

## Royal BAM Group nv

The Supervisory Board and the Executive Board of Royal BAM Group nv, with registered office in Bunnik, convene shareholders for an

### Extraordinary General Meeting of Shareholders.

The general meeting will be held at 15.00 on Thursday, 16 August 2012. Attendees may report to the venue from 14.15. The meeting will take place at the company's offices at Runnenburg 9, 3981 AZ Bunnik, the Netherlands.

#### Agenda

This notice, the agenda with explanatory notes and other information is available from today on the company's website, [www.bam.nl](http://www.bam.nl).

The announcement and details of the individual nominated for appointment to the Executive Board, as referred to in article 16.2 of the company's articles of association, are included in the explanatory notes to the agenda.

The topics to be discussed in the meeting are:

1. Opening and announcements.
2. Appointment of Ms T. Menssen as member of the Executive Board.
3. Closing.

The meeting will vote on agenda item 2.

As shareholder, authorised representative or individual otherwise entitled to attend the meeting, you must be able to identify yourself at reception. In order to participate in the meeting, you must also show the admission ticket mentioned below.

#### Admission to the meeting

##### *Registration date and time*

The persons who are entitled to attend and/or vote at this meeting are those who, at 18.00 on Thursday, 19 July 2012 (the 'registration date and time'), after all entries and cancellations have been processed, have those rights and are registered as such in a register or section of a register designated for that purpose by the Executive Board. For holders of bearer shares, the administrations of the intermediaries, as defined in the Securities (Bank Giro Transactions) Act, as of the registration date and time, are the designated register or section of a register. The designated register for the holders of registered shares is the company's register of shareholders as of the registration date and time.

#### Instructions for participation

##### *Holders of bearer shares*

If you wish to attend the meeting as a holder of ordinary or preference bearer shares or as a person who is entitled to attend the meeting by deriving rights from these shares, you must register to participate. Registration is possible from Friday, 20 July 2012. You are asked to register at The Royal Bank of Scotland NV, hereafter RBS, telephone +31 (0)20 464 37 07 via the intermediary in whose administration your shares are included. You can also register via [www.rbs.com/evoting](http://www.rbs.com/evoting). When registering, you must report your full address details so that RBS can efficiently verify your share ownership as of the registration date and time.

When registering you must also submit a confirmation from your intermediary, stating the number of shares for which you wish to attend the meeting and confirming that you owned these shares as of the registration date and time.

Registration and confirmation must be received by RBS no later than 17:00 on Monday, 13 August 2012. You will receive an admission ticket by email or post. This admission ticket serves as proof that you have the right to attend the meeting.

##### *Holders of registered shares*

If you wish to attend the meeting as a holder of registered shares or as person entitled to attend the meeting by deriving rights from these shares, you are asked to notify the Executive Board of the company in writing of your intention to attend the meeting. This notification must be received by the Executive Board (at PO Box 20, 3980 CA Bunnik, the Netherlands) no later than on Monday, 13 August 2012.

##### **Voting prior to the meeting**

If you cannot attend the meeting, you can vote via internet before the meeting. You must register for the meeting as indicated above. You can cast your vote electronically from Friday, 20 July 2012 until no later than 17.00 on Monday, 13 August 2012 via [www.rbs.com/evoting](http://www.rbs.com/evoting). This site also reports the conditions under which you may vote and the instructions you must follow to do so. This site can also be reached from the company's website.

##### **Voting by proxy**

You can cast your vote by proxy. Even if you authorise a proxy, you must register for the meeting as indicated above.

All authorisations must be received no later than 17.00 on Monday, 13 August 2012.

##### *Authorisation of third parties*

You can authorise a third party to participate in the meeting on your behalf. If you authorise a third party, you must send this authorisation to RBS, either in writing or electronically, with your registration for the meeting.

In order to authorise a third party independent of the company, you can grant ANT Trust an electronic voting instruction via the website mentioned above [www.rbs.com/evoting](http://www.rbs.com/evoting).

You can also grant ANT Trust a written voting instruction. You can use the voting instruction form mentioned below and published on the company's website for this. You can also request this form from ANT Trust, by telephone +31 (0)20 522 25 12, fax +31 (0)20 522 25 35 or email: [registers@ant-trust.nl](mailto:registers@ant-trust.nl). Once you have completed and signed the form, you can send it to ANT Trust by fax or email to the fax number or email address given above.

##### *Authorisation of the company*

You can also authorise the company to cast your vote via a written or electronic authorisation. You will find a voting instruction form and explanation to the form at [www.bam.nl](http://www.bam.nl), under corporate governance/ava. You can also use this form if you wish to authorise a third party and issue a voting instruction.

You can authorise the company electronically under the conditions and by following the instructions given on the company's website.

If you authorise the company electronically, you can send this authorisation to the email address:

p.snippe@bamgroep.nl.

If you authorise the company in writing, you can send this authorisation to the Royal BAM Group nv, PO Box 20, 3980 CA Bunnik, the Netherlands.

**Website**

The number of votes cast prior to the meeting will be published without voter details on the company's website from Tuesday, 14 August 2012. The number of votes based on the authorisations received by the company will be published in the same manner, as these authorisations are received.

The general meeting of shareholders can be followed by interested parties by means of a direct audio webcast on the website [www.bam.nl](http://www.bam.nl).

Bunnik, the Netherlands, 5 July 2012  
Royal BAM Group nv