/her legal substitute, will vote in favour of the agenda item.

Agenda item 3. Remuneration Report 2019 (advisory vote)

I give the following instruction:

in favour against abstain I do not give any instruction how to vote

- *in favour implies that you instruct to cast your advisory vote in favour of positive advice*
- *against implies that you instruct to cast your advisory vote in favour of negative advice*

Agenda item 4.a. Adoption annual accounts 2019 (voting item)

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. Appointment of external auditor

I give the following instruction:

in favour against abstain I do not give any instruction how to vote

Agenda item 8.a Designation of the Management Board to issue shares and to grant rights to subscribe for shares (voting item)

I give the following instruction:

in favour against abstain I do not give any instruction how to vote

Agenda item 8.b Designation of the Management Board to limit or exclude the pre-emptive rights (*voting item*)

I give the following instruction:

in favour against abstain I do not give any instruction how to vote

Agenda item 9. Authorisation 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: _____