

# 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 ('Company'), invite shareholders to attend the Extraordinary General Meeting ('EGM'), to be convened on Monday 24 August 2020 at 3.00 p.m. in the Postillion Hotel Utrecht Bunnik, Baan van Fectio 1, 3981 HZ Bunnik, the Netherlands. You may register at the premises from 2.15 p.m. onwards.

## Agenda

The topics on the agenda are:

1. Opening and announcements
2. Composition of the Supervisory Board:
  - a. Appointment of Mrs D. Koopmans as member of the Supervisory Board (*for resolution*)
  - b. Appointment of Mr B. Elfring as member of the Supervisory Board (*for resolution*)
3. Composition of the Executive Board:  
Appointment of Mr R. Joosten as member of the Executive Board (*for resolution*)
4. Remuneration policy  
Amendment to the remuneration policy for the Executive Board regarding pension contribution (*for resolution*)
5. Any other business
6. Closing the meeting

The meeting will vote on agenda item 2a, 2b, 3 and 4.

The position of the Central Works Council with regard to the voting items is available upon request at the Company's offices.

## Questions prior to shareholders' meeting

As a shareholder, proxy or person otherwise entitled to attend this meeting, you may submit any questions prior to the meeting, which questions will be answered during the meeting. Such questions may be submitted by email to [arno.pronk@bam.com](mailto:arno.pronk@bam.com) or by mail to the Company, for the attention of Mr A.C. Pronk, PO Box 20, 3980 CA Bunnik, the Netherlands. The questions must be received before 17 August 2020, 12.00 a.m.

## EGM documents

As from 9 July 2020, this convocation, the agenda and the notes are published on the Company's website: [www.bam.com](http://www.bam.com). The notification and the details relating to the candidates to be nominated for the Supervisory Board as set out in Article 2:142 paragraph 3 of the Dutch Civil Code and the candidate to be nominated for the Executive Board are stated in the notes to the agenda. The EGM documents are also (digitally) available via ABN AMRO Bank N.V. ('ABN AMRO') on [www.abnamro.com/evoting](http://www.abnamro.com/evoting) or by sending an email to: [AVA@nl.abnamro.com](mailto:AVA@nl.abnamro.com).

## Registration date

The following persons are entitled to attend the meeting and to vote at the meeting: persons who registered as such on Monday 27 July 2020 before 6.00 p.m. (the 'Registration 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 shareholders register.

## Registration

Shareholders who wish to personally attend the meeting or issue a proxy to a person for representing them at the meeting must register

with ABN AMRO from Tuesday 28 July 2020 until latest Monday 17 August 2020, 5.00 p.m. This can be arranged through the Intermediary where the shares are registered or via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). The Intermediaries must issue an electronic statement to ABN AMRO latest on Monday 17 August 2020 by 5.00 p.m. via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) stating the number of shares that the shareholder holds at the Registration 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 Registration Date. The shareholder will receive a certificate of registration (the 'Registration Certificate') from ABN AMRO, via the Intermediary, by email 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. IQ-EQ Financial Services B.V. ('IQ-EQ') in 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 the Company, 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](http://www.abnamro.com/evoting)
- Ad b. Written proxies to the independent third party, or a party of the shareholder's personal choice, may be sent by fax or by email to IQ-EQ on +31 (0)20 522 25 35 or [registers@iqeq.com](mailto:registers@iqeq.com).

Shareholders may make use of the proxy voting form to grant proxies with voting instructions. This form and an explanation are available via [www.bam.com](http://www.bam.com) under [about-bam/corporate-governance/annual-general-meeting/egm-24-august-2020](http://www.bam.com/about-bam/corporate-governance/annual-general-meeting/egm-24-august-2020). Alternatively, shareholders may request this form from IQ-EQ via +31 (0)20 522 25 12, or the fax number or email address listed above.

Electronic proxies must be granted via ABN AMRO and written proxies must be received by IQ-EQ; latest by Monday 17 August 2020, 5.00 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, the Netherlands, 9 July 2020  
Royal BAM Group nv