

# BASIC-FIT ANNUAL GENERAL MEETING

THIS DOCUMENT HAS BEEN ADJUSTED. IN THE VIEW OF THE COVID-19 VIRUS, WE ADVISE YOU NOT TO ATTEND THE MEETING. WE REQUEST YOU TO EXERCISE YOUR VOTING RIGHTS BY GIVING A PROXY. WE WILL EXTEND THE DEADLINE FOR SUBMITTING VOTING INSTRUCTIONS UNTIL 20 APRIL 2020 17.00 CET.

THE LOCATION OF THE VENUE HAS CHANGED TO THE HQ OF BASIC-FIT NV, WEGALAAN 60, 2132JC IN HOOFDDORP. FOR MORE INFORMATION PLEASE CHECK OUR CORPORATE WEBSITE UNDER [SHAREHOLDERSMEETING](#).

## Voting proxy and- instruction

Proxy for the annual general meeting of shareholders of Basic-Fit N.V. on Wednesday 22 April 2020 at 14:00 CET, at HQ of Basic-Fit N.V. Wegalaan 60, 2132JC Hoofddorp, The Netherlands.

The undersigned:

*If shareholder is a private person:*

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Holder of a [Dutch] / \_\_\_\_\_ passport with number \_\_\_\_\_<sup>1</sup>

*If the shareholder is a legal entity:*

Company name: \_\_\_\_\_

Office address: \_\_\_\_\_

Legal representative(s)<sup>2</sup>: \_\_\_\_\_

Holder of a [Dutch] / \_\_\_\_\_ passport with number \_\_\_\_\_<sup>3</sup>

Number of shares held on the record date (25 March 2020): \_\_\_\_\_

<sup>1</sup> Please attach copy of passport.

<sup>2</sup> 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).

<sup>3</sup> Please attach copy of passport.

(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](mailto:manon.cremers@stibbe.com))<sup>4</sup> 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.

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](mailto:manon.cremers@stibbe.com) ultimately on 15 April 2020 no later than 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)	<b>Remuneration report 2019 (advisory voting item)</b>	[.....]	[.....]	[.....]
3(c)	<b>Proposal to adopt the annual accounts for 2019</b>	[.....]	[.....]	[.....]
3(d)	<b>Proposal to discharge the members of the Management Board</b>	[.....]	[.....]	[.....]
3(e)	<b>Proposal to discharge the members of the Supervisory Board</b>	[.....]	[.....]	[.....]
4(a)	<b>Proposal to adopt the revised remuneration policy for the Management Board</b>	[.....]	[.....]	[.....]
4(b)	<b>Proposal to adopt the remuneration policy for the Supervisory Board</b>	[.....]	[.....]	[.....]
5(a)	<b>Re-appointment of Mrs. Carin Gorter, as member of the Supervisory Board</b>	[.....]	[.....]	[.....]

<sup>4</sup> With the right of substitution in the event of a calamity at the discretion of the proxyholder

6(a)	<b>Designation of the Management Board to issue shares and/or to grant rights to subscribe for shares</b>	[.....]	[.....]	[.....]
6(b)	<b>Designation of the Management Board to restrict or exclude pre-emptive rights upon the issue of shares and/or the granting of rights to subscribe for shares as described under 6(a)</b>	[.....]	[.....]	[.....]
7	<b>Proposal to authorise the Management Board to repurchase shares</b>	[.....]	[.....]	[.....]
8	<b>Proposal to appoint the external auditor E&amp;Y for the year 2021</b>	[.....]	[.....]	[.....]

*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 25 March 2020. 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 \_\_\_\_\_