

**General Meeting of Ordina N.V.**

**PROXY AND VOTING INSTRUCTION FORM**

Date : 2 April 2020  
 Venue : Ordina Head Office  
 Ringwade 1, 3439 LM Nieuwegein, the Netherlands

The undersigned,

Name: .....

Address: .....

City: .....

Acting in his/her capacity as holder of \_\_\_\_\_ (number) ordinary shares in Ordina N.V., hereby declares that he/she has applied and registered in accordance with the convocation advertisement for the General Meeting published on 20 February 2020, and that he/she has authorised \_\_\_\_\_ to vote as specified in the voting instructions set out below:

- |     |   |                               |
|-----|---|-------------------------------|
| 1.  | Opening and announcements   | discussion                    |
| 2a. | Report of the Supervisory Board for the financial year 2019   | discussion                    |
| 2b. | Remuneration report 2019  | (advise) for/against/abstain* |
| 2c. | Report of the Management Board for the financial year 2019  | discussion                    |
| 2d. | Report Ernst & Young Accountants LLP on its 2019 audit  | discussion                    |
| 2e. | Motion to adopt Ordina N.V.'s Financial Statements 2019   | for/against/abstain*          |
| 2f. | 1. Explanation reservation and dividend policy  | discussion                    |
|     | 2. Motion to distribute profit  | for/against/abstain*          |
| 3a. | Motion to discharge the members of the Management Board for their management of the company   | for/against/abstain*          |
| 3b. | Motion to discharge the members of the Supervisory Board for their supervision of the management of the company   | for/against/abstain*          |
| 4a. | Motion to amend the remuneration policy for the Management Board  | for/against/abstain*          |
| 4b. | Notification of the intended reappointment of Mr. J.G. Maes as CEO/statutory director as from 2 April 2020  | discussion                    |
| 4c. | Notification of the intended reappointment of Mrs. J.W. den Otter as CFO/statutory director as from 2 April 2020  | discussion                    |
| 5a. | Motion to adopt the remuneration policy for the Supervisory Board   | for/against/abstain*          |
| 5b. | Notification of amendment rules of procedure for the Supervisory Board, Audit Committee and Remuneration, nomination and HR committee   | discussion                    |
| 5c. | Motion to appoint Mrs. T. Menssen as a member of the Supervisory Board  | for/against/abstain*          |
| 5d. | Motion to appoint Mr. F. Michiels as a member of the Supervisory Board  | for/against/abstain*          |
| 6a. | Motion to authorise the Management Board to acquire treasury shares   | for/against/abstain*          |
| 6b. | Motion to appoint the Management Board as the body competent to issue shares and to grant rights to subscribe for shares  | for/against/abstain*          |
| 6c. | Motion to appoint the Management Board as the body competent to limit or exclude pre-emptive rights upon the issue of shares and the granting of rights to subscribe for shares | for/against/abstain*          |
| 7.  | Motion to reappoint Ernst & Young Accountants LLP as the external auditor for the financial years 2021 and 2022   | for/against/abstain*          |
| 8.  | Questions & answers   | discussion                    |
| 9.  | Close   |                               |

\* Please cross out whichever is not applicable



Signed on \_\_\_\_\_ by \_\_\_\_\_ (Signature)

*This form should reach Ordina N.V., via PO Box 7101, 3430 JC Nieuwegein, the Netherlands, or e-mail to: [hilde.mulder@ordina.nl](mailto:hilde.mulder@ordina.nl) no later than 17:00 hrs on 31 March 2020.*