

In order to be valid, your completed and signed proxy must be in the possession of Ackermans & van Haaren NV by Tuesday May 16, 2023 at the latest (see *practical formalities*). We would like to remind you that any appointment of a proxy holder must be made in accordance with Belgian law, particularly regarding conflicts of interest and the keeping of a register of voting instructions.

Since the secretary of the general meeting has been included as proposed proxyholder and since he/she is potentially subject to the conflict of interest rules set forth in article 7:143, §4 CCA, you must also indicate specific voting instructions for each of the proposed resolutions. In case of absence of (clear) voting instructions, the proxy holder will be deemed to have been specifically instructed to vote in favour of the relevant proposed decision.

We recommend you to return this form by e-mail (AV2023@avh.be). Proxies arriving late or not complying with the required formalities may be rejected.

For dematerialized shares, the proxy must be accompanied by the bank certificate confirming your shareholding on May 8, 2023 (24h, Belgian time) (the registration date).

Please consult our Privacy Policy on our website, www.avh.be, for information on the processing of your personal data (including your rights).

POWER OF ATTORNEY

ORDINARY GENERAL MEETING OF MONDAY MAY 22, 2023

ACKERMANS & VAN HAAREN NV

The undersigned,
owner / usufructuary ofdematerialized shares and/or
..... registered shares of Ackermans & van Haaren NV, with registered office at
Begijnenvest 113, 2000 Antwerp, hereby appoints the secretary of the general meeting or
..... (*to be completed only if you wish to appoint another proxy holder*) as special attorney in fact to whom he/she confers all powers for the purpose of representing
him/her at the general meeting of Ackermans & van Haaren NV to be held on May 22, 2023 as of 14h.

This proxy also serves as confirmation of participation. The undersigned confirms his/her/its intention to participate to the aforementioned general meeting with all his/her/its shares or
..... shares. (*Specific number of shares to be completed only in the event you intend to participate with less than the total number of shares. If no specific number is completed, we will assume that you wish to participate with all your shares.*)

This proxy is valid for the total number of shares with which the undersigned intends to participate, but limited to the total number of shares for which the shareholding will be determined on the registration date in accordance with the practical formalities.

Please provide your specific voting instruction in the below agenda for each resolution proposed by the board of directors by colouring or checking the check box of your choice.

The proxyholder will vote on behalf of the undersigned in accordance with the voting instructions. In the absence of specific voting instructions with regard to the agenda items or if, for whatever reason, there is a lack of clarity with regard to the voting instructions, or if there should be a vote on decisions to be taken by the general meeting, during the meeting, subject to compliance with the Belgian Code of Companies and Associations, the proxy holder will be deemed to have been instructed to have received the specific voting instruction to vote in favour of the decision proposed by the board of directors, as amended as the case may be.

Agenda of the ordinary general meeting

1. Annual report of the board of directors for the financial year ended December 31, 2022
2. Auditor's report for the financial year ended December 31, 2022
3. Approval of the statutory and consolidated annual accounts - Authorisation

Proposed decision: approval of the statutory and consolidated annual accounts for the financial year ended December 31, 2022, including the approval of a gross dividend of **3,10 euros** per share.

As treasury shares are not entitled to a dividend, the total amount of the dividend payment will depend on the number of treasury shares held by Ackermans & van Haaren NV and the persons acting in their own name but on its behalf. Determination of May 26, 2023 at 23:59 Belgian time (i.e. the business day before the ex-date) as relevant time for determining the dividend entitlement and thus the cancellation of dividend rights attached to the treasury shares. Authorisation for the board of directors to insert the final amount of the total dividend payment (and other resulting changes in the profit allocation) in the statutory annual accounts.

☐ For ☐ Against ☐ Abstention

4. Discharge of the directors

Proposed decision: granting discharge to the directors who were in office during the past financial year for the performance of their mandate during the financial year ended December 31, 2022.

Alexia Bertrand ¹	<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
Marion Debruyne BV (Marion Debruyne)	<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
Pierre Macharis ²	<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
Menlo Park BV (Victoria Vandeputte)	<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
Venatio BV (Bart Deckers)	<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstention

5. Discharge of the statutory auditor

Proposed decision: granting discharge to the statutory auditor for the performance of her mandate during the financial year ended December 31, 2022.

☐ For ☐ Against ☐ Abstention

6. (Re)appointment of directors³

6.1 Proposed decision: approval of the renewal of the mandate of Mr. **Luc Bertrand** for a period of two (2) years until the end of the annual general meeting in 2025. Although Luc Bertrand has reached the age limit mentioned in article 2.3.3 of the company's Corporate Governance Charter, the board of directors wishes to propose Luc Bertrand for reappointment in view of his particular experience and knowledge of the group and the sectors in which it is active

☐ For ☐ Against ☐ Abstention

6.2 Proposed decision: approval of the renewal of the mandate of Mr **Jacques Delen** for a period of one (1) year until the end of the annual general meeting in 2023. Although Jacques Delen has reached the age limit mentioned in article 2.3.3 of the company's Corporate Governance Charter, the board of directors wishes to propose Jacques Delen for reappointment in view of his particular experience and knowledge of the banking sector.

☐ For ☐ Against ☐ Abstention

¹ Mandate ended on November 21, 2022.

² Mandate ended on May 23, 2022.

³ The CV of the persons concerned is available on the website www.avh.be < Investors < General meetings.

6.3 Proposed decision: approval of the renewal of the mandate of Mr **Julien Pestiaux** for a period of four (4) years until the end of the annual general meeting in 2027.

☐ For ☐ Against ☐ Abstention

6.4 Proposed decision : approval of the appointment of Mrs **Sonali Chandmal**, for a period of four (4) years until the end of the annual general meeting in 2027 and this as an independent director, as she complies with the independence criteria set forth in article 2.3.4 of the company's Corporate Governance Charter.

Sonali Chandmal (°1968, Belgian and Overseas Citizen of India) obtained a BA in Economics in 1992 from the University of California, Berkeley and an MBA from Harvard University in 1997. She was active as an investment banking associate at **Robertson Stephens & Co** from 1992 until 1995 and as a management consultant and subsequently senior manager at **Bain & Company** between 1997 and 2017 in London, San Francisco and Brussels. Sonali Chandmal also acts as an independent director in the boards of **Ageas** (Belgium), **Ageas Portugal Grupo**, **Medicover** (Sweden) and **BW LPG** (Norway). She is also a member of the board of **Chapter Zero Brussels**, a collaboration with the World Economic Forum's Climate Governance Initiative.

☐ For ☐ Against ☐ Abstention

6.5 Proposed decision : approval of the appointment of De Lier BV, permanently represented by Mr **Frank Van Lierde** for a period of four (4) years until the end of the annual general meeting in 2027 and this as an independent director, as he complies with the independence criteria set forth in article 2.3.4 of the company's Corporate Governance Charter.

Frank Van Lierde (°1963, Belgian) obtained a Master in bio-engineering at KU Leuven in 1989. Between 1989 and 2021, Frank Van Lierde exercised several leading roles at the American food group **Cargill**, where he acted as Member of the Global Executive Team, President of Food Ingredients and Bio Industrials in 2015. In that capacity he was jointly responsible for the execution of the ESG agenda of **Cargill**, with a personal focus on energy and water reduction and making the supply chains of cacao and palm oil more sustainable. Frank Van Lierde is also an independent director at **Protix**, a Dutch producer of insect-based protein.

☐ For ☐ Against ☐ Abstention

6.6 Proposed decision : approval of the appointment of Mrs **Deborah Janssens**, for a period of four (4) years until the end of the annual general meeting in 2027 and this as a non-executive director.

Deborah Janssens (°1975, Belgian) obtained a Master of Laws at KU Leuven in 1998 and an LLM at the New York University School of Law in the following year. She is a partner at the international law firm **Freshfields**, based in Brussels, and she specialises in a.o. mergers and acquisitions, public capital market transactions and corporate and financial law. She regularly advises on various aspects of ESG. She was a member of the audit and risk committee of Freshfields and is currently co-chair of the Industrials Group. She is a part-time guest lecturer in company law at KU Leuven and a director of the Foundation KickCancer.

☐ For ☐ Against ☐ Abstention

Remuneration

Each director is entitled to an annual base remuneration of **50,000 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 **100,000 euros** is granted to the chairman of the board of directors, **10,000 euros** 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. If Luc Bertrand is reappointed and the board of directors subsequently renews his mandate as chairman, he will be entitled to an additional fixed and indexable annual remuneration of **399,660 euros**, as compensation for the continuation of his director mandates in various group companies, such as DEME Group, SIPEF and Delen Private Bank.

7. Remuneration report

Proposed decision : approval of the remuneration report for the financial year ended on December 31, 2022. This vote is advisory. If necessary, the company will explain in its next remuneration report how the vote of the general meeting was taken into account.

☐ For ☐ Against ☐ Abstention

The proxy holder may also represent the undersigned at any other subsequent meeting having the same agenda.

In case of amendments to the agenda and proposed additional new or alternative resolutions as provided in article 7:130 BCCA, the company will publish a revised agenda and proxy form at the latest on May 5, 2023.

Proxies received in advance of the publication of the revised agenda will remain valid for the agenda items to which the proxies apply, subject, however, to applicable law and the further clarifications set out on the proxy forms.

In case of amendments to a proposed resolution or a new proposed resolution:

- ☐ the proxy holder must vote in favour of the amended or new resolution;
- ☐ the proxy holder must vote against the amended or new resolution;
- ☐ the proxy holder must abstain from the vote on the amended or new resolution.

In the absence of an instruction, the proxy holder will abstain from the vote on the amended or new resolutions.

Done at, on 2023.

(If the shareholder is a legal entity, this proxy must be signed by one or more persons who can validly represent it. Please also state explicitly the name and capacity of the signatory(-ies).)

SIGNATURE(S):

.....

Name:

Capacity:

Please provide us with your telephone number and e-mail address so that we can reach you with any questions we may have regarding this proxy and your proxy's participation at the general meeting:

Phone number:

E-mail: