

In order to be valid this proxy must be in the possession of Ackermans & van Haaren NV by Tuesday May 21, 2019 at the latest.

POWER OF ATTORNEY

ANNUAL GENERAL MEETING OF MONDAY MAY 27, 2019

ACKERMANS & van HAAREN NV

The undersigned,
owner ofdematerialized shares and/or
registered shares of Ackermans & van Haaren NV, with registered office at Begijnenvest 113,
2000 Antwerp, hereby appoints as special attorney in fact, with power of substitution:

.....
to whom he/she confers all powers for the purpose of representing him/her at the annual general
meeting of Ackermans & van Haaren NV to be held on May 27, 2019 at 14.30 h. at the registered
offices of the company with the following agenda:

1. Report of the board of directors for the financial year ended December 31, 2018

2. Auditor's report for the financial year ended December 31, 2018

3. Approval of the statutory and consolidated annual accounts

Proposed decision: approval of the statutory and consolidated annual accounts for the
financial year ended December 31, 2018, including the approval of a gross dividend of
2.32 euros per share.

For Against Abstention

4. Discharge of the directors

Proposed decision: granting discharge to the directors for the performance of their
mandate during the financial year ended December 31, 2018.

Alexia Bertrand	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Luc Bertrand	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Marion Debruyne BVBA	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Jacques Delen	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Pierre Macharis	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Julien Pestiaux	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Thierry van Baren	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Menlo Park BVBA (Victoria Vandeputte)	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Frederic van Haaren	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention
Pierre Willaert	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention

5. Discharge of the auditor

Proposed decision: granting discharge of the auditor for the exercise of its mandate
during the financial year ended December 31, 2018.

For Against Abstention

6. Reappointment of director

Proposed decision: approval of the renewal of the mandate of Mr **Julien Pestiaux** for a
period of four (4) years as independent director as he complies with the independence
criteria set forth in article 526ter of the Company Code and in article 2.2.4 of the
company's Corporate Governance Charter.

Julien Pestiaux (°1979, Belgian) graduated as electromechanical civil engineer, specialization energy (Université Catholique de Louvain – 2003) and also obtained a master's degree in engineering management (Cornell University - USA). Julien Pestiaux is a partner at Climact, an agency that provides advice on energy and climate issues. He is now leading a team developing a model for the EU Commission which assesses the potential for EU Member States to reduce energy consumption and greenhouse gases in the medium to long term. Before that, he worked for five years as a consultant and project leader at McKinsey & C°. Julien Pestiaux was appointed director at Ackermans & van Haaren in 2011 and is a member of the audit committee and the remuneration committee.

For Against Abstention

Remuneration

Each director is entitled to an annual base remuneration of 30,000 euros and an attendance fee of 2,500 euros per meeting of the board of directors or of an advisory committee, with the exception of the nomination committee. An additional annual remuneration of 10,000 euros is granted to the chairman of the audit committee, 5,000 euros to the members of the audit committee and 2,500 euros to the members of the remuneration committee.

7. Appointment of the mandate of the auditor

Proposed decision: at the recommendation of the audit committee, approval of the renewal of the mandate of **Ernst & Young Bedrijfsrevisoren CVBA**, with registered office at 1831 Diegem, De Kleetlaan 2, which designates as its permanent representatives Rottiers & C° Bedrijfsrevisor BVBA, with registered office at 2830 Tisselt, Beekstraat 125, represented by Mr Patrick Rottiers, and Wim Van Gasse BVBA, with registered office at 8400 Oostende, Distellaan 84, represented by Mr Wim Van Gasse, as auditor of the company for a period of three (3) years and approval of the annual remuneration of 62,000 euros (VAT excl. and costs incl., indexed annually).

For Against Abstention

8. Remuneration report

Proposed decision: approval of the remuneration report.

For Against Abstention

The special attorney in fact may also represent the undersigned at any other meeting having the same agenda in the event that the aforementioned meeting would be postponed.

Signed, on 2019 at