

In order to be valid this proxy must be in the possession of Ackermans & van Haaren NV by
Tuesday May 17, 2016 at the latest.

POWER OF ATTORNEY

ANNUAL GENERAL MEETING OF MONDAY MAY 23rd 2016

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 23 May 2016, 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 financial year ended December 31, 2015

2. Auditor's report for the financial year ended December 31, 2015

3. Approval of the statutory and consolidated annual accounts

Proposed decision: approval of the statutory and consolidated annual accounts for the
financial year ended December 31, 2015, including the approval of a gross dividend of
1.96 euros per share.

For Against Abstention

4. Discharge of the directors

Proposed decision: granting discharge to the directors for the performance of their
duties during the financial year ended December 31, 2015.

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: granting discharge of the auditor for the exercise of his mandate
during the financial year ended December 31, 2015.

For Against Abstention

6. Appointment of directors

6.1 Proposed decision: approval of the renewal of the mandate of Mr **Jacques Delen** for a
period of four (4) years.

Jacques Delen (1949, Belgian) completed his studies as a stockbroker in 1976. He is
currently chairman of the board of directors of Bank Delen. He is also a 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

- 6.2 Proposed decision: approval of the renewal of the mandate of Mr **Pierre Macharis** for a period of four (4) years.

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

For

Against

Abstention

- 6.3 Proposed decision: approval of the renewal of the mandate of Mr **Pierre Willaert** for a period of four (4) years.

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. Pierre Willaert was a managing partner and member of the audit committee at Bank Puilaetco until its merger with KBL in 2004 and is a director at Tein Technology, 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

- 6.4 Proposed decision: approval of the appointment of **Marion Debruyne BVBA**, represented by Mrs Marion Debruyne, for a period of four (4) years as independent director, as she 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.

Professor **Marion Debruyne** (°1972, Belgian) holds a degree in civil engineering (1995) and a doctorate degree from the Faculty of Applied Economic Sciences (2002), both at Ghent University. She lectured at Wharton School, Kellogg Graduate School of Management, and Goizueta Business School, all in the USA. Marion Debruyne is currently dean of Vlerick Business School. Her fields of expertise include innovation management, marketing & sales, and strategy.

For

Against

Abstention

- 6.5 Proposed decision: approval of the appointment of Mrs **Valérie Jurgens**, for a period of four (4) years as independent director, as she 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.

Valérie Jurgens PhD (°1973, Dutch) obtained a doctorate degree from the School of Oriental and African Studies of London University (2010), where she is currently working as a research associate. Valérie Jurgens is also on advisory bodies of several institutions that work to improve the condition of man and the environment in the United Kingdom and in the Caribbean.

For

Against

Abstention

Remuneration

Each 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 of an advisory committee, with the exception of the nomination committee. An additional annual remuneration of 10,000 euros is granted to the chairman of the audit committee, 5,000 euros to the members of the audit committee and 2,500 euros to the members of the remuneration committee.

7. Appointment of the mandate of the auditor

Proposed decision: on the recommendation of the audit committee, approval of the renewal of the mandate of **Ernst & Young Bedrijfsrevisoren BVCVBA**, having its registered offices at 1831 Diegem, De Kleetlaan 2, with designation as permanent representative Rottiers & C° Bedrijfsrevisoren BVBA, with registered offices at 2830 Tisselt, Beekstraat 125, represented by Mr Patrick Rottiers, and Wim Van Gasse BV BVBA, with registered offices at 8400 Oostende, Distellaan 84, represented by Mr Wim Van Gasse, as auditor of the company for a period of three (3) years and approval of the annual remuneration of 55,000 euros (VAT excl. and costs incl., indexed annually).

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 independent service agreement with John-Eric Bertrand Cooreman, member of the executive committee.

For

Against

Abstention

10. 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 2016 at