# Proxy form for the General Meeting of NSI N.V. on Friday 24 April 2020

I will not attend the meeting and hereby give a proxy to (please tick the appropriate box):

☐ ______________________________________________

______________________________________________

☐ The chairman of the meeting

to act for me, with the right of substitution, at the general meeting (the "AGM") of NSI to be held at HNK Hoofddorp, Antareslaan 69, 2132 JE Hoofddorp, the Netherlands on Friday 24 April 2020, at 2.00 pm for the purpose of considering and passing, with or without amendment, the resolutions set out in the notice convening the AGM and at the AGM attend and speak on my behalf and to vote for me and in my name in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my proxy holder will deem fit. This proxy will be governed by the laws of the Netherlands.

| | Resolution | For | Against | Abstain |
|---|---|---|---|---|
| 3a. | Discussion of the remuneration report for the 2019 financial year and advisory vote | | | |
| 4. | Adoption of the financial statements for the 2019 financial year | | | |
| 6. | Declaration of the final dividend for 2019 | | | |
| 7. | Discharge of the members of the Management Board for the policy pursued in the 2019 financial year | | | |
| 8. | Discharge of the members of the Supervisory Board for the supervision exercised during the 2019 financial year | | | |
| 9. | Composition of the Management Board | | | |
| 9a. | Proposal for reappointment of Mr B.A. Stahli as Director (CEO) | | | |
| 10. | Composition of the Supervisory Board | | | |
| 10a. | Proposal for reappointment of Ms K.M. Koks – van der Sluijs as member of the Supervisory Board | | | |
| 10b. | Proposal for reappointment of Mr H.M.M. Meijer as member of the Supervisory Board | | | |
| 10c. | Proposal for appointment of Mr J.W. Dockheer as member of the Supervisory Board | | | |
| 11a. | Revision of the Remuneration policy for the Management Board | | | |
| 11b. | Revision of the Remuneration policy for the Supervisory Board | | | |
| 12a. | Proposal to authorise the Management Board to issue ordinary shares up to a maximum of 10% of the outstanding number of shares, subject to the approval of the Supervisory Board | | | |
| 12b. | Proposal to authorise the Management Board to issue up to an additional 10% of ordinary shares (i.e. 20% in aggregate for 12a and 12b), subject to the approval of the Supervisory Board | | | |
| 12c. | Proposal to authorise the Management Board to limit or exclude pre-emptive rights upon the issuance of ordinary shares issued under 12a, subject to the approval of the Supervisory Board | | | |
| 12d. | Proposal to authorise the Management Board to limit or exclude pre-emptive rights upon the issuance of ordinary shares issued under 12 b, subject to the approval of the Supervisory Board | | | |
| 12e. | Proposal to authorise the Management Board to buy back ordinary shares in the company's own capital, subject to the approval of the Supervisory Board | | | |

Name ______________________________________________

Address ______________________________________________

Telephone ______________________________________________

Number of shares ______________________________________________

Date ______________________________________________

City ______________________________________________

Signature ______________________________________________

If you use this proxy form please do not forget to register your shares for the meeting through your bank.
Please contact your bank for further details.