

PATHEON N.V.
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS
P.O. BOX 1342
BRENTWOOD, NY 11717

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on July 31, 2017. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Your proxy card must be received by July 31, 2017.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E31247-Z70703

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

PATHEON N.V.

The Board of Directors unanimously recommends you vote FOR the following:

1. The conditional appointment of five individuals to our Board to serve until the Company's Annual Meeting in 2020 (agenda items 1a through 1e).

Nominees:

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 1a. Seth H. Hoogasian as non-executive director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1b. Anthony H. Smith as executive director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1c. Patrick M. Durbin as non-executive director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1d. John Sos as non-executive director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 1e. Shiraz Ladiwala as non-executive director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors unanimously recommends you vote FOR proposals 2 through 6.

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 2. Conditional granting of full and final discharge to each member of the Company's Board of Directors for his or her acts of management or supervision, as applicable, up to the date of the Extraordinary General Meeting (agenda item 4). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Conditional approval of the sale, transfer and assumption of the business of the Company, including substantially all of the assets and liabilities of the Company, to or by Thermo Fisher (CN) Luxembourg S.à r.l. (or an affiliate thereof) (agenda item 5). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| 4. Conditional resolution to (1) dissolve the Company in accordance with article 2:19 of the Dutch Civil Code, (2) appoint Stichting Vereffenaar Patheon as the liquidator of the Company, (3) appoint Patheon Holdings B.V. as the custodian of the books and records of the Company, and (4) approve the reimbursement by the Company of the liquidator's reasonable salary and costs (subject to approval of such reimbursement by the Company's independent directors) (agenda item 6). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Conditional resolution to amend the Company's articles of association and to convert the legal form of the Company into a private company with limited liability (agenda item 7). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To approve, by non-binding vote, the compensation that may become payable to the Company's named executive officers that is based on or otherwise relates to the completion of the Offer (agenda item 8). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

PATHEON N.V.

**This Proxy is Solicited by the Board of Directors of the Company
Proxy For Extraordinary General Meeting
(Must be presented at the meeting or received prior to 11:59 PM Eastern Time on July 31, 2017)**

The undersigned registered holder of ordinary shares of Patheon N.V. (the "Company") hereby appoints each of James C. Mullen, Michel Lagarde, Eric M. Sherbet and Jason B. Conner as proxies, and each of them acting singly, of the undersigned with the full power of substitution to attend and address the Extraordinary General Meeting of Patheon N.V. to be held at Hilton Amsterdam Airport Schiphol, Schiphol Boulevard 701, 1118 BN Schiphol (Haarlemmermeer), The Netherlands, at 9:00 AM, local time on August 2, 2017 and in general, to exercise all rights the undersigned could exercise in respect of such ordinary shares if personally present thereat in their discretion upon all matters which may properly come before such meeting and every adjournment thereof, and instructs such proxy to endeavor, in so far as practicable, to vote or cause to be voted on a poll (if a poll shall be taken) the ordinary shares of Patheon N.V. registered in the name of the undersigned as of the close of business on July 5, 2017 at such meeting in respect of the resolutions specified on the reverse side hereof.

Please direct your proxy how he is to vote by placing an "x" in the appropriate box opposite the resolutions, which have all been proposed by the Company, specified on the reverse side hereof. **This proxy, when properly executed and timely received, will be voted in the manner directed herein. If no specific directions are given, the proxyholders will exercise their discretionary authority to vote your shares FOR Items 1 through 6. The proxyholders will vote in their discretion on any other matter that may properly come before the Extraordinary General Meeting.**

The Proxy Card must be signed by the person in whose name the relevant shares are registered. In the case of a Corporation or Partnership, the Proxy Card must be executed by a duly authorized officer or attorney. When shares are held jointly, each holder should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

Complete, Sign, Date and Promptly Return this Card using the Enclosed Envelope.