

Date 2015
Reference
Telephone number
E-mail address

Royal BAM Group nv
Att. Mr J.A. van Galen
PO Box 20
3980 CA Bunnik
The Netherlands

Subject **Proxy voting and instruction form**

Dear Mr Van Galen,

I herewith authorise and instruct you, with the right to nominate another person by you (right of substitution), to represent me at the General Meeting of Shareholders of Royal BAM Group nv of 22 April 2015 and to address that meeting on my behalf and to vote by proxy for me at the meeting in the manner indicated below.

The number of shares for which I authorise and instruct you to vote is

I confirm that I have made the proper application to attend the General Meeting of Shareholders of Royal BAM Group nv of 22 April 2015 as stipulated in the notice for this meeting.

By signing this form I confirm that I took note of the conditions for voting by proxy and that I agree to the terms of these conditions.

Voting instruction

Resolution	For	Against	Abstain
2d Adoption of the 2014 financial statements.			
3a Amendment of the remuneration policy			
3b Approval of arrangements to grant shares to members of the Executive Board.			
4 Ratification of the decisions taken by the members of the Executive Board in their conduct of business in the 2014 financial year.			
5 Ratification of the supervision exercised by the members of the Supervisory Board during the 2014 financial year in respect of the Executive Board's conduct of business.			

Resolution	For	Against	Abstain
6a Authorisation of the Executive Board to issue and grant rights to acquire ordinary shares and Class F cumulative preference shares.			
6b Authorisation of the Executive Board to restrict or exclude pre-emptive rights in the event of an issue of or the granting of rights to acquire ordinary shares.			
7 Authorisation of the Executive Board to arrange for the acquisition by the Company of ordinary shares in the Company's capital, or depositary receipts for those shares.			
8 Amendment of the Articles of Association.			
9a Re-appointment of Mrs C.M.C. Mahieu as a member of the Supervisory Board.			
9b Re-appointment of Mr. K.S. Wester as a member of the Supervisory Board.			
9c Re-appointment of Mr. P.A.F.W. Elverding as a member of the Supervisory Board.			
10 Re-appointment of PricewaterhouseCoopers as external auditor to audit the financial statements for the financial year 2015.			
11 Appointment of Ernst & Young Accountants LLP as external auditor to audit the financial statements for the financial years 2016, 2017 and 2018.			
12 Proposal to use the English language for the annual report and other financial information.			

* 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 _____ 2015

Signature

The following conditions apply:

- 1 Your voting instruction on a particular resolution can only be carried out if (i) this form has been received in good condition by the Executive Board of the Company by no later than 5:00 p.m. on Wednesday 15 April 2015, duly completed and signed, (ii) you are registered as eligible to attend and/or vote at the meeting per Wednesday 25 March 2015, 6:00 p.m. ('record date') and (iii) you have made the proper application to ABN AMRO Bank nv as set out in the published notice for this meeting.
- 2 Your voting instruction may be sent by e-mail. Voting instructions by e-mail will be accepted when received in good condition by the Executive Board of the Company by no later than 5:00 p.m. on Wednesday 15 April 2015 at the following e-mail address: ir@bamgroep.nl.
- 3 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.
- 4 The number of proxy votes to be cast relates to all the shares held by you at the record date, after all transactions up to that time have been recorded.
- 5 If you wish to attend the General Meeting of Shareholders 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.
- 6 Your right to alienate any or all of the shares after the record date is unaffected by your having given proxy voting instructions.
- 7 By signing this form you confirm that you will hold the voting rights conferred by all the shares held by you at the record date, after all transactions up to that time have been recorded.
- 8 The precise wording of the resolutions may be abbreviated on this form.
- 9 The notice of General Meeting of Shareholders, the complete agenda together with explanatory notes and the annual report 2014 are published on the website of the Company, www.bam.eu.
- 10 Giving proxy voting instructions does not involve any cost to you.
- 11 If you hold shares in a professional or business capacity on behalf of third parties, additional conditions may apply.
- 12 Proxy voting instructions are given subject to the right of substitution and are governed by Netherlands Law.
- 13 Proxy voting instructions become irrevocable 48 hours prior to the scheduled commencement of the General Meeting of Shareholders.
- 14 By signing this form you confirm that you have no objections against the Company publishing at its website the total of all received voting instructions per item of the agenda on an anonymous basis.