

Royal BAM Group nv

Convocation for the Extraordinary General Meeting of Royal BAM Group nv

The Supervisory Board and Executive Board of Royal BAM Group nv, with its registered office in Bunnik, invite shareholders to attend an Extraordinary General Meeting ('EGM'), to be convened on Thursday 24 August 2017 at 3 p.m. at the offices of Royal BAM Group nv, Runnenburg 9, 3981 AZ Bunnik, the Netherlands. Shareholders may register at the premises from 2.30 p.m. onwards.

Agenda

The topics to be discussed in the meeting include:

1. Opening, notifications and announcements.
2. Appointment of Mr P. Sheffield as a member of the Supervisory Board.
3. Any other business
4. Closing.

The meeting will vote on agenda item 2.

Questions prior to shareholders' meeting

As a shareholder, proxy or person otherwise entitled to attend this meeting, you are invited to submit any questions to the Company prior to the meeting. These questions will be answered during the meeting.

Shareholders are invited to address their questions by e-mail to arno.pronk@bam.com or by mail to Royal BAM Group nv, for the attention of Mr A.C. Pronk, PO Box 20, 3980 CA Bunnik, the Netherlands.

EGM documents

As from today, this convocation as well as the agenda and the notes are published on the Company's website www.bam.com. The notification and the details relating to the candidate to be nominated for the Supervisory Board as set out in Article 2:142 paragraph 3 of the Dutch Civil Code are stated in the Notes to the agenda. The EGM documents are also available free of charge via ABN AMRO Bank N.V. ('ABN AMRO') by calling: +31 (0)20 344 20 00, or sending an e-mail to: corporate.broking@nl.abnamro.com.

Record date

For this EGM, the following persons are entitled to attend the meeting and to vote at the meeting: persons who registered as such on Thursday 27 July 2017 before 6 p.m. (the 'Record date') in (i) the administrative systems maintained by banks and intermediaries as defined in the Securities Giro Transactions Act (the 'Intermediaries') or (ii) the Company's Register of shareholders.

Registration

Shareholders who wish to personally attend the meeting or issue a proxy to a person for representing them at the meeting may register with ABN AMRO from Friday 28 July 2017 until latest Thursday 17 August 2017. This can be arranged through the Intermediary where the shares are registered or via www.abnamro.com/evoting. The Intermediaries must issue an electronic statement to ABN AMRO latest on Thursday 17 August 2017 by 5 p.m. via www.abnamro.com/intermediary stating the number of shares that the shareholder holds as at the Record date and submitted for registration. Upon registration, Intermediaries are requested to submit the full address details of the relevant shareholder in order to enable efficient verification of the shares held at the Record date. The shareholder will receive a certificate of registration ('Registration Certificate') from ABN AMRO,

via the Intermediary, by e-mail or by post. This Registration Certificate serves as the entry ticket to the meeting.

Proxy and voting instructions

Shareholders unable to attend the meeting in person may choose to grant (a) an electronic proxy or (b) a written proxy to (1) an independent third party or (2) a party of the shareholder's personal choice; such without prejudice to the above provisions relating to registration. SGG Financial Services B.V. ('SGG') of Amsterdam will serve as the independent third party.

The proxy may be granted with or without voting instructions. If the above-mentioned independent third party is granted a proxy without voting instructions, it is deemed to vote in favour of all proposals of the Executive Board and/or Supervisory Board of Royal BAM Group nv, as set out in the agenda, and to vote against any other proposals.

Ad a. Electronic proxies and voting instructions may be granted via www.abnamro.com/evoting.

Ad b.1. Written proxies to the independent third party may be sent by fax or by e-mail to SGG on +31 (0)20 522 25 35 or registers@sgggroup.com.

Shareholders may make use of the voting instructions form to grant written proxies. This form and an explanation are available from www.bam.com under corporate governance/ava. Alternatively, shareholders may request this form from SGG on +31 (0)20 522 25 12, or the fax number or e-mail address listed below.

Ad b.2. Shareholders may also use the voting instructions form if they wish to grant a proxy with voting instructions to a third party.

Such proxies must be received by SGG latest by Thursday 17 August 2017 5 p.m.

The persons entitled to attend the meeting will be asked for valid proof of identification before being admitted to the meeting. Please remember to bring your valid identification document.

Bunnik, 13 July 2017
Royal BAM Group nv