



Royal BAM Group nv



Agenda and Notes

to the Annual General Meeting
of 13 April 2022

and, our future



Royal BAM Group nv
Bunnik, the Netherlands, 1 March 2022

Agenda

of the Annual General Meeting, to be held on Wednesday 13 April 2022 at 14.00 hrs (CET), in the Postillion Hotel Utrecht Bunnik, Baan van Fectio 1, 3981 HZ Bunnik, the Netherlands. Shareholders will be able to attend this meeting physically (at aforementioned location), unless it is decided otherwise. Shareholders will also be able to attend this meeting virtually via a webcast at an online platform accessible for registered shareholders.

1. **Opening, notifications and announcements**
2. **Report of the Supervisory Board for the financial year 2021:**
 - a. General report (for discussion)
 - b. Application of the remuneration policy for the Executive Board regarding 2021 (for advice by vote)
 - c. Application of the remuneration policy for the Supervisory Board regarding 2021 (for advice by vote)
3. **Report of the Executive Board for the financial year 2021 (for discussion)**
4. **Adoption of the 2021 financial statements (for resolution)**
5. **Discharge:**
 - a. Discharge of the members of the Executive Board for their management in the financial year 2021 (for resolution)
 - b. Discharge of the members of the Supervisory Board for their supervision of the management in the financial year 2021 (for resolution)
6. **Composition of the Executive Board:**
 - Re-appointment of Mr L.F. den Houter as a member of the Executive Board (for resolution)
7. **Remuneration policy:**
 - Adoption of amendments to the remuneration policy for the Executive Board (for resolution)
8. **Confirmation of the Executive Board's authorisation to:**
 - a. Issue respectively grant rights to acquire ordinary shares and cumulative preference shares F (for resolution)
 - b. Restrict or exclude pre-emptive rights upon issuing respectively granting rights to acquire ordinary shares (for resolution)
9. **Authorisation for the Executive Board to have the Company acquire ordinary shares in the Company's capital (for resolution)**
10. **Re-appointment of Ernst & Young Accountants LLP as external auditor responsible for auditing the 2023 financial statements (for resolution)**
11. **Any other business**
12. **Closing the meeting**

For this meeting, the persons entitled to vote in connection with the shares are those who have the relevant rights and are registered as such in a register or sub-register designated by the Executive Board by Wednesday 16 March 2022 at 18.00 hrs (CET) ('the Registration Date and Time'), after clearance of all credit and debit transactions. For holders of shares to bearer, the designated register or sub-register is the administrative system of the intermediaries as set out in the Securities Giro Transactions Act as at the Registration Date and Time. The designated register for holders of shares registered to name is the Company's shareholder register as at the Registration Date and Time.

Holders of shares to bearer and persons entitled to vote at the meeting based on these shares who intend to participate in the meeting, may register for attendance. Registration is possible from Thursday 17 March 2022 until latest Wednesday 6 April 2022, 17.00 hrs (CET) with ABN AMRO Bank N.V. (hereafter referred to as ABN AMRO), on +31 (0)20 628 60 70, via the intermediary where the relevant shares are administered. Alternatively, holders of shares to bearer and persons entitled to vote at the meeting can register at www.abnamro.com/evoting. Upon registration, the full address details of holders of shares to bearer and persons entitled to vote at the meeting must be submitted. This ensures that ABN AMRO is able to efficiently verify the shareholdership at the Registration Date and Time. Also a confirmation from the intermediary involved must be submitted, stating the number of shares submitted for registration and confirming that the shareholder owned these shares at the Registration Date and Time. This confirmation must be received by ABN AMRO latest by Thursday 7 April 2022 at 13.00 hrs (CET). If holders of shares to bearer and persons entitled to vote at the meeting based on these shares wish to be represented by a proxy holder, this written proxy must also be submitted upon registration.

Holders of shares to bearer and persons entitled to vote at the meeting who have registered accordingly, will be sent an entry ticket by email or by post. This entry ticket serves as proof that the person involved is entitled to attend the meeting. Holders of shares to bearer and persons entitled to vote who want to attend the meeting virtually will be granted access to the online platform after registration. Access confirmation with the login details are directly provided by ABN AMRO to the registered shareholders. For the avoidance of doubt, those shareholders will also be able to electronically vote and submit questions during the meeting, in accordance with the provided instructions.

This meeting will be held as a physical meeting under the laws and regulations as applicable at the time of the meeting. If the health and safety of attendees would be at risk, the Company may decide that a physical meeting cannot take place. In that case there will still be the possibility to attend the meeting virtually. The Company will publish a memorandum with procedural information on the meeting at its website. Shareholders are advised to regularly check the website for updates until the date of the meeting.

Item 1

Opening, notifications and announcements.

Item 2

Report of the Supervisory Board for the financial year 2021:

a. General report.

This agenda item includes the discussion of the report of the Supervisory Board to shareholders. Please refer to page 66 and onwards of the 2021 annual report.

b. Application of the remuneration policy for the Executive Board regarding 2021.

In accordance with the Shareholder Rights Directive, the General Meeting shall annually have an advisory vote on the application of the remuneration policy for the Executive Board. For the application of this policy in 2021, please refer to the remuneration report on page 76 and onwards of the 2021 annual report. A specification of the remuneration as referred to in Book 2, Article 135a, paragraph 6 of the Dutch Civil Code is included in the Notes to the balance sheet of the 2021 annual report.

c. Application of the remuneration policy for the Supervisory Board regarding 2021.

In accordance with the Shareholder Rights Directive, the General Meeting shall annually have an advisory vote on the application of the remuneration policy for the Supervisory Board. For the application of this policy in 2021, please refer to the remuneration report on page 79 and onwards of the 2021 annual report. A specification of the remuneration as referred to in Book 2, Article 145, paragraph 2 and Article 135a, paragraph 6 of the Dutch Civil Code is included in the Notes to the balance sheet of the 2021 annual report.

Item 3

Report of the Executive Board for the financial year 2021.

This agenda item includes the discussion of the report of the Executive Board to shareholders. Please refer to page 8 and onwards of the 2021 annual report. The Executive Board will give a presentation on developments and performance in 2021.

Item 4

Adoption of the 2021 financial statements.

It is proposed to adopt the 2021 financial statements which are included in the 2021 annual report on page 86 and onwards.

It is the Company's dividend policy to pay out 30 to 50 per cent of the net result for the year, subject to considering the balance sheet structure supporting the strategic agenda and the interests of the shareholders. In 2021 the Company repaid the remaining unsecured convertible bond, which lowered the capital base by €120 million. Taking into account that the Company has the ambition to grow the capital ratio to 20 per cent by 2023 (end 2021: 14.4 per cent) no proposal to pay a dividend will be brought up for adoption.

Item 5

Discharge:

a. Discharge of the members of the Executive Board for their management in the financial year 2021.

The General Meeting is requested to grant discharge to the members of the Executive Board. Discharge concerns all liability in relation to the exercise of their duties in the financial year 2021, to the extent that such exercise is apparent from the report of the Executive Board, the annual financial statements, announcements during the General Meeting or other public disclosures prior to the adoption of the 2021 financial statements. The discharge is granted to persons who held the position of Executive Board member of the Company in the financial year 2021.

b. Discharge of the members of the Supervisory Board for their supervision of the management in the financial year 2021.

The General Meeting is requested to grant discharge to the members of the Supervisory Board. Discharge concerns all liability in relation to the exercise of their duties in the financial year 2021, to the extent that such exercise is apparent from the report of the Supervisory Board, the report of the Executive Board, the annual financial statements, announcements during the General Meeting or other public disclosures prior to the adoption of the 2021 financial statements. The discharge is granted to persons who held the position of Supervisory Board member of the Company in the financial year 2021.

Item 6

Re-appointment of Mr L.F. den Houter as a member of the Executive Board.

By means of a press release issued on 13 January 2022, the Company announced that its Supervisory Board decided to nominate Mr L.F. den Houter for re-appointment as a member of the Executive Board, in his role as CFO.

The Supervisory Board has decided to nominate Mr Den Houter for re-appointment as member of the Executive Board by the General Meeting for a period of four years until the Annual General Meeting in 2026. The Central Works Council rendered a positive advice on this nomination.

The right of the Supervisory Board to draw up a binding nomination as referred to in Article 15(3) of the Company's bylaws will apply to this appointment.

The Supervisory Board internally discussed the nomination for re-appointment and concluded that Mr Den Houter has performed very strongly in his role as CFO in a difficult period and as such made a major contribution to improving the Company's financial position in the past four years. Additionally, Mr Den Houter has extensive knowledge and experience in financial areas, change management and risk and contract management of (large) projects, both inside and outside the construction industry, which is valuable for the profile of the Executive Board. The members of the Supervisory Board have therefore concluded that Mr Den Houter fits well with BAM and decided to nominate him for re-appointment as member of the Executive Board, in his role of CFO.

The personal information about Mr Den Houter is published on the Company's website and reads as follows: Frans den Houter (1974) was trained as a hydrographic surveyor at the Amsterdam University of Applied Sciences, earned a degree in business economics at the University of Amsterdam and an international master's degree in Finance and Control. He 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 Heerema Marine Contractors (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.

Mr Den Houter is a Dutch national and he owns 25.000 shares in the Company. He holds the following other position:

- Member of the Supervisory Board of Terre des Hommes.

Item 7

Adoption of amendments to the remuneration policy for the Executive Board.

The Supervisory Board intends to make amendments with regard to the remuneration policy of the Executive Board, which are submitted to the General Meeting for adoption. Since the last amendments of the remuneration policy no comments from shareholders regarding the remuneration policy have been received. The Central Works Council supports the proposed amendments.

The Supervisory Board intends to increase the at-target Long Term Incentive (LTI) eligibility from 70 per cent to 90 per cent of fixed remuneration for the CEO and from 60 per cent to 80 per cent of fixed remuneration for the CFO. All other conditions of the LTI plan remain unchanged. These increases are primarily driven by the challenges that the Executive Board is facing in realising the ambitions of the new strategy by changing the business model of the organisation, driving complex divestment activities and changing the overall decision-making culture. The adjustments are furthermore justified by the fact that the existing eligibility has remained unchanged since the introduction of the plan in 2015 and is now no longer in line with the labour market reference group, as previously already mentioned in the remuneration report over 2020. The proposed increases bring the eligibility back to the aspired median level. As in previous years the Company will continue to set ambitious objectives for all incentive plans and evaluate performance prudently.

Additionally the Supervisory Board intends to change the threshold and stretch pay-out of the Short-Term Incentive (STI) plan. Current threshold pay-out is 35 per cent of fixed remuneration (63.64 per cent of target pay-out). This would be changed to 27.5 per cent (50 per cent of target pay-out). Current stretch pay-out is 75 per cent of fixed remuneration (136.36 per cent of target pay-out). This would be changed to 82.5 per cent (150 per cent of target pay-out). The target pay-out of 55 per cent of fixed remuneration will remain unchanged. This decreased pay-out for underperformance and increased pay-out for overperformance improves alignment with the external market, but is primarily meant to strengthen the company's performance culture. Extra attention will be given to ensure that the relevant stretch

performance objectives will be sufficiently challenging to justify the change.

Item 8

Confirmation of the Executive Board's authorisation to:

- Issue respectively grant rights to acquire ordinary shares and cumulative preference shares F.**

The General Meeting is requested to designate the Executive Board for the duration of an 18-month period starting on 13 April 2022 as the body authorised to issue of and/or grant rights to acquire ordinary shares and/or cumulative preference shares F up to a maximum of 10 per cent of the number of ordinary shares and cumulative preference shares outstanding at the time of the General Meeting, such subject to the Supervisory Board's approval.

The reason this authorisation is requested is not that the Company has a specific purpose in mind, but rather that this enables the Company to act quickly if this would be required.

If the authorisation is granted, it will replace the authorisation granted by the General Meeting on 14 April 2021.

- Restrict or exclude pre-emptive rights upon issuing respectively granting rights to acquire ordinary shares.**

The General Meeting is requested to designate the Executive Board for the duration of an 18-month period starting on 13 April 2022 as the body authorised to exclude respectively restrict the pre-emptive rights upon issuing of and/or granting rights to acquire ordinary shares up to a maximum of 10 per cent of the number of ordinary shares and cumulative preference shares outstanding at the time of the General Meeting, such subject to the Supervisory Board's approval.

The reason this authorisation is requested is that this enables the Company in combination with the authorisation under item 8a, to act quickly if this would be required.

Item 9

Authorisation for the Executive Board to have the Company acquire ordinary shares in the Company's capital.

The General Meeting is requested to authorise the Executive Board for the duration of an 18-month period starting on

13 April 2022 and within the limits of relevant legislation and subject to the Supervisory Board's approval, either on the stock exchange or privately, to acquire ordinary shares in the Company's capital up to a maximum of 10 per cent of the capital issued on the day of acquisition, at a price, excluding expenses, not lower than the nominal value of the shares and not higher than 10 per cent above the average of the closing price of the shares on Euronext Amsterdam during the five trading days immediately prior to the acquisition date of the shares.

This authorisation enables the Company to acquire ordinary shares, to be held as temporary investment, to neutralise the dilution effect of the issue of stock dividend, to fulfil its obligations deriving from the share plans and/or for other purposes.

If the authorisation is granted, it will replace the authorisation granted by the General Meeting on 14 April 2021.

Item 10

Re-appointment of Ernst & Young Accountants LLP as external auditor responsible for auditing the 2023 financial statements.

The General Meeting is requested to re-appoint Ernst & Young Accountants LLP as the external auditor responsible for auditing the 2023 financial statements.

As part of its consideration of the 2021 annual report, including the financial statements, the Supervisory Board assessed the relationship with the external auditor, based on a report from the Executive Board and the evaluation and recommendation of the Audit Committee. The Audit Committee stated that its recommendation is free from influence by a third party and that no clause of a contract as referred to in article 16 par. 6 of the Regulation (EU) No 537/2014 restricts the resolution of the General Meeting. Based on this assessment, the Supervisory Board's experience with the external auditor and the external auditor's expertise with regard to the construction industry in general and Royal BAM Group in particular, the proposal to the General Meeting is to re-appoint Ernst & Young Accountants LLP as external auditor responsible for auditing the 2023 financial statements of Royal BAM Group.

Item 11

Any other business.

Item 12

Closing the meeting.

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Boulogne Jonkers Vormgeving, Zoetermeer, the Netherlands.

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