

**POWER OF ATTORNEY**

For the Annual General Meeting of Shareholders 2006 (the "AGM") of the limited liability company: Amtel-Vredestein N.V., with its statutory seat in Amsterdam (the "Company"), to be held on **the 26<sup>th</sup> day of June 2006 at 2:00 p.m.** at Hotel The Grand Sofitel Demeure, Oudezijds Voorburgwal 197, 1012 EX Amsterdam, 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 AGM 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 AGM, 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.	Report of the Supervisory Board and the Executive Board for the year 2005.	n.a.	n.a.	n.a.
3.	Financial statements 2005. a. Adoption of the financial statements 2005. b. Policy on allocation of profits and on			

\* Fill in Mr. T. Tholens if you do not have a preference for a representative.

	dividend. c. Discharge of the Executive Board. d. Discharge of the Supervisory Board.			
4.	Appointment of the auditor.			
5.	Adoption of remuneration policy regarding the Executive Board.			
6.	Adoption of remuneration of Members of the Supervisory Board.			
7.	Composition of the Executive Board. a. Resignation of Member of the Executive Board. b. Nomination for appointment and appointment to the Executive Board.			
8.	Composition of the Supervisory Board. a. Resignation of Members of the Supervisory Board. b. Nomination for appointment and appointment to the Supervisory Board.			
9.	Proposal to amend the terms of office of the Members of the Executive Board and the Supervisory Board.			
10.	Corporate Governance.			
11.	Amendments to the articles of association of the Company.			
12.	Authorisation of the Executive Board to acquire shares in the capital of the Company.			
13.	Questions before closure of the meeting.	n.a.	n.a.	n.a.
14.	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 19<sup>th</sup> day of June 2006.**