



**Agenda and Notes  
to the Extraordinary General Meeting  
of 6 November 2024**

## Agenda

of the Extraordinary General Meeting, to be held on Wednesday 6 November 2024 at 16.30 hrs (CET), at the offices of Royal BAM Group nv, Runnenburg 9, 3981 AZ Bunnik, the Netherlands (the 'Company'). Shareholders and persons entitled to vote will be able to attend this meeting physically (at aforementioned location).

1. **Opening, notifications and announcements**
2. **Composition of the Supervisory Board:**
  - Appointment of Mrs J.C. Hanson as a member of the Supervisory Board (*for resolution*)
3. **Any other business**
4. **Closing the meeting**

For this meeting, the persons entitled to vote in connection with the shares are those who have the relevant rights and are registered as such in a register or sub-register designated by the Executive Board by Wednesday 9 October 2024 at 18.00 hrs (CET) (the 'Registration Date'), after clearance of all credit and debit transactions. For holders of shares to bearer, the designated register or sub-register is the administrative system of the intermediaries as set out in the Securities Giro Transactions Act as at the Registration Date. The designated register for holders of shares registered to name is the Company's shareholder register as at the Registration Date.

Shareholders and persons entitled to vote at the meeting based on these shares who intend to participate in the meeting, must register for attendance (the 'Registered Shareholders'). Registration is possible from Thursday 10 October 2024 until latest Wednesday 30 October 2024, 17.00 hrs (CET) with ABN AMRO Bank N.V. (hereafter referred to as 'ABN AMRO') on +31 (0)20 628 60 70 via the intermediary where the relevant shares are administered. Alternatively, shareholders and persons entitled to vote at the meeting can register at [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Upon registration, the full address details of shareholders and persons entitled to vote at the meeting must be submitted. This ensures that ABN AMRO is able to efficiently verify the shareholdership at the Registration Date. Also a confirmation from the intermediary involved must be submitted, stating the number of shares submitted for registration and confirming that the shareholder or person entitled to vote held these shares at the Registration Date. This confirmation must be received by ABN AMRO latest by Thursday 31 October 2024 at 13.00 hrs (CET). If shareholders and persons entitled to vote at the meeting based on these shares wish to be represented by a proxyholder, this written proxy must also be submitted upon registration.

The Registered Shareholders who have registered to attend the meeting will be sent an entry ticket by email or by postmail. This entry ticket serves as proof that the person involved is entitled to attend the meeting. In order to be admitted to the meeting, they must show proof of identity together with aforementioned entry ticket. The meeting will be held as a psychical meeting under the laws and regulations as applicable at the time of the meeting. If the health and safety of attendees would be at risk and it is legally permitted at that time, the Company may decide that a physical meeting cannot take place. In that case it will still be possible to attend the meeting virtually. Registered Shareholders are advised to regularly check the website for updates until the date of the meeting.

## Item 1

### Opening, notifications and announcements.

## Item 2

### Composition of the Supervisory Board:

#### Appointment of Mrs J.C. Hanson as a member of the Supervisory Board.

By means of a press release issued on 12 September 2024, the Company announced that its Supervisory Board intends to nominate Jane Carolyn Hanson for appointment as a member of the Supervisory Board. This nomination is related to the vacancy that will arise due to the retirement of Gosse Boon from the Supervisory Board, in connection with the end of his second four-year term of appointment at the Annual General Meeting of May 2025. BAM's Central Works Council supports the nomination of Mrs Hanson.

The Supervisory Board hereby 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 shall nominate Mrs Hanson for appointment as a member of the Supervisory Board by the General Meeting for a period which will end at the Annual General Meeting in 2028.

The Supervisory Board internally discussed the intended proposal of appointment of Mrs Hanson. She is a Fellow of the Institute of Chartered Accountants with over 30 years' experience in financial services. Mrs Hanson brings a wealth of business and leadership experience both in terms of general management and financial governance. Her corporate profile and diverse personality make her an excellent member of the Supervisory Board. With her knowledge and experience, Mrs Hanson further strengthens the competencies available within the Supervisory Board. The members of the Supervisory Board have therefore reached the conclusion that Mrs Hanson should be appointed to the Supervisory Board.

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

Jane Carolyn Hanson (1967) studied at the University of York and holds a Music BA (Hons). After she started her career as a professional musician in 1989, she completed the study to become a qualified chartered accountant at KPMG. Mrs Hanson continued her career at Aviva PLC, where she rose to the position of Risk & Governance Director. After Aviva she gained further non-executive director experience on private, listed, public

sector and charity boards, including audit and risk committee chair roles. Mrs Hanson has been awarded a CBE in 2022. Her executive career included extensive experience in strategic development, enterprise risk management, corporate governance and internal control frameworks. She also has wide experience in developing and monitoring client and conduct risk frameworks and overseeing large and complex IT and transformation programmes.

Currently, Mrs Hanson is a Non-Executive Director of HM Treasury, Non-Executive Director and Audit Committee Chair of Welsh Water (and Chair of the Board with effect from 1 January 2025), Audit Committee Chair at the Civil Aviation Authority and Audit and Risk Committee member of John Lewis Partnership.

Mrs Hanson has the British nationality and is not holding shares in the Company's capital.

Mrs Hanson fulfils the Dutch legal requirements relating to limitation of supervisory board 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

### Closing the meeting.

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