

## POWER OF ATTORNEY

ANNUAL GENERAL MEETING OF MONDAY MAY 27<sup>th</sup> 2013

ACKERMANS & van HAAREN NV

The undersigned, .....  
owner of ..... bearer shares/.....dematerialised 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 annual general  
meeting of Ackermans & van Haaren NV to be held on 27 May 2013, 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 year ended December 31, 2012**

**2. Auditor's report for the year ended December 31, 2012**

**3. Approval of the statutory and consolidated annual accounts**

*Proposed decision:* approval of the statutory and consolidated annual accounts for the year  
ended December 31, 2012, including the approval of the distribution of a gross dividend of  
euro 1.67 per share.

For  Against  Abstention

**4. Discharge of the directors**

*Proposed decision:* discharge of the directors for the exercise of their mandate during the  
year ended December 31, 2012.

Luc Bertrand	<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
Teun 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:* discharge of the auditor for the exercise of his mandate during the year  
ended December 31, 2012.

For  Against  Abstention

**6. Appointment of directors**

*Proposed decision:* approval of the renewal of the mandate of Mr **Luc Bertrand** for a  
period of four (4) years. The 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 an  
advisory committee.

**Luc Bertrand** (born 1951, Belgian) is chairman of the executive committee of Ackermans  
& van Haaren. He graduated in 1974 as a commercial engineer (KU Leuven) and began his  
career at Bankers Trust, where he held the position of Vice-President and Regional Sales  
Manager, Northern Europe. He has been with Ackermans & van Haaren since 1986. He  
holds various mandates as director within and outside the Ackermans & van Haaren  
group. His mandates include being chairman of the board of directors of DEME, Dredging  
International, Finaxis, Sofinim and Leasinvest Real Estate and he is a director at Sipef,

Atenor Group and Groupe Flo. Outside the group, Luc Bertrand holds mandates as director at Schroeders and ING Belgium. Luc Bertrand is also active at social level and is, among other things, chairman of Guberna (the Belgian Governance Institute) and Middelheim Promotors, and sits on the boards of several other non-profit organizations and public institutions such as KU Leuven, de Duve Institute, Institute of Tropical Medicine and Museum Mayer van den Bergh. Luc Bertrand was appointed director at Ackermans & van Haaren in 1985.

For

Against

Abstention

Proposed decision: approval of the renewal of the mandate of Mr **Frederic van Haaren** for a period of four (4) years. The 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 an advisory committee. If the board of directors thereafter reappoints Frederic van Haaren as member of the remuneration committee, he shall be entitled to an additional annual remuneration of 2,500 euros.

**Frederic van Haaren** (born 1960, Belgian) is an independent entrepreneur and member of the council of the municipality of Kapellen. He is also active as a director for various companies and associations. He is, among other things, director at water-link, 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 North. Frederic van Haaren was appointed director at Ackermans & van Haaren in 1993 and is a member of the remuneration committee.

For

Against

Abstention

Proposed decision : approval of the appointment of Mrs **Alexia Bertrand** for a period of four (4) years. The 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 an advisory committee.

**Alexia Bertrand** (born 1979, Belgian) took a degree in law at the Université Catholique de Louvain (2002) and obtained a Master of Laws at Harvard Law School (2005). Alexia Bertrand specializes in financial and company law. In February 2012 she became an adviser to the Deputy Prime Minister and Minister for Foreign Affairs. Before that, Alexia Bertrand worked as a lawyer at the Brussels Bar with Clifford Chance and Linklaters respectively. She was also a teaching assistant at the Law Faculty of the Université Catholique de Louvain and research assistant at the Katholieke Universiteit Leuven.

For

Against

Abstention

**7. Appointment of the mandate of the auditor**

Proposed decision: approval of the renewal of the mandate of Ernst & Young Bedrijfsrevisoren BCVBA, with registered offices at 1200 Brussels, Marcel Thirylaan 204, represented by Mr Marnix Van Dooren, partner, as auditor of the company for a period of three years and approval of the annual remuneration of 46,480 euros (VAT excl.).

For

Against

Abstention

**8. Remuneration report**

Proposed decision: approval of the remuneration report.

For

Against

Abstention

**9. Notice period**

Proposed decision: approval of a notice period of 18 months in case of termination by the company of the agreement of independent services with Koen Janssen, member of the executive committee.

For

Against

Abstention

**10. Questions at the end of the meeting**

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 ..... 2013 at .....