

POWER OF ATTORNEY

ANNUAL GENERAL MEETING OF TUESDAY MAY 26th 2015

ACKERMANS & van HAAREN NV

The undersigned,
owner ofdematerialized 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 2015, 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, 2014

2. Auditor's report w.r.t. the financial year ended December 31, 2014

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, 2014, including the approval of a gross dividend of **1.82**
euros 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, 2014.

Alexia Bertrand For

Against

Abstention

Luc Bertrand For

Against

Abstention

Jacques Delen For

Against

Abstention

Teun Jurgens For

Against

Abstention

Pierre Macharis For

Against

Abstention

Julien Pestiaux For

Against

Abstention

Thierry van Baren For

Against

Abstention

Frederic van Haaren For

Against

Abstention

Pierre Willaert For

Against

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, 2014.

For

Against

Abstention

6. Reappointment of director

Proposed decision: approval of the renewal of the mandate of Mr **Julien Pestiaux** for a period
of four (4) years as independent director, as he complies with 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 of an advisory committee, with the exception of the nomination committee. If the board of directors thereafter reappoints Julien Pestiaux as member of the audit committee, he shall be entitled to an additional annual remuneration of 5,000 euros.

Julien Pestiaux (°1979, Belgian) graduated in 2003 as electromechanical civil engineer (specialization energy) at the Université Catholique de Louvain and also obtained a master's degree in engineering management at Cornell University (USA). Julien Pestiaux specializes in energy and climate themes and is partner at Climact, a company which advises on these topics. In 2014 he worked together with the British Department for Energy and Climate Change and with an international consortium on the development of a global model to analyze worldwide energy consumption and greenhouse gas emissions. Before that, he worked for five years as a consultant and project leader at McKinsey & C°. Julien Pestiaux was appointed director at Ackermans & van Haaren in 2011 and is a member of the audit committee.

For

Against

Abstention

7. Remuneration report

Proposed decision: approval of the remuneration report.

For

Against

Abstention

8. Notice period

Proposed decision: approval of a notice period of 18 months in case of termination by the company of the independent service agreement with André-Xavier Cooreman, member of the executive committee.

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 2015 at