

ESPERITE N.V.
(Incorporated in The Netherlands)
“THE COMPANY”

POWER OF ATTORNEY

for the Extraordinary General Meeting of Shareholders (the “EGM”) to be held Thursday 18 December 2014 at 14:00 hours CET at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, the Netherlands

The Undersigned,

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

Name :
Address:
Postal code & town:.....
Telephone number:
Email:

Hereinafter referred to as “the Grantor”
being a holder of shares in the Company

hereby grants a power of attorney to

Name :
Address:
Postal code & town:.....

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 of the minutes of the Annual General Meeting of 14 May 2014			
Agenda Item 2 - Approval of the minutes of the Extraordinary General Meeting of 2 July 2014			
Agenda item 3 - Proposal to withdraw the appointment of KPMG Accountants N.V. as external auditor			
Agenda item 4 - Proposal to appoint EY Accountants LLP as external auditor for a term of 1 year			

Signature: _____ Date: _____ 2014

Notes:

1. To be effective, this power of attorney must be deposited at the offices of Kempen & Co N.V., Agency Services department, Beethovenstraat 300, 1077 WZ Amsterdam or by facsimile: +31 20 348 9549 or by e-mail: proxyvoting@kempen.nl ultimately by 15.00 hours CET on 15.00 hours CET on Monday 15 December 2014.

2. Any alterations made to this form of proxy should be initialled.