



Agenda and explanatory notes

Extraordinary General Meeting
of 26 June 2018

Agenda

of the Extraordinary General Meeting to be convened on Tuesday 26 June 2018 at 3 p.m.
at the offices of Royal BAM Group nv, Runnenburg 9, 3981 AZ Bunnik.

1. Opening and announcements.
2. Appointment of Mr L.F. den Houter as a member of the Executive Board
3. Any other business
4. Closure of the meeting.

The attendants will vote on agenda item 2; the other items are on the agenda for information and discussion purposes.

Shareholders whose shares entitle them to attend and/or vote at this meeting will be those shareholders who enjoy such rights as of Tuesday 29 May 2018 at 6 p.m. (the 'Registration Deadline'), after processing of all share transfers, and who are registered as such in a register designated for this purpose by the Executive Board. The records of the intermediaries as defined in the Securities Giro Transactions Act [Wet giraal effectenverkeer] at the Registration Deadline will serve as such registers.

Holders of bearer shares and other persons deriving the right to attend the meeting from these shares who intend to attend the meeting can register for participation with ABN AMRO Bank N.V. (hereinafter: 'ABN AMRO') as of Wednesday 30 May 2018, telephone +31 (0)20 344 20 00, via the intermediary where the shares in question are administered. Registration can also be effected via www.abnamro.com/ evoting. Holders of bearer shares and other persons who derive their right to attend therefrom must state their full address when registering, so that ABN AMRO can properly

verify share ownership at the Registration Deadline. Upon registration, the relevant intermediary must provide a confirmation, stating the number of shares to be represented at the meeting and that the shareholder owned these shares at the Registration Deadline. ABN AMRO must have received the registration and confirmation by 5 p.m. on Tuesday 19 June 2018 at the latest. Holders of bearer shares and other persons who derive their right to attend and who have registered accordingly will receive an admission card by e-mail or post. This admission card will serve as proof of entitlement to attend the meeting. If holders of bearer shares and other persons who derive their right to attend from these shares wish to be represented by a proxy, they must submit written proxy authorisation upon registration.

Shareholders, proxies or other parties entitled to attend the meeting must show proof of identity upon arrival. They will also be required to present the aforementioned admission ticket in order to be able to participate in the meeting.

Item 1

Opening and announcements.

Item 2

Appointment of Mr L.F. den Houter as a member of the Executive Board.

By means of a press release on 25 April 2018, Royal BAM Group n.v. ('the Company') announced that its Supervisory Board decided to nominate Mr L.F. den Houter (43) for appointment as a member of the Executive Board. This nomination relates to the vacancy resulting from the departure of Mrs T. Menssen, who will step down from the Executive Board effective 1 July 2018.

The Supervisory Board nominates Mr Den Houter via a binding nomination for appointment as a member of the Executive Board per 1 August 2018 for a period which will end at the closing of the annual general meeting in 2022.

Frans den Houter (43) comes from Heerema Marine Contractors (HMC), where he has worked since 2010; from September 2012 as Chief Financial Officer. In this capacity he was responsible for all financial disciplines, as well as for legal affairs, compliance, human resources and information management.

Mr Den Houter started his career at Exxon Mobil in 2000, where he worked as financial analyst and controller for the Benelux retail operating company. In 2005 he moved to Shell, where he worked as controller at Shell Global Real Estate, project manager at Shell Energy Europe and financial manager for joint ventures at Shell Upstream International. He joined HMC in 2010 as Finance and Control Manager and then held the position of Senior Vice President Finance before being appointed as CFO in 2012.

Frans den Houter was trained as a hydrographic surveyor at the Amsterdam University of Applied Sciences, he earned a degree in business economics at the University of Amsterdam and an international master's degree in Finance and Control and is a Register Controller.

The nomination of Mr Den Houter by the Supervisory Board relies in particular on his vast knowledge and experience in the financial profession, his experience with corporate finance, change management and with risk and contract management of (large) projects. He has operated internationally throughout his career, has a broad orientation and, in the opinion of the Supervisory Board, fits in very well with the team of the Executive Board. The nomination of Mr Den Houter is supported by the Central Works Council.

Mr Den Houter is a Dutch national and does not own any shares in the Company.

Item 3

Any other business

Item 4

Closure of the meeting.

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