

# Convocation for the Annual General Meeting of Royal BAM Group nv

The Supervisory Board and Executive Board of Royal BAM Group nv, with its registered office in Bunnik ('Company'), invite shareholders to attend the Annual General Meeting ('AGM'), 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. You may register at the premises from 1.15 p.m. onwards.

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, PLEASE TAKE NOTICE OF THE UPDATED INSTRUCTIONS TO SHAREHOLDERS DUE TO COVID-19 MEASURES AS PUBLISHED ON THE COMPANY'S WEBSITE.

## Agenda

The topics on the agenda are:

1. Opening, notifications and announcements
2. Report of the Supervisory Board for the financial year 2019:
  - a. General report (*for discussion*)
  - b. Application of the remuneration policy regarding 2019 (*for advice by vote*)
3. Report of the Executive Board for the financial year 2019 (*for discussion*)
4. Adoption of the 2019 Financial Statements (*for resolution*)
5. Adoption of the dividend over the financial year 2019 (*for resolution*)  
WITHDRAWN
6. Discharge:
  - a. Discharge of the members of the Executive Board for their management in the financial year 2019 (*for resolution*)
  - b. Discharge of the members of the Supervisory Board for their supervision of the management in the financial year 2019 (*for resolution*)
7. Adoption of the remuneration policy:
  - a. Adoption of the remuneration policy for the Supervisory Board (*for resolution*)
  - b. Adoption of the remuneration policy for the Executive Board (*for resolution*)
8. Composition of the Supervisory Board:
  - a. Appointment of Mr H.Th.E.M. Rottinghuis as a member of the Supervisory Board (*for resolution*)
  - b. Re-appointment of Mr H.L.J. Noy as a member of the Supervisory Board (*for resolution*)
9. Confirmation of the Executive Board's authorisation to:
  - a. Issue respectively grant rights to acquire ordinary shares and cumulative preference shares F (*for resolution*)
  - b. Restrict or exclude pre-emptive rights upon issuing respectively granting rights to acquire ordinary shares (*for resolution*)
10. Authorisation for the Executive Board to have the Company acquire ordinary shares in the Company's capital (*for resolution*)
11. Re-appointment of Ernst & Young Accountants LLP as external auditor responsible for auditing the 2021 financial statements (*for resolution*)
12. Any other business
13. Closing the meeting

The meeting will vote on agenda item 2b and 4 through 11, with exception of item 5.

The positive advice of the Central Works Council on item 7a and 7b is available upon request at the Company's offices.

## Questions prior to shareholders' meeting

As a shareholder, proxy or person otherwise entitled to attend this meeting, you are invited to submit any questions prior to the meeting. These questions will be answered during the meeting, or the answers will be published on the Company's website as soon as possible after the meeting. Shareholders are invited to address their questions by email to [arno.pronk@bam.com](mailto:arno.pronk@bam.com) or by mail to the Company, for the attention of Mr A.C. Pronk, PO Box 20, 3980 CA Bunnik, the Netherlands. The questions must be received before 14 April 2020, 12.00 a.m.

## AGM documents

As from 3 March 2020, this convocation, the agenda and the notes are published on the Company's website: [www.bam.com](http://www.bam.com). The notification and the details relating to the candidates to be nominated for the Supervisory Board as set out in Article 2:142 paragraph 3 of the Dutch Civil Code are stated in the notes to the agenda. The AGM documents are also available free

of charge via ABN AMRO Bank N.V. ('ABN AMRO') by calling: +31 (0)20 344 20 00, or sending an email to: [AVA@nl.abnamro.com](mailto:AVA@nl.abnamro.com).

## Registration date

The following persons are entitled to attend the meeting and to vote at the meeting: persons who registered as such on Wednesday 18 March 2020 before 6.00 p.m. (the 'Registration Date') in (i) the administrative systems maintained by banks and intermediaries as defined in the Securities Giro Transactions Act (the 'Intermediaries') or (ii) the Company's shareholders register.

## Registration

Shareholders who wish to personally attend the meeting or issue a proxy to a person for representing them at the meeting may register with ABN AMRO from Thursday 19 March 2020 until latest Wednesday 8 April 2020. This can be arranged through the Intermediary where the shares are registered or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). The Intermediaries must issue an electronic statement to ABN AMRO latest on Wednesday 8 April 2020 by 5.00 p.m. via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) stating the number of shares that the shareholder holds at the Registration Date and submitted for registration. Upon registration, Intermediaries are requested to submit the full address details of the relevant shareholder in order to enable efficient verification of the shares held at the Registration Date. The shareholder will receive a certificate of registration (the 'Registration Certificate') from ABN AMRO, via the Intermediary, by email or by post. This Registration Certificate serves as the entry ticket to the meeting.

## Proxy and voting instructions

Shareholders unable to attend the meeting in person may choose to grant (a) an electronic proxy or (b) a written proxy to (1) an independent third party or (2) a party of the shareholder's personal choice; such without prejudice to the above provisions relating to registration. IQ EQ Financial Services B.V. ('IQ-EQ') in Amsterdam will serve as the independent third party.

The proxy may be granted with or without voting instructions. If the above-mentioned independent third party is granted a proxy without voting instructions, it is deemed to vote in favour of all proposals of the Executive Board and/or Supervisory Board of the Company, as set out in the agenda, and to vote against any other proposals.

Ad a. Electronic proxies and voting instructions may be granted via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Ad b. Written proxies to the independent third party, or a party of the shareholder's personal choice, may be sent by fax or by email to IQ-EQ on +31 (0)20 522 25 35 or [registers@iqeq.com](mailto:registers@iqeq.com).

Shareholders may make use of the proxy voting form to grant proxies with voting instructions. This form and an explanation are available via [www.bam.com](http://www.bam.com) under [about-bam/corporate-governance/annual-general-meeting/agma-15-april-2020](http://www.bam.com/about-bam/corporate-governance/annual-general-meeting/agma-15-april-2020). Alternatively, shareholders may request this form from IQ-EQ via +31 (0)20 522 25 12, or the fax number or email address listed above.

Electronic proxies must be granted via ABN AMRO and written proxies must be received by IQ-EQ; latest by Wednesday 8 April 2020, 5.00 p.m.

The persons entitled to attend the meeting will be asked for valid proof of identification before being admitted to the meeting. Please remember to bring your valid identification document.

Bunnik, the Netherlands, 3 March 2020  
Royal BAM Group nv

Updated, 31 March 2020