

Proxy voting form

Holders of bearer shares

This proxy voting form (the 'form') enables you to authorize and instruct the person nominated on this form to vote by proxy for you on the resolutions stated below ('voting instructions') at the Annual General Meeting of Royal BAM Group nv to be held in the Beurs van Berlage, Damrak 243, 1012 ZJ Amsterdam, at 3:00 p.m. on Wednesday, 20 April 2016, for which the record date, as defined in the articles of association of the company, is 6:00 p.m. on Wednesday 23 March 2016.

The undersigned,

Name : _____
Address : _____

acting as holder of depositary receipts for shares of Royal BAM Group nv – under the conditions appended to this form* – authorises and instructs:

[enter the name of the person appointed as proxy] _____

to represent him/her at the aforementioned Annual General Meeting of Royal BAM Group nv, to address that meeting on his/her behalf and to vote by proxy for him/her at the meeting in the manner indicated below.

The undersigned confirms that the number of shares for which this authorisation and instruction is valed is _____ and that he/she has made the proper application to attend the above Annual General Meeting of Royal BAM Group nv as stipulated in the notice for this meeting.

Please indicate your voting instructions by clearly marking the appropriate box with a cross, using a pen with blue or black ink.

Resolution	For	Against	Abstain
2d Adoption of the 2015 financial statements.			
3 Adoption of the dividend			
4 Ratification of the decisions taken by the members of the Executive Board in their conduct of business in the 2015 financial year.			
5 Ratification of the supervision exercised by the members of the Supervisory Board during the 2015 financial year in respect of the Executive Board's conduct of business.			

Resolution	For	Against	Abstain
6a Authorisation of the Executive Board to issue and grant rights to acquire ordinary shares and Class F cumulative preference shares.			
6b Authorisation of the Executive Board to 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, or depositary receipts for those shares.			
8a Re-appointment of Mr R.P. van Wingerden as a member of the Executive Board.			
8b Re-appointment of Mrs T. Menssen as a member of the Executive Board.			
9 Re-appointment of Mr H.L.J. Noy as a member of the Supervisory Board.			

* Reference is made to the conditions appended to this form.

By signing this form you declare your acceptance of the appended conditions.

Signed at _____ on _____ 2016.

Signature

The following conditions apply:

- 1 Your voting instruction on a particular resolution can only be carried out if (i) this form has been received in good condition by the Executive Board of the Company by no later than 5:00 p.m. on Wednesday 13 April 2016, duly completed and signed, (ii) you are registered as eligible to attend and/or vote at the meeting per Wednesday 23 March 2016, 6:00 p.m. ('record date') and (iii) you have made the proper application to ABN AMRO Bank nv as set out in the published notice for this meeting.
- 2 Your voting instruction may be sent by e-mail. Voting instructions by e-mail will be accepted when received in good condition by the Executive Board of the Company by no later than 5:00 p.m. on Wednesday 13 April 2016 at the following e-mail address: ir@bamgroep.nl.
- 3 If a voting instruction on a particular resolution has not been shown or the box has not been marked in the prescribed manner, the proxy vote on that resolution will be treated as invalid.
- 4 The number of proxy votes to be cast relates to all the shares held by you at the record date, after all transactions up to that time have been recorded.
- 5 If you wish to attend the Annual General Meeting of the Company in person or to be represented at the meeting by a person other than the proxy or proxies nominated on this form, you should make a separate application. In that case, the proxy votes with respect to the shares to which the application relates will be treated as invalid.
- 6 Your right to alienate any or all of the shares after the record date is unaffected by your having given proxy voting instructions.
- 7 By signing this form you confirm that you will hold the voting rights conferred by all the shares held by you at the record date, after all transactions up to that time have been recorded.
- 8 The precise wording of the resolutions may be abbreviated on this form.
- 9 The notice of the Annual General Meeting, the complete agenda together with explanatory notes and the annual report 2015 are published on the website of the Company, www.bam.eu.
- 10 Giving proxy voting instructions does not involve any cost to you.
- 11 If you hold shares in a professional or business capacity on behalf of third parties, additional conditions may apply.
- 12 Proxy voting instructions are given subject to the right of substitution and are governed by Netherlands Law.
- 13 Proxy voting instructions become irrevocable 48 hours prior to the scheduled commencement of the Annual General Meeting.
- 14 By signing this form you confirm that you have no objections against the Company publishing at its website the total of all received voting instructions per item of the agenda on an anonymous basis.