

# Proxy voting form

## Holders of bearer shares

This proxy voting form (the 'Form') enables you to authorize and instruct the person nominated on this form to vote by proxy for you on the resolutions stated below ('Voting Instructions') at the Annual General Meeting of Royal BAM Group nv (the 'Company') to be convened on Wednesday 15 April 2020 at 2.00 p.m. at the head office of the Company, Runnenburg 9, 3981 AZ Bunnik, the Netherlands, for which the registration date, as defined in the articles of association of the Company, is 6.00 p.m. on Wednesday 18 March 2020 (the 'Registration Date').

The undersigned,

Name : \_\_\_\_\_  
Address : \_\_\_\_\_

acting as holder of shares of Royal BAM Group nv – under the conditions appended to this Form – authorises and instructs:

[enter the name of the person appointed as proxy] \_\_\_\_\_

to represent him/her at the aforementioned Annual General Meeting of Royal BAM Group nv, to address that meeting on his/her behalf and to vote by proxy for him/her at the meeting in the manner indicated below.

The undersigned confirms that the number of shares for which this authorisation and instruction is provided, is \_\_\_\_\_ and that he/she has made the proper application to attend the above Annual General Meeting of Royal BAM Group nv as stipulated in the notice for this meeting.

Please indicate your Voting Instructions\* by clearly marking the appropriate box with a cross, using a pen with blue or black ink.

Resolution	For	Against	Abstain
2.b Application of the remuneration policy regarding 2019			
4 Adoption of the 2019 Financial Statements			
5 Adoption of the dividend over the financial year 2019 WITHDRAWN			
6.a Discharge of the members of the Executive Board for their management in the financial year 2019			
6.b Discharge of the members of the Supervisory Board for their supervision of the management in the financial year 2019			
7.a Adoption of the remuneration policy for the Supervisory Board			

7.b	Adoption of the remuneration policy for the Executive Board			
8.a	Appointment of Mr H.Th.E.M. Rottinghuis as a member of the Supervisory Board			
8.b	Re-appointment of Mr H.L.J. Noy as a member of the Supervisory Board			
9.a	Issue respectively grant rights to acquire ordinary shares and cumulative preference shares F			
9.b	Restrict or exclude pre-emptive rights upon issuing respectively granting rights to acquire ordinary shares			
10	Authorisation for the Executive Board to have the Company acquire ordinary shares in the Company's capital			
11	Re-appointment of Ernst & Young Accountants LLP as external auditor responsible for auditing the 2021 financial statements			

\* Reference is made to the conditions appended to this Form.

By signing this Form you declare your acceptance of the appended conditions.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2020.

\_\_\_\_\_  
Signature

DUE TO COVID-19 MEASURES THE COMPANY CHANGED THE LOCATION OF THE MEETING FROM THE POSTILLION HOTEL UTRECHT BUNNIK TO THE HEAD OFFICE OF THE COMPANY AT RUNNENBURG 9 IN BUNNIK. THE COMPANY ALSO DECIDED TO WITHDRAW ITEM 5 FROM THE AGENDA OF THE MEETING.

FURTHERMORE, THE COMPANY PROVIDED UPDATED INSTRUCTIONS TO SHAREHOLDERS DUE TO COVID-19 MEASURES AS PUBLISHED ON THE COMPANY'S WEBSITE.

The following conditions apply to this Form:

- 1 If a Voting Instruction on a particular resolution has not been shown or the box has not been marked in the prescribed manner, the proxy vote on that resolution will be treated as invalid.
- 2 The number of proxy votes to be cast relates to all the shares held by you at the Registration Date, after all transactions up to that time have been recorded.
- 3 If you wish to attend the Annual General Meeting of the Company in person or to be represented at the meeting by a person other than the proxy or proxies nominated on this Form, you should make a separate application. In that case, the proxy votes with respect to the shares to which the application relates will be treated as invalid.
- 4 Your right to alienate any or all of the shares after the Registration Date is unaffected by your having given proxy and Voting Instructions under this Form.
- 5 By signing this Form you confirm that you will hold the voting rights conferred by all the shares held by you at the Registration Date, after all transactions up to that time have been recorded.
- 6 The precise wording of the resolutions may be abbreviated on this Form.
- 7 The convocation notice of the Annual General Meeting and the agenda together with explanatory notes are published on the website of the Company, [www.bam.com](http://www.bam.com).
- 8 Giving proxy and Voting Instructions under this Form does not involve any cost to you.
- 9 If you hold shares in a professional or business capacity on behalf of third parties, additional conditions may apply.
- 10 Proxy and Voting Instructions are given subject to the right of substitution and are governed by the laws of the Netherlands.