

Voting proxy and- instruction

Proxy for the Annual General Meeting of Sif Holding N.V. to be held on Thursday 18 May 2017 at 10.00 hours in the Company's office at Mijnheerkensweg 36, 6040 AM Roermond, the Netherlands (the "AGM 2017").

The undersigned:

If the shareholder is a private person:

Name: _____

Address: _____

Postal code and city: _____

Holder of a [Dutch] / _____ Passport with Number _____¹

Number of shares held on the record date (20 April 2017): _____

If the shareholder is a legal entity:

Company name: _____

Office address: _____

representative(s)²: _____

Holder of a [Dutch] / _____ Passport with Number _____³

Number of shares held on the record date (20 April 2017): _____

(the "Shareholder"),

herewith

- 1) grants a proxy to Paul van der Bijl, candidate civil-law notary in Amsterdam, the Netherlands, and to each other candidate civil-law notary or civil-law notary working with NautaDutilh N.V. to represent the Shareholder at the AGM 2017, to sign the attendance registration forms, participate in deliberations, speak, and exercise voting rights that are attached to all the shares held by the Shareholder on the record date for the AGM 2017 in accordance with the instructions below, and do whatever the proxyholder may deem necessary, all with the authority of substitution; and
- 2) agrees to indemnify and to hold harmless the attorney against any claims, actions or proceedings made against the attorney and against any damages, costs and expenses that the attorney might incur in connection with this power of attorney.

This power of attorney is governed by Dutch law. Disputes, if any, with respect to this power of attorney shall be exclusively submitted to the competent Court in Amsterdam. This power of attorney and voting instruction form must have been received by ABN AMRO Bank N.V., Corporate Broking Department HQ7050, ultimately on 11 May 2017, 17:30 hours. This power of attorney with voting instructions may be sent by regular mail (P.O. Box 283, 1000 EA Amsterdam, the Netherlands) or by electronic means in pdf-form

¹ Please attach copy of passport.

² Please attach documents evidencing that the representative/signatory is hereby authorized to represent the company or legal entity (e.g. by means of an extract of the Trade Register evidencing the authority).

³ Please attach copy of passport.

(corporate.broking@nl.abnamro.com). Powers of attorney and voting instructions received after 11 May 2017, 17:30 hours, shall be disregarded.

In the event the Shareholder later decides to attend the AGM 2017 in person, he/she has the possibility to withdraw his/her proxy and voting instruction prior to the opening of the AGM 2017, at the reception desk of the venue of the AGM 2017.

Voting Instructions

In case this proxy is granted without voting instructions it shall be deemed to include a voting instruction in favour of all proposals made by the Management Board and/or Supervisory Board where no voting instruction was given.

Agenda item (voting items only)	For	Against	Abstain
4a. Amendment to the remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5a. Approval of the 2016 financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5c Approval of the dividend charged to the result for the 2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5d Discharging of the members of the Executive Board for their management in 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5e Discharging of the members of the Supervisory Board for their supervision in 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Appointment of a member of the Executive Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Appointment of the auditor for the 2016 and 2017 financial years	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8a Authorisation of the Executive Board to acquire (certificates for) shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8b Extension of the authorisation of the Executive Board to issue shares and grant rights to subscribe for shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8c Extension of the authorisation of the Executive Board to restrict or exclude the pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please complete this voting proxy and voting instruction and send it timely in accordance with the instructions described above. Your bank or intermediary must notify your intention to be represented at the AGM 2017 to ABN AMRO Bank N.V. and state the number of shares held by you at the record date of 20 April 2017. Please instruct your bank or intermediary timely. If ABN AMRO Bank N.V. has not received such confirmation in a timely fashion, your proxy and voting instructions will be disregarded.

Signed at: _____

Date: _____

Signature (legal representative) shareholder: _____