

## POWER OF ATTORNEY

ANNUAL GENERAL MEETING OF MONDAY MAY 26<sup>th</sup> 2014

ACKERMANS & van HAAREN NV

The undersigned, .....  
owner of .....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 26 May 2014, at 15.00 h. at the registered offices  
of the company with the following agenda :

**1. Annual report of the board of directors w.r.t. the financial year ended December 31, 2013**

**2. Auditor's report w.r.t. the financial year ended December 31, 2013**

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

Proposed decision: approval of the statutory and consolidated annual accounts w.r.t. the  
financial year ended December 31, 2013, including the approval of a gross dividend of **1.70  
euro** per share.

For  Against  Abstention

**4. Discharge of the directors**

Proposed decision: discharge of the directors for the exercise of their mandate during the  
financial year ended December 31, 2013.

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
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  
financial year ended December 31, 2013.

For  Against  Abstention

**6. Appointment of directors**

6.1 Proposed decision: approval of the renewal of the mandate of Mr **Teun Jurgens** for a  
period of two (2) years. The director is entitled to an annual base remuneration of 30,000  
euros and an attendance fee of maximum 2,500 euros per meeting of the board of directors  
or an advisory committee, with the exception of the nomination committee.

**Teun Jurgens** (°1948, Dutch) graduated as an agricultural engineer at the Rijks Hogere Landbouwschool in Groningen (The Netherlands). He was a member of the executive committee of Banque Paribas Nederland and founder of Delta Mergers & Acquisitions. Teun Jurgens was appointed director of Ackermans & van Haaren in 1996.

For

Against

Abstention

6.2 Proposed decision: approval of the renewal of the mandate of Mr **Thierry van Baren** for a period of four (4) years as independent director, as he complies with all the independence criteria set forth 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 euros and an attendance fee of maximum 2,500 euros per meeting of the board of directors or an advisory committee, with the exception of the nomination committee.

If the board of directors thereafter reappoints Thierry van Baren as member of the remuneration committee, he shall be entitled to an additional annual remuneration of 2,500 euros. If the board of directors thereafter reappoints Thierry van Baren also as member of the audit committee, he shall be entitled to an additional annual remuneration of 5,000 euros.

**Thierry van Baren** (°1967, French/Dutch) holds a master's degree and teaching qualification in philosophy as well as an MBA from Solvay Business School. He is currently an independent consultant. Thierry van Baren was appointed director of Ackermans & van Haaren in 2006. He is a member of the audit committee and of the remuneration committee.

For

Against

Abstention

**7. Remuneration report**

Proposed decision: approval of the remuneration report.

For

Against

Abstention

**8. Approval of conditional rights granted to third parties in accordance with article 556 of the Company Code**

Proposed decision: approval of the right of BNP Paribas Fortis NV/SA, provided for in a "Facilities Agreement" of October 18, 2013, to demand early reimbursement of a loan of 87.989.800 euros, granted to Ackermans & van Haaren NV in view of the acquisition of control over Aannemingsmaatschappij CFE NV, in the event of a change of control over Ackermans & van Haaren NV.

For

Against

Abstention

**9. 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 ..... 2014 at .....