

## authorisation and voting instruction form

Authorisation and voting instruction form for the virtual annual general meeting of shareholders of Aalberts N.V. (the “**Company**” or “**Aalberts**”), to be held on Thursday, 25 June 2020, starting at 11:00 am (CEST) (the “**Meeting**”).

The undersigned hereby authorises and appoints civil-law notary Mr. N.A.H. Wolswijk (or his substitute or one of the civil-law notaries of Zuidbroek notarissen) to represent and vote on his or her behalf at the Meeting per the voting instructions as indicated in this authorisation and voting instruction form.

Agenda	for	against	abstain
1. <b>Opening</b>	-	-	-
2. <b>Discussion of the annual report on the financial year 2019</b>	-	-	-
3. <b>Financial statements 2019</b>	-	-	-
a. Advisory vote regarding the remuneration report 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Adoption of the company and consolidated financial statements 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. <b>Dividend</b>	-	-	-
a. Discussion of the policy on additions to reserves and dividends	-	-	-
b. Adoption of the dividend for the financial year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. <b>Granting of discharge to the members of the Management Board in office in 2019 for the policy pursued in the financial year 2019</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. <b>Granting of discharge to the members of the Supervisory Board in office in 2019 for the supervision exercised on the policy pursued in the financial year 2019</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. <b>Reappointment of Mr. M.C.J. van Pernis as member and chairman of the Supervisory Board</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. <b>Reappointment of Mr. P. Veenema as member of the Supervisory Board</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. <b>Appointment of Mrs. A. Rinck as member of the Supervisory Board</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Agenda	for	against	abstain
10. <b>Remuneration</b>	-	-	-
a. Adoption of the remuneration policy of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b. Adoption of the remuneration policy of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. <b>Designation of the Management Board as body authorised to issue ordinary shares and to grant rights to subscribe for ordinary shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. <b>Designation of the Management Board as body authorised to restrict or exclude pre-emptive rights when issuing ordinary shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. <b>Authorisation to repurchase shares</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. <b>Reappointment Deloitte Accountants B.V. as external auditor for the financial year 2021</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. <b>Announcements and any other business</b>	-	-	-
16. <b>Closing</b>	-	-	-

To the granting of the authorisation the terms as set forth below apply. The voting instructions above shall equally apply in the event the agenda of the Meeting is amended before or during the Meeting, provided that such amendment of the agenda does not (materially) alter the contents of the items proposed to the general meeting of shareholders.

**Terms applicable to the granting of a proxy by way of this authorisation and voting instruction form ("Terms").**

**Registration** - Only the person who has registered for the Meeting as per the applicable procedure ("**Shareholder**") can grant a proxy by way of this form.

**Voting instructions** - The person who will vote on behalf of the Shareholder ("**Authorised Person**") shall not be liable for any damage suffered by the Shareholder as a result of any action or lack of action by the Authorised Person when making use of, or otherwise in connection with, this authorisation and voting instruction form ("**Form**"). The preceding sentence shall not apply to the extent that the damage is caused by wilful misconduct or gross negligence on the part of the Authorised Person. The Shareholder shall indemnify the Authorised Person against any claim made by any third party in connection with this Form or in connection with acts performed by the Authorised Person in the Shareholder's name under this Form. The indemnity shall also relate to any damage or costs incurred by the Authorised Person in connection with such claim. After completion of the Form by the Shareholder, Aalberts and the Authorised Person are not liable for incorrect voting instructions.

By signing the Form, the Shareholder represents and warrants that he holds his shares in the capital of Aalberts fully and unencumbered, and that there is no pledgee or holder of a right of usufruct that may exercise the voting rights attached to these shares pursuant to a legal provision or a provision of the articles of association of Aalberts.

In performing acts pursuant to this Form, the Authorised Person may act pursuant to a power of attorney granted by one or more other shareholders in the capital of Aalberts.

The Authorised Person may grant a power of attorney to another person to vote, directly or indirectly, in the Shareholder's name within the limits of this Form, and he may substitute another person for himself as authorised person. If the first sentence applies, the other person shall (also) be the Authorised Person for the purposes of this Form.

The voting instructions above shall equally apply in the event the agenda of the Meeting is amended before or during the Meeting, provided that such amendment of the agenda does not (materially) alter the contents of the items proposed to the general meeting of shareholders.

**Invalidity** - If these Terms are or become partially void, the parties will continue to be bound by the remainder of the same. The parties shall replace the void part by provisions that are valid and have legal effect that correspond with those of the void part as much as possible, taking into account the content and the purport of these Terms.

**Applicable Law and Jurisdiction** - These Terms shall be exclusively governed by Dutch law. All disputes arising in connection with these Terms, including disputes concerning the existence and validity thereof, shall be resolved by the competent courts of Amsterdam, the Netherlands.

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
City: \_\_\_\_\_  
Date: \_\_\_\_\_  
Number of shares registered: \_\_\_\_\_  
Registration number (if known) \_\_\_\_\_

The written proxy must have been received by Mr. N.A.H. Wolswijk, civil law notary, Koningslaan 35-I, 1075 AB Amsterdam, the Netherlands, either through the ABN AMRO evoting system, by regular mail, or if sent electronically, in pdf-format at his e-mail address: [niels.wolswijk@zuidbroek.com](mailto:niels.wolswijk@zuidbroek.com) no later than 18 June 2020, 17:00 (CEST).