

## Proxy voting form

### Holders of bearer shares

This proxy voting form (the 'Form') enables you to authorize and instruct the person nominated on this form to vote by proxy for you on the resolutions stated below ('Voting Instructions') at the Extraordinary General Meeting of Royal BAM Group nv to be held at the offices of Royal BAM Group nv, Runnenburg 9, 3981 AZ Bunnik, the Netherlands (the 'Company'), at 3:30 p.m. on Wednesday 6 November 2019, for which the registration date, as defined in the articles of association of the Company, is 6:00 p.m. on Wednesday 9 October 2019 (the 'Registration Date').

The undersigned,

Name : \_\_\_\_\_  
Address : \_\_\_\_\_

acting as holder of depositary receipts for shares of Royal BAM Group nv – under the conditions appended to this Form\* – authorises and instructs:

[enter the name of the person appointed as proxy] \_\_\_\_\_

to represent him/her at the aforementioned Extraordinary General Meeting of Royal BAM Group nv, to address that meeting on his/her behalf and to vote by proxy for him/her at the meeting in the manner indicated below.

The undersigned confirms that the number of shares for which this authorisation and instruction is provided, is \_\_\_\_\_ and that he/she has made the proper application to attend the above Extraordinary General Meeting of Royal BAM Group nv as stipulated in the notice for this meeting.

Please indicate your Voting Instructions by clearly marking the appropriate box with a cross, using a pen with blue or black ink.

Resolution	For	Against	Abstain
2 Appointment of Mr R. Provoost as a member of the Supervisory Board.			

*\* Reference is made to the conditions appended to this Form.*

By signing this Form you declare your acceptance of the appended conditions.

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2019.

\_\_\_\_\_  
Signature

The following conditions apply:

- 1 If a Voting Instruction on a particular resolution has not been shown or the box has not been marked in the prescribed manner, the proxy vote on that resolution will be treated as invalid.
- 2 The number of proxy votes to be cast relates to all the shares held by you at the Registration Date, after all transactions up to that time have been recorded.
- 3 If you wish to attend the Extraordinary General Meeting of the Company in person or to be represented at the meeting by a person other than the proxy or proxies nominated on this Form, you should make a separate application. In that case, the proxy votes with respect to the shares to which the application relates will be treated as invalid.
- 4 Your right to alienate any or all of the shares after the Registration Date is unaffected by your having given proxy and Voting Instructions under this Form.
- 5 By signing this Form you confirm that you will hold the voting rights conferred by all the shares held by you at the Registration Date, after all transactions up to that time have been recorded.
- 6 The precise wording of the resolutions may be abbreviated on this Form.
- 7 The convocation notice of the Extraordinary General Meeting and the agenda together with explanatory notes are published on the website of the Company, [www.bam.com](http://www.bam.com).
- 8 Giving proxy and Voting Instructions under this Form does not involve any cost to you.
- 9 If you hold shares in a professional or business capacity on behalf of third parties, additional conditions may apply.
- 10 Proxy and Voting Instructions are given subject to the right of substitution and are governed by Dutch Law.