

In order to be valid this proxy must be in the possession of Ackermans & van Haaren NV by
Tuesday May 16, 2017 at the latest.

POWER OF ATTORNEY

ANNUAL GENERAL MEETING OF MONDAY MAY 22, 2017

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 22, 2017 at 15.00 h. at the registered
offices of the company with the following agenda:

1. Annual report of the board of directors for the financial year ended December 31, 2016

2. Auditor's report for the financial year ended December 31, 2016

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, 2016, including the approval of a gross dividend of
2.04 euros per share.

For Against Abstention

4. Discharge of the directors

Proposed decision: granting discharge to the directors for the performance of their
duties during the financial year ended December 31, 2016.

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	<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
Valérie Jurgens	<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
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 his mandate
during the financial year ended December 31, 2016.

For Against Abstention

6. Appointment of directors

6.1 Proposed decision: approval of the renewal of the mandate of Mrs **Alexia Bertrand** for
a period of four (4) years.

Alexia Bertrand (born 1979, Belgian) took a master's degree in law at the Université Catholique de Louvain (2002) and obtained a Master of Laws degree at Harvard Law School (2005). She works as an adviser at the office of the Deputy Prime Minister and Minister of Foreign Affairs since 2012, and was appointed chef de cabinet for general policy on October 1, 2015. She regularly teaches courses in negotiation techniques. From 2002 to 2012, she worked as a lawyer specializing in financial and company law with Clifford Chance and later with Linklaters. For part of that time, she was a teaching assistant at the Law Faculty of the Université Catholique de Louvain and research assistant at the Katholieke Universiteit Leuven. Alexia Bertrand was appointed director at Ackermans & van Haaren in 2013.

For

Against

Abstention

- 6.2 Proposed decision: approval of the renewal of the mandate of Mr **Luc Bertrand** for a period of four (4) years.

Luc Bertrand (°1951, Belgian) is chairman of the board of directors of Ackermans & van Haaren. He graduated in 1974 as a commercial engineer (KU Leuven). He began his career at Bankers Trust, as Vice-President and Regional Sales Manager, Northern Europe. Luc Bertrand was appointed director at Ackermans & van Haaren in 1985 and he was chairman of the executive committee of Ackermans & van Haaren from 1990 till May 23, 2016. Luc Bertrand is also chairman of the board of directors of CFE, DEME and Sipef and he is director at Delen Private Bank, Bank J.Van Breda & C° and Atenor Group. Outside the group he is director at ING Belgium, chairman of de Duve Institute and Middelheim Promotors and member of the board of KU Leuven, Voka, Institute of Tropical Medicine, Europalia and Museum Mayer van den Bergh.

For

Against

Abstention

- 6.3 Proposed decision: approval of the renewal of the mandate of Mr **Frederic van Haaren** for a period of four (4) years.

Frederic van Haaren (°1960, Belgian) is an independent entrepreneur and Alderman of the municipality of Kapellen in charge of environment, energy, plantations, housing and cemeteries. He is also active as a director for various companies and associations: director at water-link and at Koepel van Vlaamse Bosgroepen, chairman of the non-profit organization Consultatiebureau voor het Jonge Kind in Kapellen, of Zonnekind primary school in Kalmthout and of Bosgroepen Antwerpen Noord, as well as member of the police council of the police zone Noord. Frederic van Haaren was appointed director at Ackermans & van Haaren in 1993.

For

Against

Abstention

Remuneration

The chairman of the board of directors is entitled to a fixed annual base remuneration of maximum 410,000 euros. 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. Remuneration report

Proposed decision: approval of the remuneration report.

For

Against

Abstention

8. Questions

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 2017 at