

Royal BAM Group nv

Summary adopted resolutions Annual General Meeting of Shareholders of 23 April 2014

The Annual General Meeting of Shareholders of 23 April 2014 has adopted the following resolutions.

2d The 2013 financial accounts were adopted, as proposed.

Casted votes in favour	97,315,006	99.99%
Casted votes against	12,638	0.01%
Total casted votes	97,329,207	100%
Abstention	1,563	

3 A dividend 2013 of € 0.05 for each ordinary share has been declared.

Casted votes in favour	97,269,483	99.94%
Casted votes against	63,041	0.06%
Total casted votes	97,334,208	100%
Abstention	1,684	

4 The decisions of the members of the Executive Board in their conduct of the business in the 2013 financial year have been ratified.

Casted votes in favour	97,316,551	99.98%
Casted votes against	14,843	0.02%
Total casted votes	97,333,339	100%
Abstention	1,945	

5 The supervision exercised by the members of the Supervisory Board during the 2013 financial year in respect of the Executive Board's conduct of the business has been ratified.

Casted votes in favour	97,295,545	99.99%
Casted votes against	13,188	0.01%
Total casted votes	97,333,858	100%
Abstention	25,125	

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	78,040,139	80.18%
Casted votes against	19,289,238	19.82%
Total casted votes	97,336,569	100%
Abstention	7,192	

- 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	77,794,126	79,93%
Casted votes against	19,539,687	20,07%
Total casted votes	97,336,388	100%
Abstention	2,575	

- 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.

Casted votes in favour	96,954,093	99,61%
Casted votes against	379,366	0,39%
Total casted votes	97,336,189	100%
Abstention	2,730	

- 8 Mr E.J. Bax, MBA has been appointed as member of the Executive Board.

Casted votes in favour	97,325,392	99,99%
Casted votes against	6,632	0,01%
Total casted votes	97,333,490	100%
Abstention	1,466	

- 9 PricewaterhouseCoopers has been reappointed as external auditor in charge of the audit of the 2014 annual report.

Casted votes in favour	97,319,347	99,98%
Casted votes against	15,010	0,02%
Total casted votes	97,337,286	100%
Abstention	2,929	

The number of issued shares: 269,424,089.

The total votes that could be casted based on the attendance list: 97,355,665

The percentage of the total issued share capital present in the meeting was: 36,13%

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.