

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
_____ 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 (15 December 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;
- the Supervisory Board of Intertrust N.V. convened the Extraordinary General Meeting (the "EGM") to be held on 12 January 2017 at 15:00 hours;
- 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 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

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 (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 5 January 2017, 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) Appointment of Mr M.J. de Vries as a member of the Management Board

I give the following instruction: in favour against abstain

I do not give any instruction how to vote

Signed in _____ (place) at _____ (date)

Signature: _____