

WRITTEN PROXY for the Annual General Meeting of GrandVision N.V. to be held on May 2, 2017 (the "AGM") at the Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol, at 10:30 hours CET.

The undersigned:

| | |
|------------------------------|--|
| Name | |
| Address | |
| Postal code/ city/country | |

hereinafter referred to as the Shareholder, acting in its capacity as holder of _____ (please include number) ordinary shares in the share capital of GrandVision N.V., that are duly registered in the shareholders register of GrandVision N.V., hereby grants power of attorney to represent the Shareholder at the AGM in order to speak and exercise the voting rights attached to the Shares on behalf of the Shareholder in respect of the agenda items for the AGM to:

☐ **1. A chosen third party, namely:**

| | |
|------------------------------|--|
| Name | |
| Address | |
| Postal code/ city/country | |

- ☐ a. without specific voting instruction, or
☐ b. in the manner set out below under **3.** (please indicate which is applicable)

☐ **2. An independent third party** within the meaning of article IV.3.11 of the Dutch Corporate Governance Code, being a person designated by NFGD Zoetermeer B.V. (*Nederlandse Film en Geluidsdienst B.V.*), in the manner set out below under **3.** (please indicate which is applicable):

☐ **3. Voting instructions:**

| No. (agenda item) | Agenda voting items | For | Against | Abstain |
|----------------------|--|--------------------------|--------------------------|--------------------------|
| 2c. | Adoption of annual accounts for the financial year of 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3b. | Dividend distribution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4a. | Discharge of managing directors for their | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | | |
|-----|---|--------------------------|--------------------------|--------------------------|
| | management during the past financial year | | | |
| 4b. | Discharge of supervisory directors for their management during the past financial year | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | Re-appointment of Mr. P. Bolliger | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. | Re-appointment of Mr. J. Cole | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. | Amendment of remuneration policy | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. | Appointment of PricewaterhouseCoopers Accounts N.V. as external auditor for financial year 2018 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9a. | Authorization of supervisory board to issue shares or grant rights to acquire shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9b. | Authorization of supervisory board to restrict or exclude pre-emptive rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. | Authorization of management board to repurchase shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

SIGNING

Signature: _____

Number of Shares: _____

Place: _____

Date: _____

INSTRUCTION AND TERMS

1. Your proxy and, if applicable, voting instructions will be taken into account only if the full, completed and duly signed proxy voting form has been received in good order at the offices of ABN AMRO Bank N.V., Department Corporate Broking HQ 7050 (P.O. Box 283 (HQ7050), 1000 EA Amsterdam, the Netherlands) or, if sent in pdf-form electronically at the e-mail address: corporate.broking@nl.abnamro.com not later than April 25, 2017 6:00 p.m. CET.
2. The proxy voting form is to be completed by pen only and is to be unequivocal with respect to your instructions (in case of deletions and corrections, please use a new form). Proxies and voting instructions which do not comply with these requirements will be disregarded.
3. Should you wish to submit your proxy electronically, please visit www.abnamro.com/evoting and follow the instructions on the website.

4. *If you submit more than one proxy and/or voting instructions with respect to the same securities (whether on paper or in electronic form), only the proxy and/or voting instructions with the most recent date of completion and which meets the requirements under 1 and 2 will be taken into account. If no order can be established, all such proxies or voting instructions will be disregarded.*
5. *If you (e.g. as an asset manager, trustee or otherwise) act in the name of more than one shareholder, you are required to submit for each party (including yourself) a separate proxy.*
6. *As a shareholder, by signing this form you confirm that as per the Record Date (on April 4, 2017) you have the voting rights attached to the shares held by you as per that date.*
7. *If you hold your shares via an intermediary as defined under the Dutch Securities Giro Transfer Act (Wet giraal effectenverkeer), please make sure that your intermediary provides a statement to ABN AMRO Bank N.V. by which it confirms that you are a holder of ordinary shares on the record date (on April 4, 2017), no later than 2:00 p.m. (CET) April 28, 2017.*
8. *A copy of the full and duly signed proxy must be shown at the registration desk for admission to the AGM.*
9. *Persons entitled to attend the meeting must present a valid administration ticket for the meeting and may be asked for identification prior to being admitted and are therefore requested to carry a valid identity document.*
10. *The voting is governed by the articles of association of GrandVision N.V. and the proxy or voting instructions will be subject to Dutch law.*
11. *If you have questions regarding the proxy voting form, please contact corporate.broking@nl.abnamro.com or by phone: +31 (0) 20 344 2000.*