



PROXY

(and voting instruction)

Proxy for TKH Group N.V. shareholders of (depository receipts of) ordinary shares

(authorization for a third party to act on behalf of a holder of (depository receipts of) ordinary shares)

THE UNDERSIGNED

Name

Address

Place

Country

Telephone number

Number of (depository receipts of) shares

Declares that by 17:30 pm (Dutch time) on Tuesday March 29, 2022, he/she registered the above-mentioned number of (depository receipts of) shares in TKH Group N.V. with ABN AMRO Bank N.V., acting under the name ABN AMRO, through an affiliated organization for the AGM of TKH Group N.V. to be held on Tuesday April 26, 2022.

HEREBY AUTHORIZES (the “other proxy”)

Name

Address

Place

Country

Telephone number

E-mail

Holder of the [Dutch] passport with number

a copy of which has been appended to this proxy as Annex A¹

To exercise his / her rights (including the right to vote) for the aforementioned number of (depository receipts of) ordinary shares according to the voting instructions on the next page.

The undersigned undertakes not to hold the proxy liable for any legal act he/she performs in accordance with this proxy. Dutch law applies to this proxy and the explanation. Any disputes concerning this proxy will be submitted exclusively to the competent court in Amsterdam.

1 in so far as the signatory to this proxy is not acting on his/her own behalf but on that of a company or legal entity, documentation must also be appended, which reveals that he/she is authorized to represent this company or legal entity (e.g. an extract from a companies register).



This form will be considered if this power of attorney is dated, completed and signed by both you and the other proxy. This form must be received in good order no later than **April 19, 2022 at 5:30 pm** (Dutch time) by the company by e-mail: info@tkhgroup.com in order to qualify as vote at the AGM..

The holder of (depository receipts of) ordinary shares) or the other proxy casts his / her vote in accordance with the overview below.

AGENDA ITEM	VOTE		
	FOR	AGAINST	ABSTAIN
2(B) Remuneration report for the 2021 financial year (advisory vote)			
2(C) Proposal to adopt the annual financial statements for the 2021 financial year			
2(E) Proposal to declare the 2021 dividend and make it payable			
2(F) Discharge of the members of the Executive Board for their management duties			
2(G) Discharge of the members of the Supervisory Board for their supervisory duties			
3 Proposal to the shareholders at the AGM to reappoint Mr. H.J. Voortman as a member of the Executive Board			
4(D) Proposal to the shareholders at the AGM to reappoint Mr. R.L. van Iperen as a member of the Supervisory Board, if the shareholders do not invoke their right of recommendation			
4(F) Proposal to the shareholders at the AGM to appoint Mr. P.W.B. Oosterveer as a member of the Supervisory Board, if the shareholders do not invoke their right of recommendation			
5 Proposal to appoint the external auditor to audit the annual financial statements for the 2023 financial year			
6(a1) Proposal to appoint the Executive Board as the competent authority to decide on the issue of ordinary shares and cumulative financing preference shares			
6(a2) Proposal to appoint the Executive Board as the competent authority to decide on the restriction or exclusion of shareholders' pre-emptive rights with respect to the issue of shares referred to under a1			
7 Proposal to authorize the Executive Board to acquire shares in the company			

Signature holder of (depository receipts of) ordinary shares

Date and place

Signature other proxy

Date and place