



Agenda and explanatory notes

**extraordinary general meeting
of shareholders on 20 November 2013**

**Royal BAM Group nv
Bunnik, the Netherlands, 8 October 2013**

Agenda and explanatory notes

of the extraordinary general meeting of shareholders to be held at 15:00 on Wednesday, 20 November 2013 at the company's office at Runnenburg 9, 3981 AZ Bunnik, the Netherlands.

1. **Opening and announcements.**
2. **Appointment of Mr J.-P. Hansen as a member of the Supervisory Board;**

Explanatory notes

Royal BAM Group's Supervisory Board intends to nominate Mr J.-P. Hansen for appointment by the general meeting of shareholders as a member of the Supervisory Board for a period of four years, if the general meeting of shareholders does not make a recommendation, in order to fill the vacancy left by the departure of Supervisory Board member Mr A. Baar on 24 April 2013.

The Supervisory Board has discussed the intended nomination and has become acquainted with the candidate. The Supervisory Board believes that Mr Hansen has relevant knowledge and experience in managing a large international company. Furthermore, Mr Hansen has a background in engineering, has held managerial positions for many years at an engineering-oriented company, and has extensive experience in large infrastructural projects. He also has extensive knowledge about the domestic market of Belgium, which is a very important market for the Royal BAM Group. With his knowledge and experience, Mr Hansen will further strengthen the expertise already available within the Supervisory Board and he will fit in well with the Board's profile.

The information referred to in Book 2, Section 142, paragraph 3 of the Dutch Civil Code is published on the Company's website, and it reads as follows:

Mr Hansen graduated as a civil engineer in electromechanics at the University of Liège. After working for the Belgian government for several years, he continued his career in the electricity and gas industry. Mr Hansen was Managing Director (CEO) at Electrabel from 1992 to 1999, and again from 2005 to 2010. From 1999 to 2004, he was Chairman of the Board of Directors of Electrabel. Until February 2013, he held the position of member of the Executive Committee of GDF SUEZ.

Mr Hansen holds several additional positions. In Belgium, he is on the Supervisory Board of Electrabel, shipping company CMB (Compagnie Maritime Belge), academic publishing company Groep de Boeck, Walloon electricity and gas company ORES (Opérateur de Réseaux d'énergies) and in France of Ifri (Institut français des relations internationales).

Mr Hansen was recently appointed as government commissioner responsible for the restructuring of NMBS (Belgian Railways).

Mr Hansen is a Belgian national and is 65 years old. He does not own any shares in the company's capital.

3. **Closing.**

The meeting will vote on agenda item 2.

The persons who are entitled to attend and/or vote at this meeting are those who, at 18.00 on Wednesday, 23 October 2013 (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.

Holders of bearer shares and persons entitled to attend the meeting by deriving the right to attend this meeting from these shares and who plan to attend the meeting can register for participation. Attendees can register from Thursday, 24 October 2013 at ABN AMRO Bank N.V. (hereafter: ABN AMRO), telephone +31 (0)20 344 20 00, via the intermediary in whose administration the particular shares are included. Attendees can also register via www.abnamro.com/evoting. When registering, the full address details of the holders of bearer shares and persons entitled to attend the meeting must be reported so that ABN AMRO can efficiently verify the share ownership as of the registration date and time. When registering, a confirmation from the relevant intermediary must also be submitted, stating the number of shares for which the individual wishes to attend the meeting and confirming that the shareholder owned these shares as of the registration date and time.

Registration and confirmation must be received by ABN AMRO no later than 17.00 on Friday, 15 November 2013. Holders of bearer shares and persons entitled to attend the meeting who have registered as indicated above will receive an admission ticket by email or post. This admission ticket serves as proof that the particular person has the right to attend the meeting.

If holders of bearer shares and persons entitled to attend the meeting who derive a right to attend this meeting from these shares wish to have themselves represented by a representative authorised in writing, this written authorisation must also be submitted when registering.

Holders of registered shares and persons entitled to attend the meeting who derive a right to attend this meeting from these shares or their authorised representatives are asked to notify the company's Executive Board in writing of their 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 Friday, 15 November 2013. Authorised representatives must also submit their written authorisation no later than on Friday, 15 November 2013.

Shareholders, authorised representatives or persons otherwise entitled to attend the meeting must be able to identify themselves at reception. In order to participate in the meeting, they must also show the admission ticket mentioned above.



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Commercial Register no. 30058019