



POWER OF ATTORNEY

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

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

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 2	Approval Minutes of the Annual General Meeting of Shareholders of 8 January 2019			
Agenda item 5	Delegation to the Board of Directors of the powers to issue, and grant rights to subscribe for, shares in the capital of the Company and to restrict or exclude pre-emptive rights accruing in connection with such issue of shares or grant of rights to subscribe for shares			
Agenda item 6	Proposal to reduce the share capital with EUR 15,750,000 by means of reducing the nominal value of the shares from EUR 0.10 to EUR 0.01			

Resolutions		For	Against	Abstain
	per share			
Agenda item 7	Amendment of article 4 of the Articles of Association			
Agenda item 8(i)	Appointment of Mr. Hugo Brugiere as executive director of the Company for a maximum period of four years or until the AGM to be held in 2024			
Agenda item 8(ii)	Re-appointment of Mr. Gert-Jan van der Marel as non-executive director of the Company for a maximum period of four years or until the AGM to be held in 2024			
Agenda item 8(iii)	Appointment of Mr. Amar as non-executive director of the Company for a maximum period of four years or until the AGM to be held in 2024			
Agenda item 9	Discharge of the former members of the Board of Directors			
Agenda item 10	Proposal to approve, confirm and ratify the entering into the strategic license agreement			

(*) 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 Van Lanschot Kempen N.V., Agency Services department, Beethovenstraat 300, 1077 WZ Amsterdam or by facsimile: +31(0)203489549 or by e-mail: proxyvoting@kempen.nl ultimately by 15.00 hours CET on 23 September 2020.
2. Any alterations made to this form of proxy should be initialled.