

POWER OF ATTORNEY

For the Extraordinary General Meeting of Shareholders 2006 (the "EGM") of the limited liability company: Amtel-Vredestein N.V., with its statutory seat in Amsterdam (the "Company"), to be held on **the 5th day of September 2006 at 14.00** at Ir E.L.C. Schiffstraat 370, 7547 RD Enschede, the Netherlands.

The undersigned,

..... (name),
..... (address),
..... (postal code and town),
..... (country),

hereinafter referred to as: the "Securities Holder", acting in its capacity as holder of (number) (depository receipts of) ordinary shares in the share capital of the Company, hereby grants a power of attorney to:

..... (name*),
..... (address),
..... (postal code and town),
..... (country),

to represent the Securities Holder at the EGM of the Company and to speak on behalf of the Securities Holder and, as the case may be, to vote the shares in respect of the items on the agenda for the EGM, in the manner set out below:

No.	Agenda	For	Against	Abstain
1.	Opening of the meeting by the Chairman.	n.a.	n.a.	n.a.
2.	Composition of the Executive Board. Nomination for appointment and appointment to the Executive Board.			
3.	Authorization of the Executive Board to acquire (depository receipts of) shares in the			

	capital of the Company.			
4.	Questions before closure of the meeting.	n.a.	n.a.	n.a.
5.	Closing.	n.a.	n.a.	n.a.

Signature:

Place:

Date:

This proxy must be received by Amtel-Vredestein N.V. (Management Secretariat, P.O. Box 235, 7500 AE Enschede in the Netherlands; fax number 00 31 53 4 888 628) no later than the 31th day of August 2006.