

General Meeting of Ordina N.V.

PROXY AND VOTING INSTRUCTION FORM

Date : 4 April 2019
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 21 February 2019, 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 2018 | discussion |
| 2b | Report on execution remuneration policy Management Board | discussion |
| 2c | Report of the Management Board for the financial year 2018 | discussion |
| 2d | Report Ernst & Young Accountants LLP on its 2018 audit | discussion |
| 2e | Motion to adopt Ordina N.V.'s Financial Statements 2018 | 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* |
| 4 | Motion to reappoint Mr. J.G.H.M. (Jan) Niessen as a member of the Supervisory Board | for/against/abstain* |
| 5a | Motion to authorise the Management Board to acquire treasury shares | for/against/abstain* |
| 5b | Motion to appoint the Management Board as the body competent to issue shares and to grant rights to subscribe for shares | for/against/abstain* |
| 5c | 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* |
| 6 | Questions & answers | discussion |
| 7 | 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 2 April 2019.