

# Convocation for the Annual General Meeting of Royal BAM Group nv

The Supervisory Board and Executive Board of Royal BAM Group nv, with its registered office in Bunnik (the 'Company'), announce that the Annual General Meeting (the 'AGM'), will be held on Wednesday 12 April 2023 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), or virtually via an online platform accessible for registered shareholders.

## Agenda

The topics on the agenda are:

1. Opening, notifications and announcements
2. Report of the Supervisory Board for the financial year 2022:
  - a. General report (*for discussion*)
  - b. Application of the remuneration policy for the Executive Board regarding 2022 (*for advice by vote*)
  - c. Application of the remuneration policy for the Supervisory Board regarding 2022 (*for advice by vote*)
3. Report of the Executive Board for the financial year 2022 (*for discussion*)
4. Adoption of the 2022 financial statements (*for resolution*)
5. Adoption of the dividend over the financial year 2022 (*for resolution*)
6. Discharge:
  - a. Discharge of the members of the Executive Board for their management in the financial year 2022 (*for resolution*)
  - b. Discharge of the members of the Supervisory Board for their supervision of the management in the financial year 2022 (*for resolution*)
7. Presentation of the new sustainability strategy (*for discussion*)
8. Adoption of amendments to the remuneration policy for the Supervisory Board (*for resolution*)
9. 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*)
10. Authorisation for the Executive Board to have the Company acquire ordinary shares in the Company's capital (*for resolution*)
11. Re-appointment of Ernst & Young Accountants LLP as external auditor responsible for auditing the 2024 financial statements (*for resolution*)
12. Any other business
13. Closing the meeting

The meeting will vote on agenda item 2b, 2c, 4 through 6 and 8 through 11.

The positive advice of the Central Works Council with regard to the voting item 8 is available upon request at the Company's offices.

## Questions prior to and during the meeting

As a shareholder, proxy or person otherwise entitled to vote at this meeting, you can submit any questions prior to the meeting, which questions will be answered during the meeting and the answers will also be published on the Company's website. Such questions may be submitted by email to arno.pronk@bam.com or by postmail to the Company, for the attention of Mr A.C. Pronk, PO Box 20, 3980 CA Bunnik, the Netherlands and must be received before Wednesday 5 April 2023, 18.00 hrs (CET). A person entitled to vote at the meeting can also submit any questions during the meeting. Those questions will be answered during the meeting, unless this cannot reasonably be asked given the circumstances. The Chairman of the meeting may further determine this in the interest of the order of the meeting. Answers that cannot be provided during the meeting will be published on the Company's website as soon as possible after the meeting.

## AGM documents

As from 28 February 2023, this convocation, the agenda and the notes are published on the Company's website: [www.bam.com](http://www.bam.com) under [about-bam/corporate-governance/annual-general-meeting/agsm-12-april-2023](http://about-bam/corporate-governance/annual-general-meeting/agsm-12-april-2023). The 2022 financial statements are included in the annual report as published per 23 February 2023. The AGM 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 vote at the meeting: persons who registered as such on Wednesday 15 March 2023 at 18.00 hrs (CET) (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 participate in the meeting in person or issue a proxy must register with ABN AMRO from Thursday 16 March 2023 until latest

Wednesday 5 April 2023, 17.00 hrs (CET). 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 Thursday 6 April 2023 by 13.00 hrs (CET) 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. If shareholders wish to be represented by a proxy holder, this written proxy must also be submitted upon registration.

## Attendance

The registered shareholders may choose upon registration to attend the meeting physically or to attend the meeting virtually. In order to physically attend they will be sent an entry ticket by email or by postmail. This entry ticket serves as proof that the person involved is entitled to attend the meeting. The registered shareholders who want to attend the meeting virtually will be granted access to the online platform after registration via [www.abnamro.com/evoting](http://www.abnamro.com/evoting). Access confirmation with the login details are directly provided by ABN AMRO to the registered shareholders. After successful login and confirmation of the login via two factor authentication (by SMS verification), the registered shareholders are automatically logged into the meeting. For the avoidance of doubt, those shareholders will be able to electronically vote and ask questions during the meeting via a separate video connection. However, asking questions via this separate video connection will only be made available for the shareholders who (i) are registered via [www.abnamro.com/evoting](http://www.abnamro.com/evoting) to attend the meeting virtually and (ii) have indicated that they would like to use this option upfront by sending an email to [arno.pronk@bam.com](mailto:arno.pronk@bam.com) before Wednesday 5 April 2023, 18.00 hrs (CET). Further instructions on how to participate via the video connection and how to ask questions remotely will be provided to the relevant shareholders prior to the meeting.

## Health and safety

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 and it is legally permitted at that time, the Company may decide that a physical meeting cannot take place. In that case it will still be possible to attend the meeting virtually. The Company will publish a memorandum with procedural information on attendance of the meeting at its website. Shareholders are advised to regularly check the website for updates until the date of 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 email to [IQ-EQ@iqeq.com](mailto:IQ-EQ@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/agsm-12-april-2023](http://about-bam/corporate-governance/annual-general-meeting/agsm-12-april-2023). Alternatively, shareholders may request this form from IQ-EQ via +31 (0)20 522 25 12, or the email address listed above.

Electronic proxies must be granted via ABN AMRO and written proxies must be received by IQ-EQ; latest by Wednesday 5 April 2023, 17.00 hrs (CET).

Bunnik, the Netherlands, 28 February 2023  
Royal BAM Group nv