

Extract from the minutes of the General Meeting of Shareholders of Ordina N.V. with its offices in Nieuwegein, held on 2 May 2017 at 14:30 hours, at the offices of the company Ordina N.V., Ringwade 1 in Nieuwegein.

In his capacity as chairman of the Supervisory Board of Ordina N.V., Mr. J.G. van der Werf welcomes all those present and at 14:30 hours declares the meeting open.

1. The chairman notes that all formalities required to hold the meeting have been observed, and the meeting is therefore competent to pass legally binding resolutions.

A total of 74 shareholders, together representing 31% of the paid up share capital, are either present or represented at this meeting.

The chairman designates Ms. H.E. Mulder as the secretary to the meeting.

- 2a. No remarks.
- 2b. No remarks.
- 2c. No remarks.
- 2d. No remarks.
- 2e. The meeting resolves to adopt the annual accounts for the financial year ending 31 December 2016 by unanimous vote.
- 2f.1 No remarks.
- 2f.2 The meeting resolves by unanimous vote to i) distribute a cash dividend of 2 euro cents per share, to be charged to the net profit for 2016, and ii) add the remaining net profit to the general reserve.
- 3a. The meeting resolves by unanimous vote to discharge the current and former members of the Management Board for their management of the company, in so far as such management is apparent from the financial statements or from other information that has been submitted to the General Meeting of Shareholders prior to the adoption of said financial statements.
- 3b. The meeting resolves by unanimous vote to discharge the members of the Supervisory Board for their supervision of the management of the company, in so far as such supervision is apparent from the financial statements or from other information that has been submitted to the General Meeting of Shareholders prior to the adoption of said financial statements.
4. The meeting resolves by a majority of 99% of the votes cast to reappoint Mrs. P.G. (Pamela) Boumeester as member of the Supervisory Board of Ordina N.V. for a consecutive period of two years.
- 5a. The meeting resolves by unanimous vote to authorise the Management Board to acquire treasury shares, such within the parameters defined for same. This authorisation pertains to a maximum of ten per cent (10%) of the paid up and subscribed share capital as per 2 May 2017. The authorisation is valid for a period up to 18 months.
- 5b. The meeting resolves by unanimous vote to designate the Management Board, as the company body competent, after receiving the approval of the Supervisory Board, by virtue of article 5 of the articles of association to decide on the issuance of shares and the granting of rights to subscribe for shares, such for a period of 18 calendar months commencing on 2 May 2017. Said designation pertains to a maximum of five per cent (5%) of the issued capital at the close of trading on 2 May 2017.

- 5c. The meeting resolves by a majority of 99% of the votes to designate the Management Board, such a for a period of 18 calendar months commencing on 2 May 2017, as the company body competent, after receiving the approval of the Supervisory Board, to decide to restrict or exclude the pre-emptive right, within the meaning of article 6 paragraph 3 of the articles of association, in the event that the Management Board resolves to issue shares or to grant rights to subscribe for shares.
6. No remarks.
7. Close.

The chairman closes the meeting.

Thus drawn up in summary in Nieuwegein, in part for deposit in the Commercial Register in Utrecht, in accordance with article 2:96, paragraph 3, of the Dutch Civil Code, dated 2 May 2017.

J.G. van der Werf
Chairman of the meeting

H.E. Mulder
Secretary to the meeting