

POWER OF ATTORNEY

**GENERAL MEETING OF SHAREHOLDERS
KENDRION N.V.
ZEIST, MONDAY 11 APRIL 2016, 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 11 April 2016, 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 annual accounts			
4	Dividend distribution			
5	Discharge members of the Executive Board			
6	Discharge members of the Supervisory Board			
7	Appointment of Mrs M. Mestrom as member of the Supervisory Board			
8a	Authority of Executive Board to issue shares			
8b	Authority Executive Board to restrict / suspend pre-emptive rights			
9	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 at _____ on _____ 2016.

Name:

A copy of the signed power of attorney should be received before Tuesday 5 April 2016 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.