



**Proxy for use at the Extraordinary General Meeting of Shareholders**

.....being the holder of .....  
 Ordinary Shares of Himalayan N.V. (the "Fund") hereby appoints the Chairman of the Meeting as our proxy to vote for us on our behalf at the Extraordinary General Meeting of Shareholders of the Fund to be held at 12h30 on 5 April 2018 and at any adjournment thereof as directed below.

	FOR	AGAINST	ABSTAIN
2 To approve the minutes of the AGM of 15 June 2017			
3. To reappoint Mazars Paardekooper Hoffman Accountants N.V. as the auditors of the Fund and to authorise the Board of Directors to fix their remuneration			
4 To fix the remuneration of the Board with effect from 1 January 2018 until the date of this Meeting to be fixed at the same fee the Board has received for its services in 2017			
5. To dissolve of the Fund (followed by liquidation of its assets and liabilities liquidate the Fund).			
6. To appoint the Board as the liquidators of the Fund and to fix their remuneration at the same fee the Board has received for its services in 2017			
7 To appoint Maatschap Inviqta, Tax en Legal Support, a partnership registered with the chamber of commerce under number 34373769 as the person that will take custody of the books and records of the company and to authorise the liquidator to fix its remuneration			
8. To de-list the Ordinary Shares from Euronext Amsterdam at a date to be decided by the liquidator			



For and on behalf of

.....

---

Authorised Signatories

Signed this.....day of .....2018.

Notes:

- (1) In completing this form, please indicate in the relevant box how many shares are registered in your name.
- (2) If this form is completed in respect of all the shares registered in your name, please indicate how you wish the votes to be cast by placing a tick in the relevant box. If any of the votes cast are to be in respect of less than your full shareholding, please indicate in each box the number of votes to be cast in relation to the resolution. Unless otherwise instructed, the proxy will vote or abstain as he thinks fit. The proxy need not be a shareholder of the Fund.
- (3) If you wish to appoint another person to be your proxy instead of the Chairman of the Meeting, you should delete the words "Chairman of the Meeting" and write the name of your proxy in the space provided.
- (4) If the appointor is a corporation, this form of proxy must be executed under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. In the case of joint holders, the vote of the first named holder who tenders a vote shall prevail.

**THIS APPOINTMENT OF PROXY MUST BE DEPOSITED AT THE OFFICES OF THE FUND, LEGMEERDIJK 182, 1187 NJ AMSTELVEEN, THE NETHERLANDS , NOT LATER THAN 12h30 ON TUESDAY 3 APRIL 2018.**