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**POWER OF ATTORNEY**

**GENERAL MEETING OF SHAREHOLDERS  
KENDRION N.V.  
ZEIST, MONDAY 13 APRIL 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 General Meeting of Shareholders of the Company to be held on 13 April 2015, to sign the list of participants, to speak in the General Meeting of Shareholders and to vote as follows (please mark what is applicable):

		In favour of	Against	Abstained
3	Adoption annual accounts			
4	Dividend distribution			
5	Discharge members of the Executive Board			
6	Discharge members of the Supervisory Board			
7	Reappointment of Mr R.L. de Bakker as member of the Supervisory Board			
8	Appointment Deloitte as external auditor of Kendrion N.V.			
9a	Authority of Executive Board to issue shares			
9b	Authority Executive Board to limit / exclude pre-emptive rights			
10	Authority Executive Board to repurchase Kendrion shares			

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 Tuesday 7 April 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.*