

Royal BAM Group nv

Summary adopted resolutions Annual General Meeting of 20 April 2016

The Annual General Meeting of Royal BAM Group dated 20 April 2016 in Amsterdam has adopted the following resolutions.

Agenda item 2d

The 2015 financial accounts were adopted as proposed.

Casted votes in favour	94,997,825	99.94%
Casted votes against	59,210	0.06%
Total casted votes	95,079,962	100%
Abstention	22,927	

Agenda item 3

The dividend was adopted.

Casted votes in favour	94,748,658	99.65%
Casted votes against	335,545	0.35%
Total casted votes	95,088,520	100%
Abstention	4,317	

Agenda item 4

The decisions made by the members of the Executive Board in their conduct of the business during the 2015 financial year have been ratified.

Casted votes in favour	94,171,625	99.82%
Casted votes against	168,917	0.18%
Total casted votes	95,082,752	100%
Abstention	742,210	

Agenda item 5

The supervision exercised by the members of the Supervisory Board during the 2015 financial year in respect of the Executive Board's conduct of business has been ratified.

Casted votes in favour	93,683,422	99.32%
Casted votes against	639,095	0.68%
Total casted votes	95,081,436	100%
Abstention	758,919	

Agenda item 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	87,015,053	91.52%
Casted votes against	8,058,982	8.48%
Total casted votes	95,078,327	100%
Abstention	4,292	

Agenda item 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	85,991,371	90.43%
Casted votes against	9,097,760	9.57%
Total casted votes	95,093,133	100%
Abstention	4,002	

Agenda item 7

The Executive Board has been authorized to arrange for the acquisition of ordinary shares in the Company's capital.

Casted votes in favour	94,670,507	99.56%
Casted votes against	418,571	0.44%
Total casted votes	95,094,144	100%
Abstention	5,066	

Agenda item 8a

Mr R.P. van Wingerden has been re-appointed as a member of the Executive Board.

Casted votes in favour	94,255,215	99.12%
Casted votes against	839,055	0.88%
Total casted votes	95,095,050	100%
Abstention	780	

Agenda item 8b

Mrs T. Menssen has been re-appointed as a member of the Executive Board.

Casted votes in favour	94,242,179	99.11%
Casted votes against	845,741	0.89%
Total casted votes	95,089,588	100%
Abstention	1,668	

Agenda item 9

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

Casted votes in favour	94,418,352	99.30%
Casted votes against	664,707	0.70%
Total casted votes	95,085,424	100%
Abstention	2,365	

The number of issued shares: 270,998,957.

The number of shares eligible to vote: 270,393,982.

The total votes that could be casted based on the attendance list: 95,152,215.

The percentage of the total issued share capital present in the meeting was: 35.19%.

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.