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the Dutch text is the only valid document.  
Only Dutch proxies will be accepted.*

## **POWER OF ATTORNEY**

The undersigned:

[NAME], [ADDRESS],

grants full powers of attorney to

[NAME], [ADDRESS],

with power of substitution, to represent him/her/it at the extraordinary general meeting of Omega Pharma NV which will be held at the office of Mr. Dirk Van Haesebrouck, public notary at 8511 Kortrijk-Aalbeke, Moeskroensesteenweg 1241 or at a location to be announced at that time), on Monday 9 June 2008 in order to decide upon the following agenda:

### I. Annulment of treasury shares – Amendment of article 5 of the articles of association.

Annulment, without capital decrease, of 2,000,000 shares in the company, acquired by the Company pursuant to article 620§1 of the Belgian Company code. Allocation of the net book value of these shares to the unavailable reserve created in accordance with article 623 of the Belgian Company code and the corresponding decrease of such unavailable reserve.

1. Amendment of article 5 of the articles of association.

2. Delegation of all powers to the board of directors or a managing director, acting individually, with the possibility of sub-delegation, in order to take all measures and carry out all actions necessary for the execution of the decision for annulment.

*Motion to vote:* Approval of the motion to annul 2,000,000 treasury shares acquired by the company pursuant to article 620§1 of the Belgian Company code; allocation of the net book value of these shares to the unavailable reserve created in accordance with article 623 of the Belgian Company code and the corresponding decrease of such reserve. Amendment of article 5 of the articles of association as to the aforementioned decision on the annulment of 2,000,000 treasury shares, by stating the number of shares representing the capital following the annulment of shares.

Delegation of all powers to the board of directors or a managing director, acting individually, with the possibility of sub-delegation, in order to take all measures and carry out all actions necessary for the execution of the decision for annulment.

### II. Amendment of article 8 of the articles of association to the amended clauses of the act of December 14<sup>th</sup> 2005, Belgian Official Gazette of December 23<sup>rd</sup> 2005.

1. Amendment of the articles of association to the amended clauses of the act relating to the abolition of bearer shares.

2. Amendment of article 8 of the articles of association.

*Motion to vote:* Approval of the decision to amend the articles of association to the amended clauses of the act relating to the abolition of bearer shares and consequent replacement of the last two sentences of article 8 by:

*“The bearer shares not registered on a share account, shall lawfully be converted into dematerialised shares on January 1<sup>st</sup> 2014.”*

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

1. Renewal of the authority of the board of directors to acquire, for a period of 18 months from the authorisation, treasury shares, by means of purchase or exchange, directly or through a person acting in their own name but on the company’s behalf, at a price that may not be lower than EUR 1.00 and not exceed the average of the closing share prices 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 not at any time hold treasury shares of which the fractional value is greater than 10% of the company’s subscribed capital.

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

These authorisations may also be used for the possible acquisition or alienation of company shares 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 decision to authorize the board of directors and consequent amendment of article 53 of the articles of association, as follows:

- In section 1 delete and replace “July 6<sup>th</sup> 2007” by either “May 5<sup>th</sup> 2008” or “June 9<sup>th</sup> 2008”.

- In section 4 delete and replace “July 6<sup>th</sup> 2007” by either “May 5<sup>th</sup> 2008” or “June 9<sup>th</sup> 2008”.

IV. Coordination of the Articles of Association.

Commissioning the notary to coordinate the articles of Association.

Motion to vote: Approval of the proposed assignment.

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).