

PROXY FORM

**regarding the EXTRAORDINARY GENERAL MEETING
of ICT Group N.V. on Friday 9 July 2021
(hereinafter referred to as: the "EGM")**

which will start at 11:00 CEST, at the Engels Meeting and Conference center, Stationsplein 45,
3031 AK Rotterdam,

The undersigned:

Full name and surname: _____

Address: _____

Postal code: _____ Residence: _____

hereafter referred to as, the "**Shareholder**",

acting in his/her capacity as holder of _____ (*number*)
ordinary shares in the share capital of ICT Group N.V.¹

herewith grants a power of attorney to:

Full name and surname²: _____

Address: _____

Postal code: _____ Residence: _____

to represent the Shareholder at the EGM of ICT Group N.V. and on behalf of the
Shareholder to speak and vote on the following agenda items in accordance with the
attached voting instruction and furthermore to do everything that the proxy considers
useful or necessary in connection with the above.

In witness whereof, this power of attorney is signed as provided below.

(signature)

Name: _____

Place: _____

Date: _____ 2021

This power of attorney and the attached voting instruction must be received at the email address: BAVA2021@ict.eu together with the original registration certificate and a copy of a valid passport of the signatory no later than 2 July 2021 at 17:30 CEST.

- 1 If you wish to be represented at the EGM by means of this power of attorney, you must notify the number of ordinary shares that you fill in on this form in accordance with the provisions in the convocation to attend the EGM. The number of ordinary shares for which the proxy holder can vote will then appear on the registration list that ICT Group N.V. receives from ABN AMRO Bank.
- 2 If you have no specific preference for a proxy, you may leave this question unanswered. ICT Group N.V. will then appoint a proxy to represent you at the EGM and to vote in accordance with your instructions. If you do not give any instructions, the proxy will vote on the proposed resolutions at their discretion.

Voting instruction

Nr.	Agenda	For	Against	Abstain
1.	Opening and announcements	N/a	N/a	N/a
2.	Recommended public offer	N/a	N/a	N/a
2a.	Explanation of the recommended public offer by NPM Investments XI B.V. for all issued and outstanding ordinary shares in the share capital of the Company	N/a	N/a	N/a
2b.	Post-Closing Restructuring Resolution (<i>voting item</i>)			
2c.	Composition of the Supervisory Board	N/a	N/a	N/a
2c.(i)	Notice of three (3) conditional vacant positions of the Supervisory Board	N/a	N/a	N/a
2c.(ii)	Opportunity for the general meeting of the Company (the " General Meeting ") to make conditional recommendations	N/a	N/a	N/a
2c.(iii)	Notifaction of the Supervisory Board of the names of the persons nominated for appointment	N/a	N/a	N/a
2c.(iv)	Conditional appointment of Mr B.P. Coopmans as a member of the Supervisory Board, with effect as per the Settlement Date (<i>voting item</i>)			
2c.(v)	Conditional appointment of Mr J.J. Bongers as a member of the Supervisory Board, with effect as per the Settlement Date (<i>voting item</i>)			
2c.(vi)	Conditional appointment of Mr M.A. Koster as a member of the Supervisory Board (<i>voting item</i>)			
2c.(vii)	Conditional grant of full and final discharge to Mrs A.J.M. de Vries-Schipperijn, Mr W.N van de Bunt and Mrs J. Wesseling-Niessen (<i>voting item</i>)			
2d.	Amendments to the articles of association	N/a	N/a	N/a
2d.(i)	Conditional amendment of the articles of association of the Company as per Settlement (<i>voting item</i>)			
2d.(ii)	Conditional conversion and amendment to the articles of association of the Company as per Delisting (<i>voting item</i>)			

3.	Any other business	N/a	N/a	N/a
4.	Closing	N/a	N/a	N/a