

**Power of Attorney and voting instruction form for the Annual General Meeting of  
Intertrust N.V. to be held on 16 May 2019**

**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 2019): \_\_\_\_\_

(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;
- the Management Board of Intertrust N.V. convened the Annual General Meeting to be held on 16 May 2019 at 15:00 hours (CET) (the "**AGM**");

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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 authorised 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 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 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](mailto:manon.cremers@stibbe.com) ultimately on 9 May 2019, 17:00 (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 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 her legal substitute and/or each civil-law notary of Stibbe will vote in favour of the agenda item.*

#### **Agenda item (3)(b). Amendment remuneration policy (voting item)**

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

#### **Agenda item (3)(c). Approval of a new Long Term Incentive Plan for 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 (3)(d). Proposal to amend the remuneration of the 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 (4)(a). Adoption annual accounts 2018**

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 2018**

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). Proposal to reappoint Mrs. H.M. Vletter-van Dort 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 (8)(b). Proposal to reappoint Mr. A. Ruys 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 (8)(c). Proposal to appoint Mr. S.R. Bennett 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)(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 (9)(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 (10). 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: \_\_\_\_\_