



AMTELVREDESTEIN

POWER OF ATTORNEY

For the Annual General Meeting of Shareholders 2007 (the "AGM") of the limited liability company: Amstel-Vredestein N.V., with its statutory seat in Enschede (the "Company"), to be held on **the 30th day of June 2007 at 11 a.m.** at Sheraton Amsterdam Airport Hotel & Conference Center, Schiphol Boulevard 101, 1118 BG 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) 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, all with the power of substitution:

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 2006.	n.a.	n.a.	n.a.
3.	Financial statements 2006. a. Adoption of the financial statements 2006 (approval extension period for drawing-up). b. Policy on allocation of profits and on 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.			

* Fill in Mr. S. Gupta if you do not have a preference for a representative.



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	a. Resignation of Members of the Executive Board. b. Nominations for appointments and appointments to the Executive Board.			
8.	Composition of the Supervisory Board. a. Resignation of Member of the Supervisory Board. b. Nomination for appointment and appointment to the Supervisory Board.			
9.	Authorisation of the Executive Board to acquire (depository receipts of) shares in the capital of the Company.			
10.	Questions before closure of the meeting.	n.a.	n.a.	n.a.
11.	Closing.	n.a.	n.a.	n.a.

This power of attorney is governed by the laws of the Netherlands.

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 24th day of June 2007.