

Voting Proxy

Voting proxy

The undersigned

Name

Address

acting on behalf of and/or on the instructions of (complete only if relevant)

Name

Address

(the "Principal")

Hereby declares

1. The Principal hereby grants a proxy as described below to Mr mr. P.C.S. van der Bijl, civil-law notary, employed by NautaDutilh N.V, or his substitute, acting jointly as well as individually (each: a "**Proxy Holder**").
2. The purpose of this proxy is to (i) attend a general meeting of shareholders of ASR Nederland N.V. ("**a.s.r.**") on behalf of the Principal to be held on

30 October 2019 (the "**Meeting**"), (ii) to exercise the voting rights of the Principal as set out below for such number of votes as the Principal was entitled to on the registration date of the Meeting (the "**Registration Date**") and which the Principal hereby notifies to the Meeting, and (iii) do everything that the Principal would otherwise be entitled to do at the Meeting.

3. The Principal hereby gives an instruction to the Proxy Holder to exercise the voting rights of the Principal on the basis of this proxy as set out below (failing which,

on the basis of this proxy, the Proxy Holder may vote in favour of the relevant resolution on any agenda item on behalf of the Principal):

| Agenda item | In favour | Against | Abstention |
|--|-----------|---------|------------|
| 3.b Proposal to appoint Gisella van Vollenhoven as a member of the Supervisory Board | | | |
| 3.c Proposal to appoint Gerard van Olphen as a member of the Supervisory Board | | | |

4. This proxy is granted with power of substitution.

5. The relationship between the Principal and the Proxy Holder under this proxy is exclusively governed by Dutch law.

This proxy must be accompanied by a statement from an intermediary to the effect that (i) on the Registration Date, all additions and deletions on that date having been processed, the shares referred to in that statement were included in a collective depot held by that intermediary and (ii) on the Registration Date, all additions and deletions on that date having been processed, the Principal was a joint owner in the relevant collective depot for the said number of shares. Instead of the aforementioned statement, it is also possible to enclose the registration certificate received from the relevant intermediary.

Name _____

Date _____

*If this proxy and/or the aforementioned statement is not received by ABN AMRO Bank N.V., Corporate Broking Department, by **23 October 2019 at 5.30 pm CEST** (by post: Postbus 283 (HQ 7212), 1000 EA Amsterdam, or by email: corporate.broking@nl.abnamro.com), this proxy will not be used.*