

General Meeting of Ordina N.V.

PROXY AND VOTING INSTRUCTION FORM

Date : 30 June 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 11 May 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 30 June 2020 | discussion |
| 4c. | Notification of the intended reappointment of Mrs. J.W. den Otter as CFO/statutory director as from 30 June 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 no later than 17:00 hrs on 25 June 2020.