

## Royal BAM Group nv

### Summary adopted resolutions Annual General Meeting of Shareholders of 24 April 2013

The Annual General Meeting of Shareholders of 24 April 2013 has adopted the following resolutions.

2c The 2012 financial accounts were adopted, as proposed.

<b>Casted votes in favour</b>	91,682,571 (99.994%)	(37.960%)
<b>Casted votes against</b>	5,660 (0.006%)	(0.002%)
<b>Total casted votes</b>	91,688,231	(37.962%)
<b>Abstention</b>	14,428	

3 A dividend 2012 of € 0.10 for each ordinary share has been declared.

<b>Casted votes in favour</b>	91,672,510 (99.972%)	(37.956%)
<b>Casted votes against</b>	25,317 (0.028%)	(0.010%)
<b>Total casted votes</b>	91,697,827	(37.966%)
<b>Abstention</b>	14	

4 The decisions of the members of the Executive Board in their conduct of the business in the 2012 financial year have been ratified.

<b>Casted votes in favour</b>	91,677,810 (99.996%)	(37.958%)
<b>Casted votes against</b>	3,350 (0.004%)	(0.001%)
<b>Total casted votes</b>	91,681,160	(37.959%)
<b>Abstention</b>	16,691	

5 The supervision exercised by the members of the Supervisory Board during the 2012 financial year in respect of the Executive Board's conduct of the business has been ratified.

<b>Casted votes in favour</b>	91,685,793 (99.993%)	(37.961%)
<b>Casted votes against</b>	6,224 (0.007%)	(0.003%)
<b>Total casted votes</b>	91,692,017	(37.964%)
<b>Abstention</b>	5,785	

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

<b>Casted votes in favour</b>	90,795,599 (99.067%)	(37.593%)
<b>Casted votes against</b>	855,021 (0.933%)	(0.354%)
<b>Total casted votes</b>	91,650,620	(37.947%)
<b>Abstention</b>	43,073	

- 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.

<b>Casted votes in favour</b>	90,236,500 (98.433%)	(37.361%)
<b>Casted votes against</b>	1,436,762 (1.567%)	(0.595%)
<b>Total casted votes</b>	91,673,262	(37.956%)
<b>Abstention</b>	20,385	

- 7 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.

<b>Casted votes in favour</b>	91,666,055 (99.987%)	(37.953%)
<b>Casted votes against</b>	12,368 (0.013%)	(0.005%)
<b>Total casted votes</b>	91,678,423	(37.958%)
<b>Abstention</b>	15,426	

- 8 Mr H. Scheffers has been reappointed as member of the Supervisory Board.

<b>Casted votes in favour</b>	90,690,458 (99.786%)	(37.549%)
<b>Casted votes against</b>	194,755 (0.214%)	(0.081%)
<b>Total casted votes</b>	90,885,213	(37.630%)
<b>Abstention</b>	809,636	

- 9 Mr M.J. Rogers has been reappointed as member of the Executive Board.

<b>Casted votes in favour</b>	91,682,986 (99.998%)	(37.960%)
<b>Casted votes against</b>	1,681 (0.002%)	(0.001%)
<b>Total casted votes</b>	91,684,667	(37.961%)
<b>Abstention</b>	9,761	

- 10 PricewaterhouseCoopers has been reappointed as external auditor in charge of the audit of the 2013 annual report.

<b>Casted votes in favour</b>	91,590,089 (99.961%)	(37.922%)
<b>Casted votes against</b>	35,775 (0.039%)	(0.015%)
<b>Total casted votes</b>	91,625,864	(37.936%)
<b>Abstention</b>	64,905	

The number of issued shares: 241,524,914.

The total votes that could be casted based on the attendance list: 91,711,040.

The percentage of the total issued share capital present in the meeting was: 37.97%

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.