

Profile

Supervisory Board

Royal BAM Group N.V.

The Supervisory Board of Royal BAM Group has adopted a profile. This profile has been established on 4 March 2009 and has subsequently been updated on on the basis of and in compliance with article 3 of the rules of the Supervisory Board.

Composition

The Supervisory Board shall be composed in such a way that its members are able to operate independently and critically towards each other, the members of the Executive Board and any other interest involved. It shall be construed in a balanced way as to reflect the nature and variety of BAM's businesses, its international spread and the desirability to have available expertise in various fields as mentioned below.

The composition shall be such that the combined experience, expertise and independence of its members enables the Supervisory Board to best carry out the variety of its responsibilities and duties with regard to the company and all others involved in the company including its shareholders, consistent with applicable law and regulations.

The composition of the Supervisory Board should also be consistent with the provisions of article 3.3 and the requirements of independency as mentioned in article 3.4 of the rules of the Supervisory Board.

Diversity

The Supervisory Board strives for a mixed composition including in respect of gender and age. Its aim is to have a composition consisting of at least 30 per cent female members.

In case the actual situation differs from the diversity as aimed for in this Profile, the Supervisory Board shall account for this in the annual report of BAM, including an indication how it expects to achieve this aim in the future.

Members

The Supervisory Board consists of at least three members and of eight members at the most. For reasons of continuity this maximum may be exceeded temporarily with the approval of the general meeting of shareholders.

Requirements in general

Each member of the Supervisory Board should meet the following general requirements:

- a) being capable of assessing the broad outlines of the overall policy;
- b) being able to operate independently and critically towards the other members of the Supervisory Board and the members of the Executive Board;
- c) being capable of carrying out the legal and statutory required responsibilities of the Supervisory Board;
- d) being capable of advising and assisting the Executive Board in the execution of its duties, called or uncalled for.

Special requirements

The Supervisory Board shall be composed in such a way that one or more of its members have commercial and financial-economical expertise, expertise with regard to entrepreneurship, the construction industry, personnel matters and social environment and that more specific the following special requirements are available amongst its members:

- a) broad entrepreneurial insight, in coherence between economical, social and financial developments (prosperity, social wellbeing et cetera) in order to be able to foster the broadening of the management's perspectives and also in order to stimulate activities essential for the continuity and rentability of the businesses of the company (innovative way of thinking);
- b) expertise concerning the construction industry, in order to be able to actively assist in addressing issues relating to the development in all aspects of the markets relevant for BAM;
- c) international experience in view of the international spread of the activities of BAM;
- d) expertise concerning management, control and organization in order to be able to actively assist the Executive Board in meeting its objectives in terms of optimizing the productivity of the assets, efficiency, planning, organization, information and communication technology and corporate governance;
- e) expertise concerning social and other developments in society in order to be able to actively assist in addressing issues relating to remuneration and the position of companies in society and of human beings in organizations (the functioning of a business as a society of working, such measured in terms of individual and group satisfaction of the employees; integrity);
- f) expertise in the field of finance, financial administration and accounting gathered at listed companies or other large entities in order to be able to judge and advice on among other things such as investments, return on investments, financing the business of an enterprise and its subsidiaries, taxation, social security, the audit process and thinking in terms of shareholders value.

Bunnik,

P.A.F.W. Elverding,
Chairman of the Supervisory Board