

**POWER OF ATTORNEY**

**GENERAL MEETING OF SHAREHOLDERS  
KENDRION N.V.  
AMSTERDAM, MONDAY 9 APRIL 2018, 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:**

Mrs Y. Wiersma (Company Secretary) and Mrs H. Verhoeven (Legal Counsel), 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 9 April 2018, 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	Against	Abstained
<b>3</b>	<b>Adoption of the 2017 financial statements</b>			
<b>4b</b>	<b>Dividend distribution</b>			
<b>5</b>	<b>Discharge members of the Executive Board</b>			
<b>6</b>	<b>Discharge members of the Supervisory Board</b>			
<b>7a</b>	<b>Adoption of Remuneration Policy</b>			
<b>7b</b>	<b>Approval of share-based plan: Long-Term Incentive Plan</b>			
<b>8</b>	<b>Reappointment of Deloitte Accountants B.V. as external auditor</b>			
<b>9a</b>	<b>Designation Executive Board as the authorised body to issue shares and to grant rights to acquire shares</b>			
<b>9b</b>	<b>Designation Executive Board as the authorised body to restrict or suspend pre-emptive rights</b>			
<b>10</b>	<b>Authorisation of the Executive Board to repurchase Kendrion shares</b>			

and further to do all things that he/she deems necessary or helpful in this respect, with the right of substitution.

Signed in \_\_\_\_\_ on \_\_\_\_\_ 2018.

\_\_\_\_\_  
Name:

*A copy of the signed power of attorney should be received before Tuesday 3 April 2018 17:00 hours by Mrs Y. Wiersma, Company Secretary, Kendrion N.V., Utrechtseweg 33, PO Box 931, 3700 AX Zeist, the Netherlands, yvonne.wiersma@kendrion.com.*