

Power of attorney

THE UNDERSIGNED:

• (the "Grantor"), a [private company with limited liability] [a limited liability company] [a company incorporated and existing under the laws of •], with its registered office in • and its business office at •, registered at [the Commercial Register of the Chamber of Commerce and Industries for •] [•] under number •,

HEREBY APPOINTS:

_____ (the "Attorney"), acting jointly or individually in its name and on its behalf, to do any and all of the following acts or things:

- (1) to attend an annual general meeting of shareholders of Cryo-Save Group N.V., a limited liability company (*naamloze vennootschap*), incorporated under the laws of the Netherlands, with its registered office in Zutphen and its business office at (7201 HB) Zutphen, IJsselkade 8 (the "Company"), to be held on or about the 11th day of June 2008 and at said meeting to exercise the voting rights attached to the shares held by the Grantor in the capital of the Company, and more specifically to exercise the voting rights for the purpose of the resolution of the general meeting of shareholders as described in the agenda;
- (2) to execute all such other documents and to do all such other things as may, at the sole and absolute discretion of the Attorney be required to be signed, executed or delivered by the Grantor, or done by the Grantor in connection with the documents described in this Power of Attorney, or be appropriate or necessary for effectively or expeditiously carrying out the objects herein authorised; and
- (3) to appoint any substitute(s) for any and all of the above purposes and to revoke such appointment at pleasure.

The Grantor irrevocably and unconditionally undertakes to indemnify, the Attorney and its substitute(s) against all costs, claims, expenses and liabilities in whichever way

incurred by any of them as a result of the exercise or purported exercise in good faith of any power conferred by this Power of Attorney.

This Power of Attorney is governed by and shall be construed in accordance with Netherlands law.

Signed in the places and on the dates as mentioned below the signatures.

●
by :
title :
place :
date :

[_____
●
by :
title :
place :
date :

INSTRUCTIONS WITH RESPECT TO AUTHENTICATION OF THIS POWER OF ATTORNEY

- (i) The Grantor must check with local counsel that the Power of Attorney fully satisfies the requirements of the laws of the jurisdiction of the Grantor.
- (ii) The signature(s) on the Power of Attorney and the authority of the signatory/signatories to represent the Grantor must be verified by a notary or a lawyer within the jurisdiction of the Grantor, not only confirming the authenticity of the signatures of the Grantor's director(s) who have signed the Power of Attorney, but also confirming his or their authority to represent the Grantor in the present transaction.

The authentication should be made in the following form:

"I, [*name notary*] in [*name city and country*] hereby certify that the attached Power of Attorney, dated [*date*] and granted by [*Grantor's official name*] has been signed by Mr. X [*and Mr. Y*] and that Mr. X [*and Mr. Y, acting jointly*] has [*have*] the power and authority to represent and bind [*Grantor's official name*] and to grant the attached power of attorney on behalf of [*Grantor's official name*].

[*Place, date*]

[*Name*]"

- (iii) Finally, the signed and authenticated Power of Attorney should be provided with an Apostille under the The Hague Convention (*The Hague Convention 5 October 1961: Convention Abolishing the Requirement of Legalisation of Foreign Public Documents*) or up to the Dutch Embassy or Consulate.