

**SPAZIO INVESTMENT N.V.**

Incorporated in the Netherlands, registered with the Trade Register of the Chamber of Commerce in Amsterdam under number: 34237136 (the “**Company**”)

**FORM OF PROXY**

For use at the Extraordinary General Meeting of Shareholders of the Company commencing at **2:00 p.m. (CET) on March 5, 2015** at the offices of the Company, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands.

I/We \_\_\_\_\_

(Please insert full name(s) and address(es) in BLOCK CAPITALS)

Of.....

being a holder shares in the Company hereby appoint the Chairman of the Meeting

or.....

to act as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of Shareholders of the Company commencing at **2:00 p.m. (CET) on March 5, 2015** at the offices of the Company, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands and at every adjournment thereof and to vote for me/us on my/our behalf as directed below.

Please indicate with an “X” in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as he thinks fit.

RESOLUTIONS		<i>For</i>	<i>Against</i>	<i>Discretion to Chairman</i>	<i>Abstain</i>
1	<p>Proposal to acknowledge and approve the resignation of Mr Nicholas Paul James as member of the management board of the Company with effect of 13 January 2015 and to grant him full discharge for the conduct of his affairs.</p>				
2	<p>Proposal to partially amend the articles of association of the Company as set out in a draft deed prepared by Van Doorne N.V. (the " Deed of Amendment") as follows:</p> <p><b>Article 19 paragraph 1 will be amended and will read as follows:</b></p> <p style="padding-left: 40px;">"19.1 The Management Board shall consist of a minimum of five (5) and a maximum of seven (7) members. Both individuals and legal entities can be Management Board members."</p> <p><b>Otherwise, the Articles of Association, remain effective;</b></p> <p style="padding-left: 80px;">and</p> <p>to authorise each of the managing directors of the Company, each of the lawyers, (candidate-) civil-law notaries and tax advisers of Van Doorne N.V. (the "Attorney(s)"), acting individually to do any and all of the following acts or things:</p> <ul style="list-style-type: none"> <li>a. to sign the Deed of Amendment;</li> <li>b. to execute all such other documents and to do all such other things as may, in the sole and absolute discretion of the Attorneys or the relevant Attorney, be required to be signed, executed or delivered by the Shareholders, or done by the Shareholders in connection with the document described in this shareholders' resolution or be appropriate or necessary for effectively carrying out the objects herein authorised; and</li> <li>c. to appoint any substitute or substitutes for any and all of the above purposes and to revoke such appointment at will.</li> </ul>				

3	Proposal to amend the remuneration policy of the Company to the extent that in addition to the one board member who is entitled to an annual gross salary of € 60,000, the remaining board members are entitled to an annual gross salary of € 20,000 as well as reimbursement of reasonable out-of-pocket expenses incurred in connection with their duties as members of the Management Board.				
4	Proposal to ratify the reimbursements to the members of the Management Board as from 1 January 2013 until the date of this meeting.				

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

#### NOTES

1. If any other proxy is preferred, strike out the words "Chairman of the Meeting" and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Management Board.
2. If the appointer is a corporation this form must be completed under its common seal or under the hand of some officer or attorney duly authorised in writing.
3. The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
4. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarized or otherwise certified copy of such power must reach the Company **no later than 02:00 p.m. (CET) on March 2, 2015.**
5. The completion of this form will not preclude a member from attending the meeting and voting in person.
6. Any alteration of this form must be initialed.