



bam

Royal BAM Group nv



Agenda and explanatory notes

Annual General Meeting of 20 April 2016

Agenda

of the annual general meeting, to be held on Wednesday 20 April 2016, starting at 3 p.m., in the Beurs van Berlage, Damrak 243, 1012 ZJ Amsterdam.

1. Call to order and announcements.
2. Report on the 2015 financial year:
 - a. Discussion of the report by the Executive Board;
 - b. Discussion of the report by the Supervisory Board;
 - c. Overview of the implementation of the remuneration policy;
 - d. Discussion and adoption of the 2015 financial statements.
3. Adoption of the dividend.
4. Discharge of the members of the Executive Board in their conduct of business in the 2015 financial year.
5. Discharge of the members of the Supervisory Board for their supervision during the 2015 financial year in respect of the Executive Board's conduct of business.
6. Authorisation of the Executive Board to:
 - a. issue and grant rights to acquire ordinary shares and Class F cumulative preference shares;
 - b. restrict or exclude pre-emptive rights in the event of an issue of or the granting of rights to acquire ordinary shares.
7. Authorisation of the Executive Board to arrange for the acquisition by the Company of ordinary shares in the Company's capital.
8. Executive Board
 - a. Reappointment of Mr R.P. van Wingerden as member of the Executive Board;
 - b. Reappointment of Mrs T. Menssen as member of the Executive Board.
9. Supervisory Board
Reappointment of Mr H.L.J. Noy as member of the Supervisory Board.
10. Any other business.
11. Closure of the meeting.

Voting will take place at the meeting on agenda items 2d to 9; the other items are on the agenda for information and discussion purposes.

Shareholders whose shares entitle them to attend or attend and vote at this meeting will be those shareholders who enjoy such rights as of Wednesday 23 March 2016 at 6.00 p.m. (the 'Registration Deadline'), after processing of all share transfers, and who are registered as such in a register or sub-register designated for this purpose by the Executive Board. The records of the intermediaries as defined in the Securities (Bank Giro Transactions) Act (Wet giraal effectenverkeer) as at the Record date will serve as the sub-register for the holders of bearer shares. The Company's register of shareholders as at the Registration Deadline will be the register for holders of registered shares.

Holders of bearer shares and those deriving their right to attend from bearer shares can register to attend the meeting by calling ABN AMRO Bank N.V. (hereinafter 'ABN AMRO') from Thursday 24 March 2016, via the intermediary which manages their shares. Registration is also possible by www.abnamro.com/evoting. Holders of bearer shares and those deriving their right to attend from bearer shares must state their full address when registering, so that ABN AMRO can properly verify share ownership as at the Registration Deadline. Confirmation from the relevant intermediary must also be provided as part of the registration process, stating the number of shares to be represented at the meeting and confirming that the shareholder owned these shares as of the Registration Deadline.

ABN AMRO must have received each attendee's registration by 5 p.m. on Wednesday 13 April 2016 at the latest. Holders of bearer shares and those deriving their right to attend from bearer shares who have registered accordingly will receive an admission card by email or post. This admission card will serve as proof of entitlement to attend the meeting. If holders of bearer shares and those deriving their right to attend from bearer shares wish to be represented by a proxy, they must submit written proxy authorisation when they register.

Holders of registered shares and those deriving their right to attend from registered shares and their proxies are requested to inform the Company's Executive Board, in writing, of their intention to attend the meeting by no later than Wednesday 13 April 2016 (PO Box 20, 3980 CA Bunnik, the Netherlands). Proxies must also submit their written authorisations by no later than Wednesday 13 April 2016.

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

Item 1

Call to order and announcements.

Item 2

Report on the 2015 financial year.

a. Discussion of the report by the Executive Board.

Please refer to pages 5 et seq. of the Integrated Report.

b. Discussion of the report by the Supervisory Board.

Please refer to pages 91 et seq. of the Integrated Report.

c. Overview of the implementation of the remuneration policy.

A breakdown of the remuneration as referred to in article 2:383 c through 2:383 e of the Civil Code is included in the Integrated Report 2015 on pages 99 et seq. to account for the implementation of the remuneration policy.

d. Discussion and adoption of the 2015 financial statements.

Please refer to the 2015 financial statements. The 2015 financial statements are submitted to the General Meeting for adoption.

Item 3

Adoption of the dividend.

In accordance with the company's dividend policy, to target a pay-out ratio in the range of 30 to 50 per cent of the net result, the proposal is to distribute the 2015 dividend of €0,02 to the holders of ordinary shares in the company. No dividend was paid out on the financial year 2014. Based on the number of ordinary shares outstanding as at year-end 2015, a maximum of €5.4 million will be paid out as dividend on ordinary shares. The remaining part of the profit will be transferred to the reserves. The ex dividend date is set on 22 April 2016, and the record date, after clearance of all credit and debit transactions of that date, is 25 April 2016.

This dividend will be paid out at the shareholders' choice, in cash, or, if cash was not the chosen option, in the form of ordinary shares in the company's equity (the 'reverse optional dividend in shares'). The total number of ordinary shares to be distributed based on the reverse optional

dividend in shares (apart from any rounding differences) will depend on the number of ordinary shares relating to which the holders decide against receiving a cash dividend.

The decision period for dividend in cash starts on 26 April 2016 and ends on 11 May 2016. The dividend will be paid out in shares, unless the shareholder explicitly requested to receive a cash dividend payment during the decision period. A decision of the General Meeting to distribute this dividend also involves the decision to issue a number of ordinary shares in order to pay out the required amount of dividend in shares, and, in addition, involves the decision to exclude the preferential right relating to such shares. The implementation of the decision will be delegated to the Executive Board.

The conversion ratio will be determined by the Executive Board on 11 May 2016 after the Stock Exchange closes, based on the volume-related weighted average of the share price of the last three trading days of the decision period for cash, i.e. 9, 10 and 11 May 2016. Both the cash dividend and the stock dividend will be made available to the holders of ordinary shares on 18 May 2016, after settlement of fractions in cash. The stock dividend value will be equal to that of the cash dividend (apart from any rounding differences). Such new ordinary shares are eligible for dividend payments on 2016 and subsequently financial years.

The shares issued as stock dividend are admissible for trade without a prospectus, such in accordance with Section 5:4 (e) of the Financial Supervision Act.

Item 4

Discharge of the members of the Executive Board in their conduct of business in the 2015 financial year.

The general meeting is requested to discharge the members of the Executive Board. This discharge pertains exclusively to management as shown by the Annual Report, the financial statements and the announcements at the general meeting. Discharge is granted to those persons who held the office of member of the Company's Executive Board during the 2015 financial year.

Item 5

Discharge of the members of the Supervisory Board for their supervision during the 2015 financial year in respect of the Executive Board's conduct of business.

The General Meeting is requested to discharge the members of the Supervisory Board. This discharge pertains exclusively to the supervision of the Executive Board's management of the Company, as shown in the Annual Report, the financial statements and the announcements at the General Meeting. Discharge is granted to those persons who held the office of member of the Company's Supervisory Board during the 2015 financial year.

Item 6

Authorisation of the Executive Board to:

a. issue and grant rights to acquire ordinary and Class F cumulative preference shares.

The General Meeting is asked to designate the Executive Board for a period of eighteen months starting on 20 April 2016 as the body empowered, subject to the approval of the Supervisory Board, to issue and/or grant rights to acquire ordinary shares and/or Class F cumulative preference shares up to a maximum of 10 percent plus an additional 10 per cent of the number of ordinary shares and Class F cumulative preference shares outstanding at the time of the meeting, which additional 10 per cent may be used exclusively in connection with mergers, acquisitions or strategic cooperation by the Company or the Company's operating companies.

This authorisation is not requested because the Company has any specific purpose in mind, but rather to give the Company the option to act at short notice, should a reason arise to do so.

If granted, this authorisation will replace the authorisation, granted by the general meeting held on 22 April 2015.

b. restrict or exclude pre-emptive rights in the event of an issue of or the granting of rights to acquire ordinary shares.

The General Meeting is requested to designate the Executive Board, for a period of eighteen months from 20 April 2016, as the body empowered, subject to the approval of the Supervisory Board, to exclude or restrict preferential rights in the event of an issue of or the granting of rights to acquire ordinary shares.

This authorisation is also not requested because the Company has any specific purpose in mind, but rather to give the Company the option to act at short notice, should a reason arise to do so.

If granted, this authorisation will replace the authorisation, granted by the General Meeting held on 22 April 2015. This authorisation is only related to the shares to be issued by the Executive Board on the basis of item 6a.

Item 7

Authorisation of the Executive Board to arrange for the acquisition by the Company of ordinary shares in the Company's capital.

The General Meeting is requested to grant the Executive Board the authority for eighteen months starting from 20 April 2016 – within the restrictions laid down by law and the Articles of Association and subject to the approval of the Supervisory Board – to acquire ordinary shares in the Company's capital or depositary receipts for those shares, either on the stock exchange or privately, up to the maximum percentage permitted under the Articles of Association of 10 percent of the issued capital and at a price between zero and ten percent above the average trading price for the five trading days immediately preceding the day on which the shares in question are obtained.

This authorisation is an extension of the current authorisation and is not requested because the Company has any specific purpose in mind, but instead to allow the Company the possibility of acting on short notice, should a reason arise to do so.

If granted, this authorisation will replace the authorisation, granted by the General Meeting held on 22 April 2015.

Item 8

Executive Board

a. Reappointment of Mr R.P. van Wingerden as member of the Executive Board.

Due to expiration of his four-year term of office, Mr R.P. van Wingerden will step down as a member of the Executive Board after closure of the General Meeting of 20 April 2016. The Supervisory Board presents Mr Van Wingerden as a candidate based on a non-binding proposal to have him reappointed by the General Meeting as a member of the

Executive Board for a period of four years. This proposal is supported by the Central Works Council.

Also after discussions conducted with the members of the Executive Board, the Supervisory Board concluded that Mr Van Wingerden took charge dynamically upon his appointment as the CEO and Chairman of the Executive Board in October 2014, leading the change processes within the Group, including but not limited to the Back in Shape programme and the development of a new strategy for the period 2016-2020. Additionally, Mr Van Wingerden has extensive knowledge of and experience with the Group and the construction sector, both at home and abroad.

Mr Van Wingerden joined the Group in 1988 and moved through various management roles within BAM operating companies. In 2008 and subsequently in 2012, he was appointed a member of the company's Executive Board for a four-year term. Mr Van Wingerden has the Dutch nationality and is 54 years of age. He does not hold any shares in the company's equity.

The most important elements from Mr Van Wingerden's employment contract are available for inspection by shareholders at the company's offices and have been published on its website.

b. Reappointment of Mrs T. Menssen as member of the Executive Board.

In the context of the expiration of her four-year term of office, Mrs T. Menssen will step down as a member of the Executive Board after closure of the General Meeting of 20 April 2016. The Supervisory Board presents Mrs T. Menssen as a candidate based on a non-binding proposal to have her reappointed by the General Meeting as a member of the Executive Board for a period of four years. This proposal is supported by the Central Works Council.

Also after discussions conducted with the members of the Executive Board, the Supervisory Board concluded that Mrs T. Menssen has eminently performed her role as the CFO, and as such made a major contribution to improving the Group's financial position in the past four years. Additionally, Mrs Menssen has extensive knowledge and experience in financial areas, both inside and outside the construction industry.

Mrs Menssen started her career with Unilever, where she held various management positions. In 2006, Mrs Menssen was appointed a member of the Board of the Rotterdam Port Authorities, where she was initially appointed in the position of CFO, and in 2010 was appointed as COO. In 2012, Mrs Menssen joined the Group as the CFO, appointed as a

member of the company's Executive Board for a four-year term. Mrs Menssen has the Dutch nationality and is 48 years of age. She does not hold any shares in the company's equity.

The most important elements from Mrs Menssen's employment contract are available for inspection by shareholders at the company's offices and have been published on its website.

Item 9

Supervisory Board.

Reappointment of Mr H.L.J. Noy as member of the Supervisory Board.

With a press release, the company notified the media on 23 February 2016 of a vacancy in the Supervisory Board due to Mr H.L.J. Noy stepping down as a member of the Supervisory Board as a result of the expiration of his term of office. The expiration of the term of office is apparent from, among other things, the retirement schedule available on the website.

The press release also set out the Supervisory Board's intention to propose reappointment of Mr Noy.

The Supervisory Board offers the General Meeting the opportunity to issue recommendations to the Supervisory Board. If the General Meeting refrains from issuing recommendations, the Supervisory Board intends to propose the General Meeting on 20 April 2016 to reappoint Mr Noy as a member of the Company's Supervisory Board for a four-year term.

Relating to this appointment, the enhanced powers of recommendation as referred to in Article 2:158 paragraph 6 of the Dutch Civil Code apply. The Central Works Council stated its intention to recommend proposing reappointment of Mr Noy pursuant to the aforementioned powers.

The Supervisory Board internally discussed the intended proposal of reappointment. In the past four-year period, Mr Noy made a valuable contribution to the discussions and decision-making in the Board, also first as a member of the audit committee and subsequently as a member of the remuneration committee. The members of the Supervisory Board have concluded that Mr Noy, as a former CEO of a large company, has extensive experience and expertise in leadership, management and organisation. His technical background is an excellent match with the company. Furthermore, Mr Noy is familiar with the construction sector

and has international experience. With his knowledge and experience, Mr Noy has been able to further reinforced the Supervisory Board's expertise. His reappointment would enhance the Supervisory Board's profile.

The members of the Supervisory Board have therefore concluded that Mr Noy should be reappointed.

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

Mr Noy studied at Eindhoven Technical University, graduating in late 1974. Mr Noy worked for ARCADIS during his entire career. From 1975 onwards, he fulfilled various positions with the company, which was trading under the name Heidemij at the time. He was a member of the management of ARCADIS Heidemij Advies from 1989 through 1994, the last two years of this period as the Chairman of the Management Board. In 1994, Mr Noy was appointed as a member of the Executive Board and in 2000 as the CEO and Chairman of the Executive Board of ARCADIS. He continued to fulfil this position until his retirement in May 2012. Mr Noy has the Dutch nationality and does not hold any shares in the company's equity.

Mr Noy has the following ancillary positions:

- Chairman of the Supervisory Board of Fugro;
- Member of the Executive Committee of Stichting ING Aandelen;
- Member of the Executive Committee of Stichting Administratiekantoor TKH Group;
- Special Advisor to the Dutch Safety Board.

Mr Noy fulfils the Dutch legal requirements relating to limitation of supervisory positions.

Item 10

Any other business.

Item 11

Closure of the meeting.

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