

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 **28th April 2017**, 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 to increase the subscribed capital within the limits of the authorised capital in the case of a public take-over bid, through a contribution in kind or a contribution in cash with restriction or cancellation of the preferential right of the shareholders.**

Proposed resolution: The extraordinary general shareholders' meeting grants the authority to the Board of Directors to increase the subscribed capital within the limits of the authorised capital, pursuant to articles 557 and 607 of the Companies Code, through a contribution in kind or a contribution in cash with restriction or cancellation of the preferential rights of the shareholders, upon receipt of a notice of a public take-over bid for the companies' securities; such authorisation is granted for a period of three years.

In the seventh paragraph of provision 1, “Authorised capital”, of the Interim provisions of the Articles of Association, the words “twenty-fourth of April two thousand fifteen” are replaced with the words “the twenty-eight of April two thousand seventeen”, and the words “starting on the twenty-fourth of April two thousand fifteen” are replaced with the words “starting on the twenty-eight of April two thousand seventeen”.

2. Authorisation to the Board of Directors to acquire own shares of the company through purchase or exchange, in accordance with the provisions of the Companies Code, and to sell or cancel these shares, and resulting amendment of the Interim provisions.

Proposed resolution: The extraordinary general shareholders’ meeting resolves to renew the authorisation granted to the Board of Directors to acquire its own shares through purchase or exchange, in accordance with the provisions of the Companies Code, for the maximum number permitted by law and at a price equal to the fair value of the shares, for a period of five years; the Board of Directors is further authorised to sell or to cancel the purchased shares. This authorisation can be extended in accordance with the provisions of the Companies Code.

In the second and fourth paragraph of provision 2, “Acquisition of own shares”, of the Interim provisions of the Articles of Association, the words “the twenty-sixth of April two thousand and thirteen” are replaced with the words “the twenty-eight of April two thousand seventeen”.

3. 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 to increase the subscribed capital within the limits of the authorised capital in the case of a public take-over bid, through a contribution in kind or a contribution in cash with restriction or cancellation of the preferential right of the shareholders.**

for against abstain

Proposal 2: **Authorisation to the Board of Directors to acquire own shares of the company through purchase or exchange, in accordance with the provisions of the Companies Code, and to sell or cancel these shares, and resulting amendment of the Interim provisions.**

for against abstain

Proposal 3: **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")