

# POWER OF ATTORNEY / VOTING INSTRUCTION

1

The undersigned hereby declares

Name: ..... Initials .....  
Address: .....  
Town: .....  
Country: .....

(if relevant) acting on behalf or on the instruction of

Company name: .....  
Address: .....  
With registered office in: .....

**Mrs. M. van Willigenburg in Apeldoorn, and/or her deputy**

to be his/her authorised representative at the

## **General Meeting of Shareholders of Holland Colours NV**

to be held on

**Thursday, July 10, 2014**

in Apeldoorn

for casting his/her vote for each item on the agenda as instructed below, and to act and perform all actions that the undersigned in person would and could have been able to do at the meeting, in all cases with the right of substitution. This power of attorney applies to the number of votes based on the number of

**.....ordinary shares**

held by the undersigned that are legally valid for attendance at the Meeting and that have been notified to ABN AMRO Bank NV via your bank or broker.

This signed power of attorney / voting instruction needs to be received  
**no later than July 3, 2014** by:

Holland Colours NV  
Attn. Mrs. M. van Willigenburg  
Postbus 720  
7300 AS Apeldoorn  
The Netherlands  
Fax no. +3155 366 2981  
Email: ir@hollandcolours.com

Agenda items and voting instruction for the  
**Annual General Meeting of Shareholders of Holland Colours NV**  
**on Thursday, July 10, 2014**

*(in the absence of a clear voting instruction, the votes will be cast in favour of the resolutions)*

Mark your choice with

X
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		For	Against	Abstain
1.	Opening	na	na	na
2.	Report of the Board of Management on the financial year 2013/2014 + update on Strategy Program "HolcoMORE".	na	na	na
3a.	Implementation of the remuneration policy in the financial year 2013/2014.	na	na	na
3b.	Adoption of the annual accounts 2013/2014 (voting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Reserves and dividend policy	na	na	na
5a.	Adoption of the appropriation of the profit (voting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5b.	Adoption of the dividend on the financial year 2013/2014 (voting); It is proposed to pay a dividend of € 2.12 in cash per ordinary share with a nominal value of € 2.27.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Discharge to the Board of Management (voting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Discharge to the Supervisory Board (voting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	(Re)appointment member Supervisory Board Mr. M.G.R. Kemper (voting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	Appointment external Auditor (voting)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Authorization to the Board of Management, subject to the approval of the Supervisory Board, to acquire ordinary shares in the Company on behalf of the Company (voting).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	Any other business	na	na	na
15.	Closure	na	na	na

Date: ..... Place: .....

Signature: ..... Name: ..... Initials: .....