

ROYAL BAM GROUP N,V,

SUMMARY ADOPTED RESOLUTIONS

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 25 APRIL 2012

The Annual General Meeting of Shareholders of 25 April 2012 has adopted the following resolutions.

2c The 2011 financial accounts were adopted, as proposed.

Casted votes in favour	92,791,146 (99.99%)	(39.84%)
Casted votes against	6,172 (0.01%)	(0.00%)
Total casted votes	92,797,318	(39.84%)
Abstention	427	

3 A dividend 2010 of € 0.16 for each ordinary share has been declared.

Casted votes in favour	92,776,913 (99.98%)	(39.83%)
Casted votes against	19,103 (0.02%)	(0.01%)
Total casted votes	92,796,016	(39.84%)
Abstention	988	

4 The decisions of the members of the Executive Board in their conduct of the business in the 2011 financial year have been ratified.

Casted votes in favour	92,602,949 (99.80%)	(39.75%)
Casted votes against	184,194 (0.20%)	(0.08%)
Total casted votes	92,787,143	(39.83%)
Abstention	10,991	

5 The supervision exercised by the members of the Supervisory Board during the 2011 financial year in respect of the Executive Board's conduct of the business has been ratified.

Casted votes in favour	92,602,832 (99.80%)	(39.75%)
Casted votes against	183,771 (0.20%)	(0.08%)
Total casted votes	92,786,603	(39.83%)
Abstention	11,182	

- 6a The Executive Board has been authorized to issue and grant rights to acquire ordinary shares and Class F cumulative preference shares.

Casted votes in favour	92,516,872 (99.75%)	(39.72%)
Casted votes against	231,547 (0.25%)	(0.10%)
Total casted votes	92,748,419	(39.82%)
Abstention	48,661	

- 6b The Executive Board has been authorized to restrict or exclude pre-emptive rights in the event of an issue of or granting of rights to acquire ordinary shares.

Casted votes in favour	91,708,502 (98.87%)	(39.37%)
Casted votes against	1,051,866 (1.13%)	(0.45%)
Total casted votes	92,760,368	(39.82%)
Abstention	37,496	

- 7a The Executive Board has been authorized to arrange for the acquisition by the Company of ordinary shares in the Company's capital, or depositary receipts for those shares.

Casted votes in favour	92,592,711 (99.82%)	(39.75%)
Casted votes against	168,739 (0.18%)	(0.07%)
Total casted votes	92,761,450	(39.82%)
Abstention	36,663	

- 8 Mr. H.L.J. Noy has been appointed as member of the Supervisory Board.

Casted votes in favour	92,593,030 (99.81%)	(39.75%)
Casted votes against	180,054 (0.19%)	(0.08%)
Total casted votes	92,773,084	(39.83%)
Abstention	25,049	

- 9a Mr. J. Ruis has been reappointed as member of the Executive Board.

Casted votes in favour	92,783,373 (99.99%)	(39.83%)
Casted votes against	6,173 (0.01%)	(0.00%)
Total casted votes	92,789,546	(39.83%)
Abstention	7,277	

- 9b Mr. R. P. van Wingerden has been reappointed as member of the Executive Board,

Casted votes in favour	92,754,561 (99.96%)	(39.82%)
Casted votes against	37,431 (0.04%)	(0.02%)
Total casted votes	92,791,992	(39.84%)
Abstention	5,000	

- 10 PricewaterhouseCoopers has been reappointed as external auditor in charge of the audit of the 2012 annual report.

Casted votes in favour	92,684,608 (99.95%)	(39.79%)
Casted votes against	44,079 (0.05%)	(0.02%)
Total casted votes	92,728,687	(39.81%)
Abstention	68,732	

The number of issued shares: 232,937,569.

The total votes that could be casted based on the attendance list: 92,804,302.

The percentage of the total issued share capital present in the meeting was:39.84%

Clarification:

- Line 1: column 2 reflects the total number of valid votes casted in favour of the proposal (with the percentage that this number represents of the total valid votes casted) and column 3 reflects the percentage that this total number represents of the total issued share capital.
- Line 2: column 2 reflects the total number of valid votes casted against the proposal (with the percentage that this number represents of the total valid votes casted) and column 3 reflects the percentage that this total number represents of the total issued share capital.
- Line 3: column 2 the total number of valid votes casted (= the total number of shares for which votes have been validly casted) and column 3 reflects the percentage that this total number represents of the total issued share capital.
- Line 4: column 2 the number of abstentions.