

Power of Attorney

The undersigned, [____], a limited liability company incorporated under the laws of [____], having its registered office and its principal place of business in [____], [____], [____], [____], (**The 'Transferee'**),

WHEREAS

- [____], hereinafter: "**Transferors**", hold together [____] shares (and each of them separately [____] shares) with a nominal value of Euro [____],-- ([____] euro) (hereinafter referred to as: the "**Shares**") in the entire issued and paid up share capital of [____], having its registered office and its principal place of business in [____], The Netherlands, at the [____], hereinafter referred to as "**the Company**",
- The Transferee wishes to accept the transfer of the Shares;
- Transferee and Transferors agreed upon the terms and conditions for the sale and purchase of the Shares;
- The Transferor wishes to grant power of attorney in relation to the transfer of the Shares by notarial deed,

HEREBY GRANTS POWER OF ATTORNEY TO any legal counsel and any employee of the office of [____], [____], having its offices at [____], The Netherlands, together and each of them individually and with full powers of substitution to be its true and lawful attorney in respect of the transfer of the Shares and in connection therewith:

- a. to appear before a civil law notary in order to sign the notarial deed with respect to the transfer of the Shares, i.e. [____] shares in the issued capital of the Company;
- b. to do all such acts and things that may be necessary or useful in connection with the aforesaid.

The Transferee hereby covenants and agrees to indemnify and to hold harmless the said attorneys or persons designated hereunder by (one of) them from and against any liability they or any one of them might incur for any steps taken by (any one of) them in connection with this Power of Attorney

Signed this _____ day of [_____]

For and on behalf:

[_____]

By: [_____]