

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 **26th April 2013**, 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. Special report of the Board of Directors** pursuant to Article 604 of the Companies Code, with respect to the renewal of the authorised capital.

2. Renewal of the authorised capital

Proposed resolution: the extraordinary general meeting resolves to renew the authorised capital for a period of five years after the publication of the current deed containing the amendment of the Articles of Association in the annexes to the Belgian Official Gazette, including the authorisation to cancel or restrict the preferential right in favour of one or several specific persons, even if these persons are not staff members of the company or its subsidiaries.

As a consequence thereof, in the first paragraph of the transitional provision of the Articles of Association dealing with the authorised capital, the words “the twenty-fifth of April two thousand and eight” are replaced with the words “the twenty-sixth of April two thousand and thirteen”.

In this provision and in its heading, the word “toegestaan” is replaced with the word “toegestane”.

In the same provision, the words “Banking, Finance and Insurance Commission” are replaced with the word “FSMA”.

At the same time, at the end of the Articles of Association, the heading “Transitional provisions” is replaced with the heading “Interim provisions”.

3. 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 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 “the thirtieth of April two thousand and ten” are replaced with the words “the twenty-sixth of April two thousand and thirteen”, and the words “starting on the thirtieth of April two thousand and ten” are replaced with the words “starting on the twenty-sixth of April two thousand and thirteen”.

4. Cancellation of own shares and resulting adaptation of article 5 of the Articles of Association

Proposed resolution: the general meeting resolves to cancel all 1,026,738 shares of the company purchased by the Board of Directors within the framework of the share buyback program, as announced per 19th October 2012, and charges the Board to write off the reserve unavailable, accrued as a consequence of the purchase of the shares. The amount of the subscribed capital remains unchanged. The second paragraph of article 5 of the Articles of Association is amended as follows:

“It is represented by twenty million three hundred and sixty-four thousand three hundred and thirty-two (20,364,332) shares without indication of value.”

5. Authorisation to the Board of Directors, pursuant to the provisions of the Companies Code, to acquire and sell 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 sell, pursuant to the provisions of the Companies Code, own shares of the company 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-sixth of April two thousand and thirteen 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.”

6. 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 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.

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

“The general meeting of the twenty-sixth of April two thousand and thirteen authorised 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 per share that cannot be lower than the last closing price at Euronext Brussels prior to the date of acquisition, less ten per cent (10%), and that cannot be higher than the same closing price increased by ten per cent (10%), and to sell or cancel these shares.

The Board of Directors is entitled to use this authorisation one or several times, whenever he seems fit. The Board is further authorised to determine through a notarial deed the amended number of shares and to adapt the Articles of Association accordingly; the amount of the subscribed capital cannot be reduced and the reserve unavailable, accrued for the cancelled shares, has to be written off. The Board of Directors can empower one director to appear before the notary to pass the notarial deed.

This authorisation also applies to the acquisition of shares of the company by one or several of its direct subsidiaries within the meaning of the law, during a period of five years starting on the twenty-sixth of April two thousand and thirteen, and can be extended pursuant to the provisions of the Companies Code.”

7. 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: | <i>does not involve a vote</i> | | |
| proposal 2: | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| proposal 3: | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| proposal 4: | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| proposal 5: | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| proposal 6: | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> abstain |
| proposal 7: | <input type="checkbox"/> for | <input type="checkbox"/> against | <input type="checkbox"/> 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”)