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## Form of Proxy – Extraordinary General Meeting to be held on Thursday, 25 January, 2018

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To be effective, all votes must be lodged at the office of the Company by no later than 11.00 a.m. (CET) on January 23, 2018

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### Explanatory Notes:

1. Please indicate, by placing “X” in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast the form will be rejected.
2. In the case of joint shareholders, only one holder will need to sign. In the case of a corporation, the Form of Proxy should be signed by a duly authorised official whose capacity should be stated or by an attorney.
3. This Form of Proxy must be executed by the shareholder or his/her attorney.
4. Any alterations to this form should be initialled.
5. Completion and return of the Form of Proxy will not preclude you from attending and voting at the meeting.
6. To be valid, the Form of Proxy, duly signed and executed, together with any power of attorney (if any) or other authorisation under which it is signed (if any) must be returned to: Kimberly Enterprises N.V., Laurierstraat 71 HS, 1016PJ Amsterdam, The Netherlands (the “**Company**”).

# Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



I/We hereby appoint the Chairman of the meeting or the following person ..... to vote on my/our behalf at the at the Extraordinary General Meeting of the Company to be held at, Laurierstraat 71 HS, Amsterdam 1016PJ on Thursday 25 January 2018 at 11.00 a.m. CET and at any adjournment of the meeting.

	For	Against	Withheld
<b>Resolution 1:</b> Proposal to approve the Company's Dutch statutory annual accounts ( <i>jaarrekening</i> ) and directors' report ( <i>bestuursverslag</i> ) being drawn up in the English language.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> to adopt ( <i>vaststellen</i> ) the Company's Dutch statutory annual accounts for the financial year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3:</b> not to distribute any dividend in respect of the year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4:</b> to discharge the Directors of the Company from their liability for the conduct of business for the financial year ended 31 December 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5:</b> to cancel the Admission of the Company's Ordinary Shares to trading on AIM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6:</b> to amend the Company's articles of association ( <i>statuten</i> ) in conformity with the draft of the notarial deed of amendment to the articles of association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7:</b> to authorise the Board, generally and unconditionally to exercise all powers of the Company to allot equity securities (including rights to acquire equity securities) in the Company up to an aggregate nominal value of €27 million.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 8:</b> conditional on passing resolution 7, to give a special instruction to the Board authorising it to disapply the pre-emption rights set out in article 6 of the Company's articles of association.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 9:</b> Proposal to appoint Mr. Sagee Kadosh as executive director ( <i>uitvoerend bestuurder</i> ) of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 10:</b> Proposal to appoint Mr. Terry Rene Roydon as non-executive director ( <i>niet uitvoerend bestuurder</i> ) of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 11:</b> Proposal to appoint Mr. Marius Willem van Eibergen Santhagens as non-executive director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

DD/MM/YY

In the case of joint holders, only one holder needs to sign. In the case of a corporation, the Form of Proxy should be signed by a duly authorised official whose capacity should be stated, or by an attorney.