

**Proxy  
for the annual GENERAL MEETING  
of STERN GROEP N.V.  
on Thursday 6 May 2021  
(hereinafter: the "Meeting")**

to be held at 10:00 hours at the offices of Stern Groep N.V., Pieter Braaijweg 6, Amsterdam-Duivendrecht.

Stern Groep N.V. has requested mr. H.H. van der Kwast to perform as authorised representative to whom the shareholder can provide proxy with voting instructions in order to vote on his/her behalf at the Meeting.

If you would like to provide proxy with voting instructions to another person, please state his or her personal details below.

**The undersigned:**

Full (first and last) name: \_\_\_\_\_

Address: \_\_\_\_\_

Postal code: \_\_\_\_\_ City: \_\_\_\_\_

hereinafter referred to as the "Shareholder",

acting in his or her capacity as holder of \_\_\_\_\_ (number) ordinary shares in the capital of Stern Groep N.V.<sup>1</sup>

**Hereby declares to provide proxy to:**

Full (first and last) name<sup>2</sup>: \_\_\_\_\_

Address: \_\_\_\_\_

Postal code: \_\_\_\_\_ City: \_\_\_\_\_

To represent the Shareholder at the Meeting of Stern Groep N.V. and to speak on behalf of the Shareholder and to vote on the following agenda items in accordance with the voting instructions provided per agenda item in the list below:

\_\_\_\_\_

<sup>1</sup> If you wish to be represented at the Meeting by means of this proxy, you must register the number of normal shares that you fill in on this form in accordance with the provisions of the Convening Notice (*oproeping*) for the Meeting. Registration is possible until 29 April 2021. The number of normal shares for which your authorised representative can vote will then be entered on the registration list received by Stern Groep N.V. from ABN AMRO Bank N.V.. The certification of registration from ABN AMRO Bank N.V. will (together with the proxy form) serve as the attendance card for the Meeting.

<sup>2</sup> If you have no preference for a specific representative, you may leave this blank. A secretary appointed by Stern Groep N.V. will in this case represent you at the Meeting and vote according to your stated instructions. If you do not state instructions, the representative will vote on the proposed resolutions at their own discretion.

<b>Nr.</b>	<b>Agenda</b>	<b>Voor</b>	<b>Tegen</b>	<b>Onthouding</b>
1.	Opening and announcements	n.a.	n.a.	n.a.
2.	Discussion of the Report of the Management Board for the 2020 financial year	n.a.	n.a.	n.a.
3.	Corporate Governance	n.a.	n.a.	n.a.
4.a	Remuneration report 2020	n.a.	n.a.	n.a.
4.b	Changing the Remuneration policy for the Supervisory Board			
5.	Adoption of the financial statements for 2020			
6.a.	Reservation- and dividend policy	n.a.	n.a.	n.a.
6.b.	Dividend	n.a.	n.a.	n.a.
7.a.	Granting discharge to the members of the Management Board			
7.b.	Granting discharge to the members of the Supervisory Board			
8.a.	Composition of Supervisory Board: Reappointment of Mrs. M.E.P. Sanders			
8.b.	Composition of Supervisory Board: Reappointment of Mr P.P.M. Nielen			
8.c.	Composition of Supervisory Board: Appointment of Mr. H. ten Hove			
9.	Authorisation of the Supervisory Board to appoint a registered auditor			
10.	Authorisation of the Management Board to repurchase own shares			
11.a.	Designation of the Management Board for issuance of shares			
11.b.	Designation of the Management Board to limit or exclude the preferential right			
12.	Any Other Business	n.a.	n.a.	n.a.
13.	Close	n.a.	n.a.	n.a.

Please indicate how you wish to vote in the above list. If you do not state a voting instruction or you give multiple voting instructions for the same agenda item or fail to clearly state your voting instruction, your vote on the item in question will be marked as an abstention. This proxy is exclusively subject to Dutch law.

**as proof of which:**

this proxy is signed in accordance with the below.

\_\_\_\_\_  
Signature

Name: \_\_\_\_\_

City: \_\_\_\_\_

Date: \_\_\_\_\_

**This proxy has to be received by Stern Groep N.V. (by post or e-mail to [secretariaat@stern.nl](mailto:secretariaat@stern.nl)) no later than Thursday 29 April 2021.**