

## Royal BAM Group nv

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

The Supervisory Board and Executive Board of Royal BAM Group nv, with its registered office in Bunnik, invite shareholders to attend an Extraordinary General Meeting ('EGM'), to be convened on Wednesday 6 November 2019 at 3.30 p.m. at the offices of Royal BAM Group nv, Runnenburg 9, 3981 AZ Bunnik, the Netherlands (the 'Company'). Shareholders may register at the premises from 3.00 p.m. onwards.

#### Agenda

The topics to be discussed in the meeting include:

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

The meeting will vote on agenda item 2.

#### 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. 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.

#### EGM documents

As from today, 23 September 2019, 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 candidate 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 EGM 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: [corporate.broking@nl.abnamro.com](mailto:corporate.broking@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 9 October 2019 before 6 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 10 October 2019 until latest Wednesday 30 October 2019. 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 30 October 2019 by 5 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 e-mail 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. ('IQEQ') 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.1. Written proxies to the independent third party may be sent by fax or by email to IQEQ on +31 (0)20 522 25 35 or [registers@iqeq.com](mailto:registers@iqeq.com).

Ad b.2 Shareholders may also make use of the voting instructions form to grant written proxies to a party of the shareholder's personal choice.

This proxy voting form and an explanation are available via [www.bam.com](http://www.bam.com) under about-bam/corporate-governance/annual-general-meeting/egm-6-november-2019. Alternatively, shareholders may request this form from IQEQ 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 IQEQ; latest by Wednesday 30 October 2019, 5 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, 23 September 2019  
Royal BAM Group nv