



Shareholders meeting

## **Power of Attorney**

This Annual General Meeting of shareholders ("AGM") will take place on February 4th, 2021 at 2:00pm CET.

The notice, the complete agenda and the explanatory notes thereto, the minutes referred to in agenda item 2 and the annual report 2019 are available for inspection and can be acquired at no costs at our office. These documents can also be downloaded from the website of the Company ([www.dgb.earth](http://www.dgb.earth)).

Hardenberg, December 24th 2020



# Power of attorney

DGB Group N.V. invites its shareholders and other persons entitled to attend AGM. The meeting will be held on February 4th, 2021 at 2:00pm CET.

The undersigned (the "Grantor"),

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

Name: .....

Address: .....

Postal code: .....

Town: .....

Telephone number: .....

Email: .....

being a holder of shares in the Company, hereby grants a power of attorney to: (\*)

Name: .....

Address: .....

Postal code: .....

Town: .....

*(\*) Fill in "the Chairman of the Meeting" if you do not have a preference for a representative*

as my proxy to vote for me and on my behalf at the AGM of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below (\*)



Resolutions		For	Against	Abstain
Item 2	Approval Minutes of the Extraordinary General Meeting of shareholders of 4 September 2020			
Item 4	Adoption of annual accounts 2019			
Item 6a	Discharge of the members of the Board of Directors: Mark Logtenberg			
Item 6b	Discharge of the members of the Board of Directors: Raymond van Riele			
Item 6c	Discharge of the members of the Board of Directors: Leo Verheijen			
Item 6d	Discharge of the members of the Board of Directors: Selwyn Duijvestijn			
Item 8	Distribution of special dividend			
Item 10	Delegation to the Board of Directors of the powers to (a) issue, and grant rights to subscribe for, shares in the capital of the Company up to a maximum aggregate issuance price of EUR [25,000,000]; and (b) restrict or exclude the pre-emptive rights in connection with such issue of, or grant of rights to subscribe for shares in the capital of the Company, each for a period of 5 years from the date of the AGM.			



Item 11	Delegation to the Board of Directors, for a period of 18 months from the date of the AGM, of the power to acquire all 100 issued and outstanding 100 priority shares of the Company for a purchase price equal to their nominal value.			
---------	--	--	--	--

*(\*) In absence of clear voting instruction, the votes will be cast in favour of the resolutions*

**Signature:** .....

**Date:** .....

**Notes:**

1. To be effective, this power of attorney must be deposited at the offices of DGB or by facsimile: +31(0)208080232 or by email: [ir@dgb.earth](mailto:ir@dgb.earth) ultimately by 17.00 hours CET on 28 January 2021.
2. Any alterations made to this form of proxy should be initialled.