

## POWER OF ATTORNEY

ANNUAL GENERAL MEETING OF TUESDAY MAY 29<sup>th</sup> 2012

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 29 May 2012, 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, 2011**

**2. Auditor's report for the year ended December 31, 2011**

**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, 2011, including the approval of the distribution of a gross dividend of  
euro 1.64 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, 2011.

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, 2011.

For  Against  Abstention

**6. Appointment of directors**

*Proposed decision:* approval of the renewal of the mandate of Mr **Jacques Delen** for a  
period of four (4) years. The director is entitled to an annual base remuneration of 30,000  
euro. If the board of directors thereafter reappoints Jacques Delen as its chairman, he shall  
be entitled to a total annual remuneration of 40,000 euro.

**Jacques Delen** (1949, Belgian) completed his studies as a stockbroker in 1976. He is  
currently chairman of the executive committee of Bank Delen and member of the board of  
directors of the listed agro industrial group Sipef and of Bank J.Van Breda & C°. Jacques  
Delen is a director of Ackermans & van Haaren since 1992 and was elected chairman in  
2011.

For  Against  Abstention

Proposed decision: approval of the renewal of the mandate of Mr **Pierre Macharis** for a period of four (4) years as independent director in light of the fact that he complies with all the independence criteria provided in article 526ter of the Company Code and in article 2.2.4 of the company's Corporate Governance Charter. The director is entitled to an annual base remuneration of 30,000 euro. If the board of directors thereafter reappoints Pierre Macharis as chairman of the remuneration committee, he shall be entitled to an additional annual remuneration of 2,500 euro.

**Pierre Macharis** (1962, Belgian) completed a master's degree in commercial and financial sciences (1986) and also earned a degree in industrial engineering with a specialisation in automation (1983). He is currently CEO and chairman of the executive committee of the listed VPK Packaging Group, a vertically integrated packaging group headquartered in Belgium. Pierre Macharis is also a member of the board of directors of AXA Belgium, is chairman of Cobelpa, the Association of Belgian Pulp, Paper and Boards Industries, and is a director at CEPI, the Confederation of European Paper Industries. Pierre Macharis was appointed director at Ackermans & van Haaren in 2004 and is chairman of the remuneration committee since 2011.

For

Against

Abstention

Proposed decision: approval of the renewal of the mandate of Mr **Pierre Willaert** for a period of four (4) years. The director is entitled to an annual base remuneration of 30,000 euro. If the board of directors thereafter reappoints Pierre Willaert as chairman of the audit committee, he shall be entitled to an additional annual remuneration of 10,000 euro.

**Pierre Willaert** (1959, Belgian) holds a master's degree in commercial and financial sciences and earned a degree from the Belgian Association of Financial Analysts (ABAF-BVFA), of which he still is a member. He worked for many years as a financial analyst at Bank Puilaetco. Thereafter he became responsible for the department of institutional asset management. Pierre Willaert was a managing partner and member of the audit committee at Bank Puilaetco until 2004 and is a director at Tein Telecom, a Brussels-based ICT company specialised in, among other things, video surveillance. Pierre Willaert was appointed director at Ackermans & van Haaren in 1998 and has been chairman of the audit committee since 2004.

For

Against

Abstention

**7. Remuneration report**

Proposed decision: approval of the remuneration report (as part of the annual report 2011).

For

Against

Abstention

**8. 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 ..... 2012 at .....