

## **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 extraordinary general meeting which will be held at 9810 Nazareth, Venecoweg 26 on Monday 4 June 2007 immediately following the general meeting at 8.30 pm, in order to decide upon the following agenda:

I. Amendment of articles 8 and 13 of the articles of association in accordance with the law of 14 December 2005, Belgian Official Gazette of 23 December 2005.

1. Amendment of the articles of association pursuant to the modified legislation in relation to the abolition of bearer securities and the dematerialisation of securities.
2. Amendment of articles 8 and 13 of the articles of association.

*Motion to vote: Approval of the motion to amend the articles of association pursuant to the modified legislation in relation to the abolition of bearer securities and the dematerialisation of securities and the consequent amendment to article 8 and 13 of the articles of association as follows:*

*“Article 8: Form of the securities.*

*Shares not fully paid up are registered. Fully paid up shares and other securities of the company are registered (nominative), bearer or dematerialised, within the limitations prescribed by law.*

*Every owner of securities may at his own expense, request the conversion of his securities to registered securities or dematerialised securities.*

*A register will be kept at the registered office of the company for each category of registered securities. Each holder of securities is entitled to consult the register that relates to his securities.*

*A dematerialised security is represented by booking on an account in the name of the owner or holder, with a registered account holder or settlement institution.*

*Bearer securities registered on a security account shall be lawfully converted on 1 January 2008 and from that date shall exclusively exist in a dematerialised form. The other bearer securities shall, as registered on a security account from 1 January 2008, also be automatically converted.*

*Bearer securities issued before the publication of the law of 14 December 2005 and that are not registered on a security account, shall lawfully be converted in dematerialised securities on 1 January 2014.*

*Bearer securities issued after the publication of the law of 14 December 2005 and that are not registered on a security account shall be lawfully converted into dematerialised shares as of 1 January 2013.*

*Article 13: Issue of bonds and warrants.*

*The board of directors is authorised to issue bonds, regardless of whether these bonds are guaranteed by a mortgage or otherwise.*

*The general meeting may decide to issue convertible bonds or warrants.*

*Within the limits of the authorised capital the board of directors is competent to issue warrants or bond loans convertible into shares.*

*Within the limits of the law of 14 December 2005 relating to the abolition of bearer securities, these bonds and warrants may be issued in registered, bearer or dematerialised form.*

*The bearer bonds are valid if signed by at least two directors; the signatures may be replaced by name stamps.*

*With regard to the conversion of bearer bonds and warrants already issued reference is made to the transitional clauses in relation to bearer securities as stated in article 8 of these articles of association.”*

II. Change to the date of the annual meeting – Amendment to article 30 of the articles of association.

1. A change to the date of the annual meeting of the company so that it must in future be called on the first Monday of May starting for the first time on Monday 5 May 2008.

2. Amendment of Article 30 of the articles of association.

*Motion to vote:* Approval of the motion to change the date of the annual meeting and consequently to amend the 1<sup>st</sup> paragraph of article 30 of the articles of association as follows:

*“The ordinary general meeting of the shareholders, called the annual meeting, must be called each year on the first Monday of May at seven PM.”*

III. Authority regarding the acquisition and alienation of treasury shares – Amendment of article 53 of the articles of association.

1. Extension of the authority granted to the board of directors for a period of eighteen months from the granting of the authority to acquire treasury shares, by means of purchase or exchange, directly or through a person acting on their own behalf but for the account of the company, at a price that may not be lower than EUR 1.00 and not exceed the average closing share price of the 10 working days prior to the date of the purchase or exchange, increased by 10% and this in such a way that the company shall at no moment hold treasury shares for which the fractional value shall be greater than 10% of the subscribed capital of the company.

The board of directors is moreover authorised to alienate these shares without being bound by the aforementioned price and time restrictions.

These authorities may also be used for any acquisition or alienation of shares of the company by direct subsidiaries in accordance with article 627 of the Belgian Company Code.

## 2. Amendment of Article 53 of the Articles of Association.

*Motion to vote:* Approval of the motion to authorize the board of directors and consequent amendment of article 53 of the articles of association as follows:

- Delete section 1 and 2.
- Delete and replace section 3 with:

*“The extraordinary general meeting of (either) fourth June two thousand and seven (or) sixth July two thousand and seven has authorised the board of directors to acquire treasury shares, through purchase or exchange, directly or through a person acting on their own behalf but for the account of the company, at a price that may not be lower than one Euro (€1.00) and not exceed the average closing share price of the ten (10) working days prior to the date of the purchase or exchange, increased by ten percent (10%) and this in such a way that the company shall at no moment hold treasury shares for which the fractional value shall be greater than ten percent (10%) of the subscribed capital of the company.*

*The board of directors was moreover authorised to alienate these shares without being bound by the aforementioned price and time restrictions.*

*These authorities may also be used for any acquisition or alienation of shares of the company by direct subsidiaries in accordance with article 627 of the Company Code.”*

- In section 4 delete and replace “seventh July two thousand and six” by either “fourth June two thousand and seven” or “sixth July two thousand and seven”.

## IV. Coordination of the articles of association.

Commissioning the notary to coordinate the articles of association.

*Motion to vote:* Approval of the proposed commission.

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).