

# Voting proxy

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# Voting proxy

## The undersigned

Name

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Address

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acting on behalf and/or by order of (enter only if relevant)

Name

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Address

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(the '**Principal**')

## Hereby declares

1. The Principal hereby grants a proxy as described below to Mr P.C.S. van der Bijl, civil law notary, working at NautaDutilh N.V., or his substitute, acting jointly as well as individually (each: an '**Attorney**').
2. The scope of this power of attorney extends to the performance of the following acts on the Principal's behalf: (i) to attend the annual general meeting of shareholders of ASR Nederland N.V. ('**a.s.r.**') to be held on 22 May 2019 (the '**Meeting**'), (ii) to exercise the Principal's voting rights in the manner as set out below, for as many shares as the Principal was entitled
3. The Principal hereby grants an instruction to the Attorney to exercise the voting rights of the Principal on the basis of this proxy as set out below (in the absence of such an instruction by the Principal the Attorney may vote in favour of any resolution):

to vote on the registration date for the Meeting (the '**Registration date**'), which shares are hereby registered for the purposes of the Meeting, and (iii) to conduct any other act the Principal would be allowed to perform at the Meeting itself.

Agenda item	For	Against	Abstain /Withhold
3.a Proposal to adjust the remuneration policy for the members of the Executive Board as of 1 January 2020			
3.b Proposal to determine the remuneration of the members of the Supervisory Board as of 1 July 2019			
4.a Proposal to adopt the financial statements for the 2018 financial year			
4.c Proposal to pay dividend			
5.b Proposal to appoint KPMG as external auditor for the financial years 2020 up to and including 2024			
6.a Proposal to grant a discharge from liability to the members of the Executive Board for their work performed over the 2018 financial year			
6.b Proposal to grant a discharge from liability to the members of the Supervisory Board for their work performed over the 2018 financial year			
7.a Proposal to extend the authorisation of the Executive Board to issue ordinary shares and/or to grant rights to subscribe for ordinary shares			
7.b Proposal to extend the authorisation of the Executive Board to restrict or exclude the statutory pre-emptive right			
7.c Proposal to authorise the Executive Board to acquire the company's own shares			
8.b Proposal to reappoint Kick van der Pol as a member and chairman of the Supervisory Board			

4. This power of attorney is granted with full power of substitution.

5. The relationship between the Principal and each Attorney under this power of attorney is governed by Dutch law.

*This proxy must be accompanied by a statement of an intermediary, which (i) confirms that on the Registration Date, after processing of all credit and debit entries on that date, the relevant shares belonged to such intermediary's collective depot and (ii) that the Principal mentioned in such statement was a participant in its collective depot for, after processing of all credit and debit entries on that date, the number of shares mentioned therein. Instead of the aforementioned statement, it is also possible to enclose an admission ticket provided by the respective intermediary.*

**Name**

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**Date**

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*In case ABN AMRO Bank N.V., department Corporate Broking (by post: Postbus 283 (HQ 7212), 1000 EA Amsterdam, or by email: corporate.broking@nl.abnamro.com) has not received this proxy and/or the abovementioned statement by **15 May 2019, at 5:30 pm CET**, this proxy shall not be used.*