

POWER OF ATTORNEY

The undersigned

Last name/first name:

Domicile:

or

Company name:

Company form:

Registered office:
.....

Represented by (last name/first name/capacity):
.....

owner of shares of Sioen Industries NV, with its registered office at B-8850 Ardoorie, Fabriekstraat 23,

hereby appoints as his special proxy holder:

| <u>Last name/first name</u> | <u>Domicile</u> |
|-----------------------------|-----------------|
| | |

Whom he/she empowers to represent him/her at the **Extraordinary General Shareholders' Meeting** of Sioen Industries NV, scheduled to be held before the notary public Jo Debyser on Friday **29th April 2016**, immediately following the ordinary general shareholders' meeting (which starts at 2 P.M.) at the company's registered office in B-8850 Ardoorie, Fabriekstraat 23.

The proxy holder can, according to this power of attorney, represent the undersigned on all following meetings with the same agenda who should be held because of the postponement of the abovementioned Shareholders' Meeting.

The AGENDA of this meeting is the following:

1. Authorisation to the Board of Directors, pursuant to the provisions of the Companies Code, to acquire and dispose of own shares of the company in the case of an imminent serious harm to the company, and resulting amendment of the Interim provisions

Proposed resolution: the extraordinary general meeting resolves to renew the authorisation granted to the Board of Directors to acquire and dispose of own shares of the company, pursuant to the provisions of the Companies Code, if this acquisition is necessary in order to avoid imminent serious harm to the company, for a period of three years as from the publication of the decision in the annexes to the Belgian Official Gazette.

The extraordinary general meeting resolves, in accordance with this decision, to replace the first paragraph of provision 2 of the Interim provisions with the following text:

“The general meeting of the twenty-ninth of April two thousand and sixteen explicitly authorised the Board of Directors to acquire or dispose of its own shares or share certificates if this acquisition is necessary in order to avoid imminent serious harm to the company, in accordance with the provisions of the Companies Code. This authorisation is granted for a period of three years as from the publication of the abovementioned decision in the annexes to the Belgian Official Gazette.”

2. Authorisation to the executing notary public to consolidate the Articles of Association

Proposed Resolution: authorisation is given to the executing notary public to adapt the Articles of Association to the adopted resolutions and to reconsolidate the Articles of Association.

The undersigned gives the proxy holder the instruction to vote on the different proposals, mentioned on the agenda, in the following way (**please indicate as appropriate**):

Proposal 1: Authorisation to the Board of Directors, pursuant to the provisions of the Companies Code, to acquire and dispose of own shares of the company in the case of an imminent serious harm to the company, and resulting amendment of the Interim provisions.

for against abstain

Proposal 2: Authorisation to the executing notary public to consolidate the Articles of Association.

for against abstain

In case of absence of voting instructions to the proxy holder relating to the different items on the agenda, or in case of uncertainty with respect to the given voting instructions, the proxy holder will always vote in favor (“pro”) of the proposed resolution.

If, in accordance with Article 533ter of the Companies Code, new items are added to the agenda of the above Shareholders’ Meeting after the date of this proxy, the proxy holder will (**please indicate as appropriate**):

- abstain from voting on the new items and resolution proposals concerned
- vote on the new items and resolution proposals concerned or abstain as he/she will deem fit taking into consideration the interests of the shareholder

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and resolution proposals concerned.

If, also in accordance with Article 533ter of the Companies Code, new/alternative resolution proposals are filed after the date of this proxy with regard to existing agenda items, the proxy holder will (**please indicate as appropriate**):

- abstain from voting on the new/alternative resolution proposals concerned and vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above
- vote on the new/alternative resolution proposals concerned or abstain as he/she will deem fit, in each case taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative resolution proposals concerned and will be required to vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above.

However, in case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will in any case be entitled to deviate from the above voting instructions should their implementation be detrimental to the shareholder's interests. The proxy holder shall in any event notify the shareholder of any such deviation as well as the justification therefore.

The proxy holder is authorized to draw up and to sign all acts, documents and minutes, to choose place of residence, and in general, to do everything what is or deems necessary for the execution of this power of attorney with promise of ratification by the undersigned.

Drawn up on/...../....., at

(Signature must be preceded by the handwritten words "Good for proxy")