

POWER OF ATTORNEY

**GENERAL MEETING OF SHAREHOLDERS
KENDRION N.V.
AMSTERDAM, MONDAY 10 APRIL 2017, 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:

Mr W. Gooijer (Corporate Secretary) and Mrs M. Withagen (Executive Assistant), 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 10 April 2017, 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 2016 financial statements			
4	Dividend distribution			
5	Discharge members of the Executive Board			
6	Discharge members of the Supervisory Board			
7	Reappointment of Mr F.J. Sonnemans as member of the Executive Board (CFO)			
8	Reappointment of Mr H. ten Hove as member of the Supervisory Board			
9	Remuneration of the members of the Supervisory Board			
10a	Authority of Executive Board to issue shares			
10b	Authority Executive Board to restrict / suspend pre-emptive rights			
11	Authority Executive Board to repurchase Kendrion 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 _____ 2017.

Name:

A copy of the signed power of attorney should be received before Tuesday 4 April 2017 17:00 hours by Mr W. Gooijer, Corporate Secretary, Kendrion N.V., Utrechtseweg 33, PO Box 931, 3700 AX Zeist, the Netherlands, wijgert.gooijer@kendrion.com.