

**PROXY/POSTAL VOTE**
**for William Demant Holding A/S' Annual General Meeting Tuesday 9 April 2013 at 4.00 p.m.**

I hereby give proxy or vote by post as indicated below (please tick off one box only):

**I hereby give proxy to the Chairman of the Board of Directors** of William Demant Holding A/S with full power of substitution to vote on my/our behalf at the General Meeting, cf. the Board's recommendations below.

**I hereby give proxy to:** \_\_\_\_\_  
 \_\_\_\_\_  
 Name/address of the proxy holder (please use capital letters)

to attend and vote on my/our behalf at the General Meeting and hereby order an admission card on his/her behalf. If the proxy holder wants to bring an adviser, an admission card must also be ordered for the adviser.

**I request admission card for the proxy holder's adviser:** \_\_\_\_\_  
 Name of the adviser (please use capital letters)

**Proxy form.** In the table below, I have indicated how I wish to vote at the General Meeting. Please note that this proxy will only be used if a vote is requested by a third party.

**Vote by post.** In the table below, I have indicated how I wish to vote at the General Meeting. Please note that votes by post cannot be withdrawn, and that they will also be used in case of proposed amendments to the items on the agenda. Votes by post must be received no later than 8 April 2013 at 12.00 noon.

<b>Items on the agenda for the Annual General Meeting on 9 April 2013</b> (shortened; please note that the complete agenda appears from the notice)	FOR	AGAINST	ABSTAIN	Board recommendation
1. Report by the Board of Directors (this item is not subject to voting)				
2. Approval of audited Annual Report 2012 .....				FOR
3. Approval of Directors' remuneration for the current financial year.....				FOR
4. Resolution on allocation of profits acc. to the adopted Annual Report ...				FOR
5. <u>Election of Directors:</u>				
Re-election of Lars Nørby Johansen .....				FOR
Re-election of Peter Foss.....				FOR
Re-election of Niels B. Christiansen.....				FOR
Re-election of Thomas Hofman-Bang.....				FOR
6. <u>Election of auditors:</u>				
Re-election of Deloitte Statsautoriseret Revisionspartnerselskab.....				FOR
7. <u>Resolutions proposed by the Board of Directors:</u>				
a) Reduction of share capital .....				FOR
b) The Company's acquisition of own shares .....				FOR
c) Authority to the Chairman of the General Meeting .....				FOR
8. Any other business (this item is not subject to voting)				

If you do not indicate the type (proxy or vote by post) but otherwise have ticked off the items on the agenda correctly, the form will be considered as a vote by post.

Name (please use capital letters)

Address

Securities account number

Date

Signature

Please note that neither the Company nor Computershare can be held responsible for any postal delays. If used as **proxy**, the form must be received by Computershare no later than **5 April 2013 at 11.59 p.m.** **Votes by post** must be received no later than **8 April 2013 at 12.00 noon**. Both either by fax no. +45 4546 0998 or by post to Computershare A/S, Kongevejen 418, DK-2840 Holte.