

Power of attorney (PoA)

Herewith, the undersigned:

Name: Initials:

Address:..... Place of residence:.....

(optional) acting on behalf of or on the instruction of

Company name:

Address:

Located in:

grants a power of attorney to the following person or organisation¹:

..... (name)

..... (address)

..... (postcode/place/country)

to represent him/her as the “Proxyholder”, at the **Annual General Meeting of Shareholders of Nedap N.V.** to be held on Thursday, **9 April 2020** at 11 a.m. at Hotel nhow Amsterdam RAI, Europaboulevard 2b, 1078 RV, **Amsterdam**

And to authorise him/her to vote for the undersigned on the relevant agenda item in the manner indicated below and to do everything that the undersigned, if present at the meeting, could and may do, all with the right of substitution. This authorisation is based on the number of **shares** held by the undersigned that have been lawfully registered for participation in the meeting via <http://www.abnamro.com/evoting> or through your bank or broker at ABN AMRO Bank.

We would like to receive a copy of the signed electronic power of attorney/voting instruction at the latest by **Thursday, 2 April 2020:**

Nedap N.V.

attn.: Mrs J.T.M. Smit-Haffmans

Parallelweg 2

7141 DC Groenlo

The Netherlands

E-mail: judith.smithaffmans@nedap.com or manon.cremers@stibbe.com

Please make sure you bring the original PoA to the shareholders’ meeting.

¹ If you do not have a specific preference for a proxy, fill in: “Stibbe”. In this respect this refers to Ms M.A.J. Cremers and/or her deputy and/or any civil-law notary or junior civil-law notary at Stibbe in Amsterdam.

Power of attorney (PoA)

Please make sure you bring the original PoA to the shareholders' meeting.
Voting instruction for the agenda items (AI) of the annual general meeting of shareholders Nedap N.V., to be held on Thursday, 9 April 2020, 11 a.m.

(in the absence of a clear voting instruction, votes will be cast in favour of the relevant proposals)

Indicate your choice by using

AI	Subject	For	Against	Abstain
3a.	Advisory vote on the remuneration report 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b.	Adoption of the financial statements 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3e.	Discharge of the members of the management board for their policy for 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3f.	Discharge of the members of the supervisory board for their supervision over 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5d.	Proposal to reappoint Mr G.F. Kolff as a member of the supervisory board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Authorization of management board to repurchase ordinary shares in Nedap N.V.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a.	Appointment of management board as authorised body to issue ordinary shares in Nedap N.V.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b.	Appointment of management board as authorised body to limit or exclude the pre-emptive rights in the event of the issuance of ordinary shares in Nedap N.V.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The undersigned declares to indemnify and hold the Proxyholder harmless against any claims, actions or proceedings against the Proxyholder and against any damage, costs or expenses that the Proxyholder may incur when performing acts in accordance with this voting instruction in good faith.

Date:

Place:

Name:

Initials:

Signature: