The Board of Directors recommends you vote FOR the following proposals:

1. 2013 Annual Report in the English language (Agenda item 2 (i))
   - For
   - Against
   - Abstain

2. Acceleration of vesting under the Management Equity Plan (Agenda item 4 (ii))
   - For
   - Against
   - Abstain

3. Remuneration of Non-Executive Members (Agenda item 4 (iii))
   - For
   - Against
   - Abstain

4. Share increase under the 2013 Equity Incentive Plan (Agenda item 4 (vi))
   - For
   - Against
   - Abstain

5. Adoption of the 2013 Annual Accounts (Agenda item 5)
   - For
   - Against
   - Abstain

6. Release from liability Executive Board Member (Agenda item 7)
   - For
   - Against
   - Abstain

7. Release from liability Non-Executive Board Members (Agenda item 8)
   - For
   - Against
   - Abstain

8. Authorization to the Board to allow the Company to acquire its own shares (Agenda item 9)
   - For
   - Against
   - Abstain

9. To elect the directors listed below (Agenda items 10 (i) - (vii))
   - Philippe Guillemot
   - Werner P. Paschke
   - Michiel Brandjes
   - Lori A. Walker
   - Peter F. Hartman
   - John Ormerod
   - For
   - Against
   - Abstain

10. Appointment of PricewaterhouseCoopers (Agenda item 11)
   - For
   - Against
   - Abstain

11. Cancellation of Preference Shares (Agenda item 12)
   - For
   - Against
   - Abstain

12. Deletion of Preference Shares from the Articles of Association (Agenda item 13 (i))
   - For
   - Against
   - Abstain

13. Addition of casting vote for Chairman of the Board in the Articles of Association (Agenda item 13 (ii))
   - For
   - Against
   - Abstain

14. Authorization to the Board to make distributions from any Company reserve (Agenda item 13 (iii))
   - For
   - Against
   - Abstain

VOTE BY INTERNET - www.proxyvote.com
Use the Internet to transmit your voting instructions up until 15:00 CET (9:00 AM EST) on June 10, 2014. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 15:00 CET (9:00 AM EST) on June 10, 2014. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Complete, sign and date your proxy card and return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS
If you would like to reduce the costs incurred by our company in mailing annual general meeting materials, you can consent to receiving all future material electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions under “Vote by Internet” and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date
Important Notice Regarding the Availability of Materials for the Annual General Meeting: