

Convocation for the Annual General Meeting of Royal BAM Group nv

The Supervisory Board and Executive Board of Royal BAM Group nv, with its registered office in Bunnik, invite the shareholders to attend the Annual General Meeting ('AGM'), to be convened on Wednesday 17 April 2019 at 2.00 p.m. in the Postillion Hotel Utrecht Bunnik, Kosterijland 8, 3981 AJ Bunnik, the Netherlands. You may register at the premises from 1.15 p.m. onwards.

Agenda

1. Opening, notifications and announcements.
2. Report of the Supervisory Board for the financial year 2018:
 - a. General report (*for discussion*);
 - b. Application of the remuneration policy regarding 2018 (*for discussion*).
3. Report of the Executive Board for the financial year 2018 (*for discussion*).
4. Adoption of the 2018 financial statements (*for resolution*).
5. Adoption of the dividend over the financial year 2018 (*for resolution*).
6. Discharge:
 - a. Discharge of the members of the Executive Board for their management in the financial year 2018 (*for resolution*);
 - b. Discharge of the members of the Supervisory Board for their supervision of the management in the financial year 2018 (*for resolution*).
7. Change in the corporate governance structure:
Establishment of an Executive Committee (*for discussion*).
8. Composition of the Supervisory Board:
Re-appointment of Mrs C.M.C. Mahieu as a member of the Supervisory Board (*for resolution*).
9. Confirmation of the Executive Board's authorisation to:
 - a. Issue respectively grant rights to acquire ordinary shares and cumulative preference shares F (*for resolution*);
 - b. Restrict or exclude pre-emptive rights upon issuing respectively granting rights to acquire ordinary shares (*for resolution*).
10. Authorisation for the Executive Board to have the Company acquire ordinary shares in the Company's capital (*for resolution*).
11. Re-appointment of Ernst & Young Accountants LLP as external auditor responsible for auditing the 2020 financial statements (*for resolution*).
12. Any other business.
13. Closing the meeting.

Questions prior to the AGM

As a shareholder, proxy or person otherwise entitled to attend this meeting, you are invited to submit any questions to the company prior to the meeting. These questions will be answered during the meeting. Shareholders are invited to address their questions by email to arno.pronk@bam.com or by mail to Royal BAM Group nv, for the attention of Mr A.C. Pronk, PO Box 20, 3980 CA Bunnik, the Netherlands.

AGM documents

As from today, 6 March 2019, this convocation, the agenda and the notes, and the 2018 integrated report are published on the Company's website www.bam.com. The notification and the details relating to the candidate to be nominated for the Supervisory Board as set out in Article 2:142(3) of the Dutch Civil Code are stated in the notes to the agenda. The AGM documents are also available free of charge via ABN AMRO Bank N.V. ('ABN AMRO') by calling: +31 (0)20 344 20 00, or sending an email to: corporate.broking@nl.abnamro.com.

Registration date

The following persons are entitled to attend the meeting and to vote at the meeting: persons who registered as such on Wednesday 20 March 2019 before 6 p.m. (the 'Registration date') in (i) the administrative systems maintained by banks and intermediaries as defined in the Securities Giro Transactions Act (the 'Intermediaries') or (ii) the Company's shareholders register.

Registration

Shareholders who wish to personally attend the meeting or issue a proxy to a person for representing them at the meeting may register with ABN AMRO from Thursday 21 March 2019 until latest Wednesday 10 April 2019. This can be arranged through the Intermediary where the shares are registered or via www.abnamro.com/evoting. The Intermediaries must issue an electronic statement to ABN AMRO latest on Wednesday 10 April 2019 by 5 p.m. via www.abnamro.com/intermediary stating the number of shares that the shareholder holds as at the Registration date and submitted for registration. Upon registration, Intermediaries are requested to submit the full address details of the relevant shareholder in order to enable efficient verification of the shares held at the Registration date. The shareholder will receive a certificate of registration ('Registration certificate') from ABN AMRO, via the Intermediary, by email or by post. This Registration certificate serves as the entry ticket to the meeting.

Proxy and voting instructions

Shareholders unable to attend the meeting in person may choose to grant (a) an electronic proxy or (b) a written proxy to (1) an independent third party or (2) a party of the shareholder's personal choice; such without prejudice to the above provisions relating to registration. SGG Financial Services B.V. ('SGG') of Amsterdam will serve as the independent third party.

The proxy may be granted with or without voting instructions. If SGG is granted a proxy without voting instructions, it is deemed to vote in favour of all proposals of the Supervisory Board and/or Executive Board of Royal BAM Group nv, as set out in the agenda, and to vote against any other proposals.

Ad a. Electronic proxies and voting instructions may be granted via www.abnamro.com/evoting.

Ad b.1. Written proxies to SGG may be sent by fax or by email to SGG on +31 (0)20 522 25 35 or registers@sgggroup.com.

Shareholders may make use of the voting instructions form to grant written proxies. This form and an explanation are available from www.bam.com under Corporate governance/Annual General Meeting. Alternatively, shareholders may request this form from SGG on +31 (0)20 522 25 12, or the fax number or email address listed above.

Ad b.2. Shareholders may also use the voting instructions form if they wish to grant a proxy with voting instructions to a third party.

Such proxies must be received by SGG latest by Wednesday 10 April 2019 at 5 p.m.

The persons entitled to attend the meeting will be asked for valid proof of identification before being admitted to the meeting. Please remember to bring your valid identification document.

Website

The Annual General Meeting can be viewed by all those interested via a direct video webcast on the Company's website www.bam.com.

Bunnik, the Netherlands, 6 March 2019
Royal BAM Group nv