

**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 Annual General Meeting of Shareholders of the Company commencing at **12:00 p.m. (CEST) on 25 August 2016** 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 our proxy to vote for us and on our behalf at the Annual General Meeting of Shareholders of the Company commencing at **12:00 p.m. (CEST) on 25 August 2016** at the offices of the Company, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands and at every adjournment thereof and to vote for us on 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		For	Against	Discretion to Chairman	Abstain
1	Extension of the period for preparing and submitting the consolidated financial statements for financial year ending on 31 December 2015.				

2	<p>Presentation of the consolidated financial statements of the company for financial year ending on 31 December 2015, the managing directors' report and the auditor report issued in relation thereto:</p> <ul style="list-style-type: none"> <li>a. Presentation and acknowledgement of the managing directors' report for the financial year ended on 31 December 2015</li> <li>b. Presentation and acknowledgement of the report of the statutory auditor for the financial year ended on 31 December 2015</li> <li>c. Presentation of the consolidated financial statements for the financial year ended on 31 December 2015.</li> </ul>				
3	<p>Proposal to adopt the Consolidated Balance sheet, Consolidated Income statement and the notes thereto for the financial year ended December 31, 2015.</p>				
4	<p>Proposal to resolve the appropriation of the net result, in accordance to article 30 and 31 of the articles of association.</p>				
5	<p>Proposal to give a discharge and release from liability to the board of managing directors and each managing director individually for its/their conduct of the Company's affairs over the past financial year.</p>				
6	<p>Proposal to authorize the Management Board of the Company to elect the auditing firm to be (re)appointed to audit the annual accounts for the financial year ending 31 December 2016.</p>				
7	<p>Proposal to acknowledge and approve the resignation of Mr. Tamburini as member of the management board of the Company with effect of 31 March 2016 and to grant his full discharge for the conduct of his affairs.</p>				

8	Proposal to appoint Mr. Ian Melvin as new member of the management board of the Company.				
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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 **12:00 p.m. (CEST) on 22 August 2016.**
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 initialled.