

POWER OF ATTORNEY

The undersigned:

[NAME], [ADDRESS],

Holder of [NUMBER] shares of Omega Pharma NV, a Belgian limited liability company, making or having made a public appeal on savings with its registered offices at 9810 Nazareth, Venecoweg 26, Belgium,

grants full powers of attorney to [NAME], [ADDRESS], with power of substitution, to represent him/her/it at the annual general meeting which will be held at 9810 Nazareth, Venecoweg 26 on Monday 4 June 2007 at 7 pm, in order to decide upon the following agenda:

1. Reading, deliberating and commenting of the annual report of the board of directors and the auditor's report on the annual accounts for the financial year 2006.

2. Discussion and approval of the annual accounts closed on 31 December 2006.

Motion to vote: Approval of the annual accounts closed on 31 December 2006.

3. Allocation of the result of the financial year closed on 31 December 2006.

Motion to vote: Approval of the allocation of the result as included in the annual accounts including a gross dividend of EUR 0.40 per share (net EUR 0.30 per share).

4. Communication of the consolidated annual accounts and the consolidated reports.

5. Granting discharge to the members of the board of directors and the statutory auditor.

Motion to vote: By separate vote, granting full discharge to the directors and the statutory auditor who were active during the financial year 2006 for the tasks executed by them during the course of the financial year.

6. Reappointment of directors.

Motion to vote: Due to the expiry of their mandates, the reappointment of (i) Mr Marc Coucke, (ii) Couckinvest NV, with permanent representative being Mr Marc Coucke, (iii) Sam Sabbe BVBA, with permanent representative being Mr Sam Sabbe, to directors, for a period of 4 years, up to and including the annual meeting to be held in 2011.

7. Reappointment of independent directors in accordance with article 524 § 4 of the Belgian Company Code.

Motion to vote: Due to the expiry of their mandates, the reappointment of MM. Lucas Laureys and Benoit Graulich as independent directors in accordance with and fulfilling the criteria stipulated in article 524 § 4 of the Belgian Company Code for a period of 3 years, up to and including the annual meeting to be held in 2010.

8. Remuneration of non-executive directors.

Motion to vote: Establishing the remuneration for each of the non-executive directors at EUR 10,000 per annum, to be increased by EUR 5,000 (annually) per membership of an advisory committee.

9. In accordance with article 556 of the Belgian Company Code, approval of the clauses of change of control as stipulated in the *EUR 600 000 000 Facility Agreement*, concluded on 1 December 2006 between Omega Pharma NV (as *Company* and *Original Borrower*), Omega Pharma Holding (Nederland) BV (as *Original Borrower*), certain subsidiaries of Omega Pharma NV stated in the agreement (as *Original Guarantors*), ING Bank NV (as *Arranger* and *Agent*) and the financial institutions stated in the agreement (as *Original Lenders*).

Motion to vote: In accordance with article 556 of the Belgian Company Code, approval of the clauses of change of control as stipulated in the *EUR 600 000 000 Facility Agreement*, concluded on 1 December 2006 between Omega Pharma NV (as *Company* and *Original Borrower*), Omega Pharma Holding (Nederland) BV (as *Original Borrower*), certain subsidiaries of Omega Pharma NV stated in the agreement (as *Original Guarantors*), ING Bank NV (as *Arranger* and *Agent*) and the financial institutions stated in the agreement (as *Original Lenders*).

10. Explanation and discussion of the Corporate Governance situation at Omega Pharma NV.

11. Miscellaneous.

The special attorney-in-fact shall have the right to:

- participate at any other general meeting with the same agenda, if the first meeting cannot be validly held;
- participate at any deliberation, make statements, vote on the points on the agenda;
- sign all deeds, documents, certificates, lists of presence, choose residence, and in general, to do anything that proves necessary or useful.

Signed at _____ on _____.

(“Good for proxy” + signature).