

Voting proxy and- instruction

Proxy for the annual general meeting of shareholders of Basic-Fit N.V. on Tuesday 16 May 2017, at 14.00 pm at Novotel Amsterdam Schiphol Airport, Taurusavenue 12, 2132 LS, Hoofddorp, the Netherlands.

The undersigned:

If shareholder is a private person:

Name: _____

Address: _____

Holder of a [Dutch] / _____ passport with number _____¹

If the shareholder is a legal entity:

Company name: _____

Office address: _____

Legal representative(s): _____

Holder of a [Dutch] / _____ passport with number _____³

Number of shares held on the record date (18 April 2017): _____

(the "Shareholder")

herewith

- 1) grants a proxy to M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, and/or her legal substitute and/or each civil-law notary of Stibbe (Beethovenplein 10, 1077 WM, Amsterdam, manon.cremers@stibbe.com) to be present at the abovementioned general meeting of shareholders on behalf of the undersigned, to sign the presence registration forms, participate in deliberations, speak, exercise voting rights that are connected to all the shares held by the undersigned in accordance with the instructions below, and do whatever the proxy holder may deem necessary, all with the authority of substitution.
- 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.

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.

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 M.A.J. Cremers, civil-law notary in Amsterdam, the Netherlands, at the offices of Stibbe (Beethovenplein 10, 1077 WM Amsterdam, the Netherlands) or, if sent in pdf-form electronically at her e-mail address manon.cremers@stibbe.com ultimately on 9 May 2017, 17:00 hours.

In the event the Shareholder later decides to attend the meeting he/she has the possibility to withdraw his/her proxy and voting instruction prior to the meeting, at the reception desk of the venue of the General Meeting.

Voting instruction

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		for	against	abstain
3(b)	Proposal to adopt the annual accounts for 2016	[.....]	[.....]	[.....]
3(c)	Proposal to discharge the members of the Management Board	[.....]	[.....]	[.....]
3(d)	Proposal to discharge the members of the Supervisory Board	[.....]	[.....]	[.....]
4(a)	Proposal to re-appoint Mr. Hans Willemse as member of the Supervisory Board for a period of four years	[.....]	[.....]	[.....]
4(b)	Proposal to appoint Mr. Kees van der Graaf as member of the Supervisory Board for a period of four years	[.....]	[.....]	[.....]
4(c)	Proposal to appoint Mr. Rob van der Heijden as member of the Supervisory Board for a period of four years	[.....]	[.....]	[.....]
5(a)	Proposal to extend the authority of the Management Board to issue shares and/or grant rights to acquire shares	[.....]	[.....]	[.....]
5(b)	Proposal to extend the authority of the Management Board to restrict or exclude pre-emptive rights	[.....]	[.....]	[.....]
6	Proposal to authorise the Management Board to repurchase shares	[.....]	[.....]	[.....]

7	Proposal to appoint the external auditor E&Y for the year 2018	[.....]	[.....]	[.....]
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Please complete this voting proxy and - instruction and send it timely to your bank or intermediary or the notary taking into account the deadline for registration. Your bank or intermediary must notify your presence at the meeting to ABN AMRO and state the number of shares held by you at the record date of 18 April 2017. Please instruct your bank or intermediary timely. If have not received such confirmation via ABN AMRO, your vote will not be valid.

Signed at _____ Date _____

Signature (legal representative) shareholder _____