

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 Ms M.A.J. Cremers and/or her deputy with the right of substitution to represent him/her as the “Proxyholder”, at the:

Annual General Meeting of Shareholders of Nedap N.V. to be held on **25 June 2020** at **11 a.m.** in **Groenlo, Parallelweg 2**

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 www.abnamro.com/evoting or through your bank or broker at ABN AMRO Bank.

We would like to receive a copy of the signed written power of attorney / voting instruction by e-mail to judith.smithaffmans@nedap.com or manon.cremers@stibbe.com no later than **18 June 2020**, at **17:00 hrs.**

¹Based on article 38.1 of the articles of association and in accordance with normal practice, Stichting Cross Options will be asked to adopt the minutes of the meeting together with the Chairman of the meeting.

Power of attorney (PoA)

Voting instruction for the agenda items (AI) of
the annual general meeting of shareholders Nedap N.V., to be held on
Thursday 25 June 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
2b.	Advisory vote on the remuneration report 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c.	Adoption of the financial statements 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2e.	Release of liability of the members of the management board for their policy for 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2f.	Release of liability of the members of the supervisory board for their supervision for 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Remuneration policy	<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 the management board to repurchase ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a.	Designation of the management board as the authorised body to issue ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b.	Designation of the management board as the authorised body to restrict or exclude the pre-emptive rights on issuance of ordinary shares	<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:.....