



POWER OF ATTORNEY

for the Extraordinary General Meeting of Shareholders (the **EGM**) of Esperite N.V. (the **Company**)

**to be held on 30 April 2020 at 14:00 hours CET at
Hotel NH – Barbizon Palace , Prins Hendrikkade 59-72,
1012 AD Amsterdam**

The undersigned (the **Grantor**),

[Please insert full name(s) and address(es) in BLOCK CAPITALS]

Name:

Address:

Postal code & town:

Telephone number:

Email:

being a holder of shares in the Company, hereby grants a power of attorney to (*)

Name:

Address:

Postal code & town:

() Fill in "the Chairman of the Meeting" if you do not have a preference for a representative*

as my proxy to vote for me and on my behalf at the EGM of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below (*)

Resolutions		For	Against	Abstain
Agenda item 6	Proposal to amend article 4 of the Company's Articles of Association			
Agenda item 7	Proposal to amend article 22 of the Company's Articles of Association			
Agenda item 8	Proposal to appoint two external auditors			

Resolutions		For	Against	Abstain
Agenda item 10	Delegation to the Board of Directors of the powers to (a) issue, and grant rights to subscribe for, shares in the capital of the Company up to a maximum aggregate issuance price of EUR 7,000,000; and (b) restrict or exclude the pre-emptive rights in connection with such issue of, or grant of rights to subscribe for shares in the capital of the Company, each for a period of 18 months from the date of the EGM			
Agenda item 11	Delegation to the Board of Directors, for a period of 24 months from the date of the AGM, of the power to acquire - through purchases on Euronext Amsterdam or otherwise - up to a maximum of 10% of the issued share capital of the Company as at the date of the EGM by acquiring shares for a purchase price not less than €0.10 and not higher than the average closing price over the five trading days prior to the date of acquisition at Euronext Amsterdam plus a 10% premium			

(* In absence of clear voting instruction, the votes will be cast in favour of the resolutions

Signature: _____

Date: _____

Notes:

1. To be effective, this power of attorney must be deposited at the offices of F. Van Lanschot Bankiers N.V., Agency Services department, Beethovenstraat 300, 1077 WZ Amsterdam or by facsimile: +31(0)203489549 or by e-mail: proxylvoting@kempen.nl ultimately by 15.00 hours CET on 23 April 2020.
2. Any alterations made to this form of proxy should be initialled.