

## Power of Attorney Extraordinary General Meeting Intertrust N.V.

### 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 (28 June 2016): \_\_\_\_\_

(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;

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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.

- the Management Board of Intertrust N.V. convened the Extraordinary General Meeting to be held on 26 July 2016 at 15:00 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 M.A.J. 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 M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, at the offices of Stibbe (Strawinskyalaan 2001, 1077 ZZ Amsterdam, the Netherlands) or, if sent in pdf-form electronically at her e-mail address manon.cremers@stibbe.com ultimately on 19 July 2016, 17:00 hours.

In the event the Shareholder later decides to attend the meeting he/she has the possibility to withdraw his/her proxy and voting instruction prior to the meeting, at the reception desk of the venue of the EGM, Prins Bernhardplein 200 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 M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each civil-law notary of Stibbe will vote in favour of the agenda item.*

### **Agenda item (2). Approval of the acquisition of Elian Topco Limited within the meaning of article 2:107a Netherlands Civil Code**

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

### **Agenda item (3)(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 (3)(b). Designation of the Management Board to limit or exclude the pre-emptive 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

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

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