

POWER OF ATTORNEY

EXTRAORDINARY GENERAL MEETING OF WEDNESDAY NOVEMBER 26th 2014

ACKERMANS & van HAAREN NV

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

.....
to whom he/she/it confers all powers for the purpose of representing him/her/it at the extraordinary
general meeting of Ackermans & van Haaren NV to be held on 26 November 2014, at 10.00 h. at the
registered offices of the company with the following agenda :

1. Report

Special report of the board of directors in accordance with Article 604 of the Companies Code on
the renewal of the authorization granted within the framework of the authorized capital as
referred to below under 2.

2. Renewal of the authorization to increase the capital within the framework of the authorized capital

Proposed resolution

The meeting has decided the following:

- a) To renew, for a period of five (5) years, the authorization given to the board of directors to increase the share capital by a maximum (aggregate) amount of FIVE HUNDRED THOUSAND EUROS (€ 500,000.00), with or without issue of new shares or by issue of convertible bonds, subordinated or not, or of warrants or other securities, whether or not attached to other securities of the company.

This authorization also includes the power for the board of directors to proceed to:

- Capital increases or issues of convertible bonds or warrants where the preferential subscription right of the shareholders is limited or excluded;
 - Capital increases or issues of convertible bonds where the preferential subscription right of the shareholders is limited or excluded in favour of one or several specific persons, other than staff members of the company or its subsidiaries; and
 - Capital increases by way of incorporation of reserves
- b) To renew, for a period of three (3) years, the authorization given to the board of directors to use the authorized capital in the manner stated under a) above, in case of a public takeover bid for the securities of the company within the limits of the law.

The present wording of Article 9 of the articles of association shall be maintained, it being understood that:

- In the second sentence of this article, the words "25 November 2011" will be replaced by the date of the extraordinary general meeting that will adopt the resolution;
- In the third sentence of this article, reference will also be made to the date of the extraordinary general meeting that will adopt the resolution of extension;
- The transitional provision will be reworded so that the authorizations given to the board of directors by resolution of the extraordinary general meeting of 25 November 2011 remain effective until publication in the annexes to the Belgian Official Journal of the renewal of the authorizations as decided by the present extraordinary general meeting.

3. Renewal of the authorization to redeem shares – Authorization to retransfer

Proposed resolution

The meeting has decided to renew the authorizations to redeem shares, as given by the extraordinary general meeting of 25 November 2011, for a period of five years and three years respectively.

Accordingly, the meeting has decided:

- To authorize, pursuant to Article 620 of the Companies Code, the board of directors of the company and the boards of directors of its directly controlled subsidiaries within the meaning of Article 627 of the Companies Code: (i) directly or through a person acting in his own name but on behalf of the company, for a period of five (5) years from the date of this extraordinary general meeting, to redeem the maximum number of shares of the company permitted by the Companies Code, by way of purchase or exchange, at a minimum price per share corresponding to the lowest of the last twenty (20) closing prices prior to the date of redemption, less ten percent (10%), and at a maximum price per share corresponding to the highest of the last twenty (20) closing prices prior to the date of redemption, plus ten percent (10%), and (ii) to retransfer the redeemed shares, either directly or through a person acting in his own name but on behalf of the company, at (a) a price situated within the range specified for the redemption of shares, or (b) where the retransfer is effected as part of the company's stock option plan, the exercise price of the options. In the latter case, the board of directors is authorized, with the consent of the beneficiaries of the stock option plan, to retransfer the shares outside the stock market.
- To renew, for a period of three (3) years from the publication of this amendment to the articles of association in the annexes to the Belgian Official Journal, without any further resolution from the general meeting and in accordance with the provisions of the Companies Code, the authorization provided for in Article 15. Redemption of shares, pursuant to Article 620 of the Companies Code, to redeem or retransfer shares or profit certificates of the company where this is necessary to save the company from serious and imminent harm. This authorization may be extended for three-year periods.

The redemption of shares shall take place without reduction of the issued capital, but by constitution of a non-distributable reserve equal to the value at which the redeemed shares are recorded in the inventory.

The voting rights attached to those shares shall be suspended as long as the shares are in the company's possession. The dividend rights and other membership and proprietary rights will not be suspended.

The current wording of Article 15 of the articles of association will be maintained, it being understood that the words "25 November 2011" will be replaced by the date of the extraordinary general meeting that will adopt the resolution.

4. Deletion of the reference to bearer shares in Articles 6 and 31 of the articles of association

Proposed resolution

The meeting has decided to delete the word "bearer" in the second paragraph of Article 6 of the articles of association.

The meeting has decided to delete the transitional provisions at the end of Article 6 of the articles of association.

The meeting has decided to amend Article 31 of the articles of association as follows:

"The right to attend a general meeting and to exercise the voting rights at that meeting shall only be granted on the basis of the registration in the company's accounts of the shares in the shareholder's name, on the fourteenth (14th) day prior to the general meeting, at twenty-four hours Belgian time ("registration date"), either by their entry in the company's register of registered shares, or by their entry in the accounts of an approved account holder or settlement institution, irrespective of the number of shares owned by the shareholder on the date of the general meeting of shareholders.

Any shareholder who wishes to attend a general meeting shall notify the company (or the person designated by the company for that purpose) thereof at the latest by the sixth (6th) day prior to the date of the meeting, by returning a signed original or, where this is permitted by the notice of meeting, by returning a form by electronic means (in which case this form, where expressly so requested in the notice of meeting, must be signed with an electronic signature in accordance with the applicable Belgian laws), to the address specified in the notice of meeting.

The holder of dematerialized shares shall, at the latest by the sixth (6th) day prior to the date of the general meeting, submit (or arrange to be submitted) to the company a certificate issued by the approved account holder or settlement institution, indicating the number of dematerialized shares registered in the shareholder's name in its accounts on the date of registration, with which the shareholder intends to participate in the general meeting.

An attendance list, stating the names of the shareholders and the number of shares they represent, must be signed by each shareholder or their authorized representatives before taking part in the meeting."

