

OCTOPLUS N.V.

Proxy / Voting instruction

THE UNDERSIGNED:

_____, a company / private person residing at _____, acting in its/his capacity as holder of _____ shares in **OctoPlus N.V.** (the "Company"), a public company with limited liability (*naamloze vennootschap*) incorporated and existing under the laws of the Netherlands, having its address at Zernikedreef 12, 2333 CL, Leiden, the Netherlands,

HEREBY GRANTS FULL PROXY AND POWER OF ATTORNEY TO

each member of the Executive Board of the Company / _____ to represent the undersigned, with the right of substitution, in the Annual General Meeting of Shareholders of the Company, which will be held at the offices of the Company on 23 April 2009 and to vote on behalf of the undersigned in any and all matters that will be proposed to the shareholders of the Company, with all powers which the undersigned would possess and would be able to execute if personally present at said meeting, and to resolve on any and all matters which the proxyholder may deem necessary and appropriate, subject to and in accordance with the instructions below.

Direction of vote on the following matters:	<u>In favour</u>	<u>Against</u>	<u>Abstain</u>
3. Adoption of the 2008 Annual Accounts	[]	[]	[]
4. a) Discharge of the members of the Executive Board for their management in the financial year 2008	[]	[]	[]
b) Discharge of the members of the Board of Supervisory Directors for their supervision in the financial year 2008	[]	[]	[]
5. Amendment of the articles of association			
a) Approval of amendment	[]	[]	[]
b) Consummation of the amendment	[]	[]	[]
c) Authorisation to effect the amendment	[]	[]	[]
6. Composition of the Board of Supervisory Directors			
a) Appointment Mr. James Gale	[]	[]	[]
b) Re-appointment Mr. Philip Smith	[]	[]	[]
7. Appointment of Deloitte Accountants B.V. as auditor for the financial year 2009	[]	[]	[]

Direction of vote on the following matters:**In favour****Against****Abstain**

8. Approval of designation of the Executive Board as [] [] []
company body authorised to repurchase of OctoPlus
N.V. shares.

This form completed by the shareholder must have been received by the Company ultimately on 22 April 2009 at 9.00 AM at the office address of the Company, or fax to +31(0)71-5244041.

Signed in _____ on _____ 2009.

By:

Title: