

CHARTER for the NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF

InterXion Holding N.V.

(Adopted by the Board of Directors on 23 January, 2012)

1 Purpose

The purpose of the Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of InterXion Holding N.V. (the “**Company**”) shall be to:

- 1.1** screen and recommend to the Board:
 - 1.1.1** individuals qualified to become an Executive or Non-Executive Director on the Board of the Company, consistent with criteria approved by the Board; and
 - 1.1.2** the Director nominees for the next annual General Meeting of Shareholders;
- 1.2** select Director candidates to fill any vacancies on the Board;
- 1.3** develop and recommend to the Board a set of corporate governance guidelines (the “**Corporate Governance Guidelines**”) applicable to the Company; and
- 1.4** oversee the evaluation of the Board.

2 Constitution and Composition

- 2.1** The Committee shall consist of at least three members of the Company’s board of directors. Members of the Committee shall be appointed by the Board.
- 2.2** A majority of the members of the Committee shall be “independent” within the meaning of the applicable listing rules of the New York Stock Exchange within one year from the date of the Company’s listing.
- 2.3** Committee members shall hold their offices until their successors are appointed and qualified, or until the earlier of their death, resignation or removal, as the case may be. All vacancies in the Committee shall be filled by the Board.
- 2.4** The Board shall designate one of the members as Chairman of the Committee (“**Chairman**”).

3 Duties and responsibilities

To fulfil its purpose and responsibilities, the Committee shall:

- 3.1** periodically develop and review the Chief Executive Officer’s succession plans;
- 3.2** screen and recommend nominees for the election of Executive or Non-Executive Directors of the Company and consider the performance of incumbent Directors in determining whether to recommend their re-election at the General Meeting of Shareholders, provided that Directors nominated pursuant to the Shareholders’ Agreement dated February 2, 2011 by and among the Company, Lamont Finance N.V., Chianna Investment N.V., and Baker

Communications Fund II, L.P., as amended from time to time, will not be screened or recommended by the Committee;

- 3.3** develop and recommend qualification standards and other criteria for selecting nominees for Executive and Non-Executive Directors, which shall include those qualities set forth from time to time in the Company's Corporate Governance Guidelines;
- 3.4** establish procedures for and administer annual performance evaluations of the Board and individual Board members;
- 3.5** periodically review the makeup of the Board and recommend, as appropriate, changes in the number and function;
- 3.6** develop and recommend to the Board a set of Corporate Governance Guidelines. Further, the Committee monitors compliance with the Corporate Governance Guidelines and makes recommendations to the Board for modifications as appropriate; and
- 3.7** consider questions of possible conflicts of interest involving Board members, senior managers and key employees.

The Committee members shall perform an annual evaluation of the Committee and this charter.

4 Authority

In implementing its charter, the Committee is empowered to investigate any matter within its purview and shall be given full access to all books, records, facilities and personnel of the Company and in its sole discretion and at the Company's expense, the Committee shall have the authority to retain and terminate the retention of independent counsel and other advisers as it determines necessary to carry out its duties. The Committee, in its discretion, may request any employee of the Company, or the Company's outside counsel or independent auditor, to attend a meeting of the Committee or to meet with any members of, or advisers to, the Committee and to provide pertinent information as necessary. The Committee shall have sole authority to retain and terminate search firms to assist in identifying director candidates.

5 Committee Meetings

- 5.1** The Committee will meet as often as its Chairman deems necessary or whenever a Committee member has requested a meeting, but at least twice a year.
- 5.2** Committee meetings may be held in person at a location selected by the Chairman or by teleconference or videoconference (or by any combination thereof).
- 5.3** A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon the approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing (e-mail) by the unanimous consent of its members. These written consents will be filed with the minutes.
- 5.4** The Committee shall keep a separate book of minutes of their proceedings and actions and these minutes shall be made available to all Board Members. These minutes will be filed with the full Board Minutes.

5.5 The Committee shall periodically report on its activities to the Board and make recommendations and findings as it deems appropriate.

5.6 The Committee will review its operations and performance on an annual basis and make such changes as it deems necessary.

6 Compensation

6.1 Members of the Committee shall receive such fees, if any, for their services as Committee members as may be determined by the Board. Such fees shall be paid in such form of consideration that is determined by the Board to be in accordance with the applicable rules of the NYSE, the SEC and Dutch authorities.

6.2 Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee.

7 Miscellaneous

7.1 This Charter is not intended to change or augment the obligations of the Company or its Directors or senior management under the federal securities laws or to create new standards for determining whether the Company's Directors or senior management have fulfilled their duties, including fiduciary duties under applicable law.

7.2 This Charter is effective as of the date indicated above. Changes to this Charter may only be made with the approval of the full Board.