

Voting proxy and- instruction

Proxy for the Annual General Meeting of Sif Holding N.V. to be held on Thursday 3 May 2018 at 11.00 hours in Theater hotel De Oranjerie at Kloosterwandplein 12-16, 6041 JA Roermond, the Netherlands (the “**AGM 2018**”).

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 (5 April 2018): _____

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 (5 April 2018): _____

(the “**Shareholder**”),

herewith

- 1) grants a proxy to Yara van Dongen, corporate secretary of Sif Holding N.V. and to each lawyer working with Houthoff Coöperatief U.A. to represent the Shareholder at the AGM 2018, 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 2018 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 27 April 2018, 17:00 hours. This power of attorney with voting instructions may be sent by regular mail (P.O.

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.

Box 283, 1000 EA Amsterdam, the Netherlands) or by electronic means in pdf-form (corporate.broking@nl.abnamro.com). Powers of attorney and voting instructions received after 27 April 2018, 17:00 hours, shall be disregarded.

In the event the Shareholder later decides to attend the AGM 2018 in person, he/she has the possibility to withdraw his/her proxy and voting instruction prior to the opening of the AGM 2018, at the reception desk of the venue of the AGM 2018.

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 |
|---|--------------------------|--------------------------|--------------------------|
| 3a. Approval of the 2017 financial statements | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3b. Approval of the dividend charged to the result for the 2017 financial year | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3c. Discharging of the members of the Executive Board for their management in 2017 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3d. Discharging of the members of the Supervisory Board for their supervision in 2017 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5a. Appointment of Peter Visser as a member of the Supervisory Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5b. Appointment of Peter Wit as a member of the Supervisory Board | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Appointment EY as auditor for the bookyears 2018 and 2019 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7a. Authorisation of the Executive Board to acquire (certificates for) shares in the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7b. 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"/> |
| 7c. 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 2018 to ABN AMRO Bank N.V. and state the number of shares held by you at the record date of 27 April 2018. 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: _____