

CRYO-SAVE GROUP N.V.
(Incorporated in The Netherlands)
“THE COMPANY”
FORM OF DIRECTION

Form of Direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in the Company in respect of for an Annual General Meeting of Shareholders (the “AGM”) to be held on Wednesday 14 of May 2014 at 14:00 hours CET at the Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands.

I/We

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

being a holder of Depository Interests representing shares in the Company hereby appoint Capita IRG Trustees Limited (the “Depository”) as my/our proxy to vote for me/us and on my/our behalf at the AGM 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			
Agenda item 5 - Adoption of annual accounts 2013			
Agenda item 7 - Discharge of the (former) members of the Board of Directors			
Agenda item 8 - Delegation to the Board of Directors of (a) the power to issue shares and grant rights to subscribe for shares in the share capital of the Company up to a maximum number of 15 % of the issued share capital as at the date of the AGM; and (b) the power to restrict or exclude the pre-emptive rights in connection with such issue of shares or grant of rights to subscribe for shares, each for a period of 18 months from the date of the AGM and therefore until 14 November 2015			
Agenda item 9 - Proposal to re-appoint KPMG Accountants N.V. as external auditor for a term of 1 year			

Signature: _____ Date: _____ 2014

Notes:

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at the Registrars and Transfer Agents to the Company by Tuesday 6 May 2014 no later than 14.00 CET.
2. Any alterations made to this Form of Direction should be initialled.
3. In the case of a corporation this form should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing “X” in the box provided. If this form is returned duly signed without an indication as to how The depository is to direct a proxy to vote on a particular matter, then The Depository will abstain from voting on your behalf. On receipt of this form duly signed you will be deemed to have authorised the Depository to vote, or to abstain from voting as per your instruction.
5. The ‘Vote Abstain’ option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a ‘Vote Abstain’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.

6. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.

7. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.

8. Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to custodymgt@capita.co.uk in order to request a letter of representation by no later than 14:00 CET on Tuesday 6 May 2014.