

Royal BAM Group nv

Summary adopted resolutions Annual General Meeting of 14 April 2021

The Annual General Meeting of Royal BAM Group nv dated 14 April 2021 has adopted the following resolutions.

Agenda item 2b

The application of the remuneration policy for the Executive Board regarding 2020 was adopted by advisory vote as proposed.

Casted votes in favour	49,160,135	88.02%
Casted votes against	6,692,678	11.98%
Total casted votes	55,852,813	100%
Votes withheld	523,942	

Agenda item 2c

The application of the remuneration policy for the Supervisory Board regarding 2020 was adopted by advisory vote as proposed.

Casted votes in favour	55,185,190	99.98%
Casted votes against	12,950	0,02%
Total casted votes	55,198,140	100%
Votes withheld	1,178,615	

Agenda item 4

The 2020 financial accounts were adopted as proposed.

Casted votes in favour	54,310,669	100%
Casted votes against	2,433	0,00%
Total casted votes	54,313,102	100%
Votes withheld	2,063,603	

Agenda item 5a

The decisions made by the members of the Executive Board in their conduct of the business during the 2020 financial year were ratified as proposed.

Casted votes in favour	54,277,804	99,99%
Casted votes against	4,617	0,01%
Total casted votes	54,282,421	100%
Votes withheld	2,094,284	

Agenda item 5b

The supervision exercised by the members of the Supervisory Board during the 2020 financial year in respect of the Executive Board's conduct of business was ratified as proposed.

Casted votes in favour	54,286,452	99.99%
Casted votes against	4,617	0.01%
Total casted votes	54,291,069	100%
Votes withheld	2,085,636	

Agenda item 6a

The amendments to the remuneration policy for the Executive Board regarding the objectives of the long term incentive remuneration were adopted as proposed.

Casted votes in favour	51,736,380	96.95%
Casted votes against	1,625,970	3.05%
Total casted votes	53,362,350	100%
Votes withheld	3,014,355	

Agenda item 6b

The amendments to the remuneration policy for the Executive Board regarding the removal of the TSR circuit breaker and vesting cap from the long term incentive were adopted as proposed.

Casted votes in favour	44,867,660	84.09%
Casted votes against	8,486,262	15.91%
Total casted votes	53,353,922	100%
Votes withheld	3,022,783	

Agenda item 7a

Dr N.M. Skorupska was appointed as a member of the Supervisory Board as proposed.

Casted votes in favour	56,362,424	99.99%
Casted votes against	3,430	0.01%
Total casted votes	56,365,854	100%
Votes withheld	10,851	

Agenda item 7b

Mr G. Boon was re-appointed as a member of the Supervisory Board as proposed.

Casted votes in favour	55,198,475	97.93%
Casted votes against	1,167,379	2.07%
Total casted votes	56,365,854	100%
Votes withheld	10,851	

Agenda item 7c

Mr M.P. Sheffield was re-appointed as a member of the Supervisory Board as proposed.

Casted votes in favour	55,217,123	97.95%
Casted votes against	1,157,379	2.05%
Total casted votes	56,374,502	100%
Votes withheld	2,203	

Agenda item 8a

The Executive Board was authorised to issue and grant rights to acquire ordinary shares and Class F cumulative preference shares as proposed.

Casted votes in favour	53,541,219	94.98%
Casted votes against	2,832,283	5.02%
Total casted votes	56,373,502	100%
Votes withheld	3,203	

Agenda item 8b

The Executive Board was authorised to restrict or exclude pre-emptive rights in the event of an issue of or granting of rights to acquire ordinary shares as proposed.

Casted votes in favour	52,818,247	93.71%
Casted votes against	3,547,607	6.29%
Total casted votes	56,365,854	100%
Votes withheld	10,851	

Agenda item 9

The Executive Board was authorised to arrange for the acquisition of ordinary shares in the Company's capital as proposed.

Casted votes in favour	54,152,344	98.07%
Casted votes against	1,067,385	1.93%
Total casted votes	55,219,729	100%
Votes withheld	1,156,976	

Agenda item 10

Ernst & Young Accountants LLP has been re-appointed as external auditor responsible for auditing the 2022 financial statements.

Casted votes in favour	56,091,015	99.51%
Casted votes against	274,637	0.49%
Total casted votes	56,365,652	100%
Votes withheld	11,053	

The number of total issued shares: 279,407,449.

The number of shares eligible to vote: 273,296,017.

The total votes that could be casted based on the attendance list: 56,381,949

The percentage of the total issued share capital to vote, present in the meeting was: 20,63%

Clarification:

- Line 1: column 2 reflects the total number of valid votes casted in favour of the proposal and column 3 the percentage that this number represents of the total valid votes casted.
- Line 2: column 2 reflects the total number of valid votes casted against the proposal and column 3 reflects the percentage that this number represents of the total valid votes casted.
- Line 3: column 2 the total number of valid votes casted (= the total number of shares for which votes have been validly casted in favour and against) and column 3 reflects the percentage of valid votes casted.
- Line 4: column 2 the number of abstentions.