



# Agenda and explanatory notes

Extraordinary General Meeting  
of 24 August 2017

## Agenda

of the Extraordinary General Meeting to be convened on Thursday 24 August 2017 at 3 p.m. at the offices of Royal BAM Group nv, Runnenburg 9, 3981 AZ Bunnik.

1. Opening and announcements.
2. Appointment of Mr P. Sheffield as a member of the Supervisory Board.
3. Any other business
4. Closure of the meeting.

The attendants will vote on agenda item 2; the other items are on the agenda for information and discussion purposes.

Shareholders whose shares entitle them to attend and/or vote at this meeting will be those shareholders who enjoy such rights as of Thursday 27 July 2017 at 6 p.m. (the 'Registration Deadline'), after processing of all share transfers, and who are registered as such in a register designated for this purpose by the Executive Board. The records of the intermediaries as defined in the Securities Giro Transactions Act [Wet giraal effectenverkeer] at the Registration Deadline will serve as such registers.

Holders of bearer shares and other persons deriving the right to attend the meeting from these shares who intend to attend the meeting can register for participation with ABN AMRO Bank N.V. (hereinafter: 'ABN AMRO') as of Friday 28 July 2017, telephone +31 (0)20 344 20 00, via the intermediary where the shares in question are administered. Registration can also be effected via [www.abnamro.com/](http://www.abnamro.com/) evoting. Holders of bearer shares and other persons who derive their right to attend therefrom must state their full address when registering, so that ABN AMRO can properly

verify share ownership at the Registration Deadline. Upon registration, the relevant intermediary must provide a confirmation, stating the number of shares to be represented at the meeting and that the shareholder owned these shares at the Registration Deadline. ABN AMRO must have received the registration and confirmation by 5 p.m. on Thursday 17 August 2017 at the latest. Holders of bearer shares and other persons who derive their right to attend and who have registered accordingly will receive an admission card by e-mail or post. This admission card will serve as proof of entitlement to attend the meeting. If holders of bearer shares and other persons who derive their right to attend from these shares wish to be represented by a proxy, they must submit written proxy authorisation upon registration.

Shareholders, proxies or other parties entitled to attend the meeting must show proof of identity upon arrival. They will also be required to present the aforementioned admission ticket in order to be able to participate in the meeting.

## Item 1

### Opening and announcements.

## Item 2

### Appointment of Mr P. Sheffield as a member of the Supervisory Board.

By means of a press release on 19 April 2017, Royal BAM Group n.v. ('the Company') announced that its Supervisory Board intends to nominate Mr P. Sheffield CBE for appointment as a member of the Supervisory Board. This nomination relates to the vacancy resulting from the departure of Mr P.A.F.W. Elverding, who resigned from the Supervisory Board at the end of the Annual General Meeting on 19 April this year for health reasons.

The Supervisory Board hereby communicates the vacancy anew and offers the General Meeting the opportunity to submit recommendations to the Supervisory Board. In the absence of such recommendations by the General Meeting (in which case there is no need for postponing the appointment), the Supervisory Board intends to nominate Mr Sheffield for appointment as a member of the Supervisory Board by the General Meeting on 24 August 2017, for a period which will end at the general meeting of shareholders in 2021. This nomination is supported by the Central Works Council.

The Supervisory Board has discussed the proposed nomination internally and has noted that Mr Sheffield, as a former CEO and executive director, benefits from extensive experience in the management of large, publicly listed organisations as well as in the development and implementation of strategies. In addition, due to his long-standing career at major British construction companies, he possesses extensive experience and expertise in the construction sector in the British domestic market, which is a significant market for BAM. Lastly, Mr Sheffield also has international experience. With his knowledge and experience, Mr Sheffield will further strengthen the competencies available within the Supervisory Board. The members of the Supervisory Board have therefore reached the conclusion that Mr Sheffield fits well with the Board's profile and qualifies for appointment to the Board.

The personal information about Mr Sheffield, as referred to in Book 2, Section 142, paragraph 3 of the Dutch Civil Code is published on the Company's website and reads as follows:

Mr Sheffield studied civil engineering at the University of Surrey (United Kingdom). He is a Chartered Engineer and Fellow at the British Institution of Civil Engineers. From 1983 to 2014 he was employed by the Kier Group, a large British construction and property development group, listed on the London stock exchange, where he held a number of management positions. During the first years of his career, Mr Sheffield was involved as an engineer in various projects in New Guinea, Turkey and the UK. Thereafter, he was responsible for projects in the UK, Saudi Arabia and Hong Kong as a project manager. In 1998 he became Director of Operations of the Civil Division and in the following year he was appointed Managing Director of that same division. In 2005 he joined the Board of the Kier Group where he was appointed as Chief Executive Officer in 2010. In 2014 Mr Sheffield left the Kier Group for Laing O'Rourke, one of the largest private construction companies of the United Kingdom, where he was a member of the Group Executive Committee until 2017, responsible for the activities in Europe and the Middle East and also closely involved with innovation initiatives.

Mr Sheffield is a British national and does not own any shares in the Company.

Mr Sheffield's ancillary positions are as follows:

- Non-Executive Director at Southern Water Services Ltd.

Mr Sheffield meets the Dutch legal stipulations regarding the limitation of supervisory positions and is to be considered as an independent board member in accordance with the Dutch Corporate Governance Code.

## Item 3

Any other business

## Item 4

Closure of the meeting.

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30058019.