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POWER OF ATTORNEY

ANNUAL GENERAL MEETING OF MONDAY MAY 23rd 2011

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 23 May 2011, 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, 2010**
- 2. Auditor's report for the year ended December 31, 2010**
- 3. Approval of the statutory and consolidated annual accounts for the year ended December 31, 2010**
Proposed decision: approval of the statutory and consolidated annual accounts for the year ended December 31, 2010, including the approval of the distribution of a gross dividend of **euro 1.55** per share.
- 4. Discharge of the directors**
Proposed decision: discharge of the directors for the exercise of their mandate during the year ended December 31, 2010.
- 5. Discharge of the auditor**
Proposed decision: discharge of the auditor for the exercise of his mandate during the year ended December 31, 2010.
- 6. Appointment of an independent director**
Proposed decision: approval of the appointment of Mr **Julien Pestiaux** for a period of four (4) years as independent director considering the fact that he complies with the independence requirements set forth in article 526ter of the Company Code and in article 2.2.4 of the Corporate Governance Charter of the company.

Julien Pestiaux (°1979, Belgian) graduated as electromechanical engineer at the Université Catholique de Louvain (2003) and obtained a Master in Engineering Management (specialization energy) at the Cornell University (USA). Julien Pestiaux is specialized in energy and climate change and currently works as project manager on a strategic plan on renewable energy for the Walloon region, together with the European Climate Foundation and Climact. Prior to that, he worked during 5 years as consultant and project leader at McKinsey & C°.

Julien Pestiaux is proposed as director, in replacement of Mr **Alain Dieryck** who expressed the wish to terminate his mandate as director and function of chairman in advance at the annual general meeting of May 23rd 2011.

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7. Remuneration of the directors

Proposed decision: at the recommendation of the remuneration committee, approval of the increase of the annual fixed remuneration of the directors:

- Base remuneration for the chairman: increase from € 30,000 to € 40,000.
- Base remuneration for the directors: increase from € 25,000 to € 30,000.
- Additional remuneration for the chairman of the audit committee: increase from € 8,000 to € 10,000.
- Additional remuneration for the members of the audit committee: increase from € 4,000 to € 5,000.
- Additional remuneration for the members of the remuneration committee will be maintained at € 2,500.

8. Variable remuneration of the members of the executive committee

Proposed decision: pursuant to Article 520ter, 2nd alinea of the Company Code, approval of the proposal to link the total variable remuneration of the members of the executive committee to pre-defined objective and measurable performance criteria over a period of one year.

9. 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 2011 at