

POWER OF ATTORNEY

**GENERAL MEETING OF SHAREHOLDERS
KENDRION N.V.
AMSTERDAM, MONDAY 8 APRIL 2019, 14.30 HRS**

The undersigned:

_____, acting in its capacity of holder of _____ *(please fill out number)* shares in the capital of Kendrion N.V., registered in Zeist, the Netherlands (hereinafter: the 'Company'),

grants hereby a power of attorney to each of:

Mrs Y. Wiersma (Company Secretary) and Mrs H. Verhoeven (Legal Counsel), both employees of the Company,

to represent, each and individually, the undersigned as follows:

to participate in the General Meeting of Shareholders of the Company to be held on 8 April 2019, to sign the list of participants, to speak in the General Meeting of Shareholders and to vote as follows *(please mark what is applicable)*:

		In favour	Against	Abstained
3	Adoption of 2018 Financial Statements			
4b	Dividend distribution			
5	Discharge members Executive Board			
6	Discharge members Supervisory Board			
7	Reappointment of Mr J.A.J. van Beurden as member of the Executive Board (CEO)			
8	Reappointment of Mrs J.T.M. van der Meijs as member of the Supervisory Board			
9a	Authorisation to issue shares			
9b	Authorisation to restrict or exclude pre-emptive rights			
10	Authorisation to acquire shares			

and further to do all things that he/she deems necessary or helpful in this respect, with the right of substitution.

Signed in _____ on _____ 2019.

Name:

A copy of the signed power of attorney should be received before Tuesday 2 April 2019 17:00 hours by Mrs Y. Wiersma, Company Secretary, Kendrion N.V., Utrechtseweg 33, PO Box 931, 3700 AX Zeist, the Netherlands, yvonne.wiersma@kendrion.com.