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**POWER OF ATTORNEY**

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
KENDRION N.V.  
ZEIST, WEDNESDAY 4 NOVEMBER 2015, 14.30 HRS**

**The undersigned:**

\_\_\_\_\_, acting in its capacity of holder of \_\_\_\_\_ (please fill out number) shares in the capital of Kendrion N.V., registered in Zeist, the Netherlands (hereinafter: the 'Company'),

**grants hereby a power of attorney to each of:**

Mr W. Gooijer (Corporate Secretary) and Mrs M. Withagen (Executive Assistant), both employees of the Company,

**to represent, each and individually, the undersigned as follows:**

to participate in the Extraordinary General Meeting of Shareholders of the Company to be held on 4 November 2015, to sign the list of participants, to speak in the Extraordinary General Meeting of Shareholders and to vote as follows (please mark what is applicable):

		In favour of	Against	Abstained
2	<b>Appointment of Mr J.A.J. van Beurden as member of the Executive Board (CEO)</b>			
3	<b>Amendments to the remuneration policy for the Executive Board</b>			

and further to do all things that he/she deems necessary or helpful in this respect, with the right of substitution.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2015.

\_\_\_\_\_  
Name:

*A copy of the signed power of attorney should be received before Thursday, 29 October 2015 17.00 hours by Mr W. Gooijer, Corporate Secretary, Kendrion N.V. Utrechtseweg 33, PO Box 931, 3700 AX Zeist, the Netherlands, [wijgert.gooijer@kendrion.com](mailto:wijgert.gooijer@kendrion.com).*