

Royal BAM Group nv

Summary adopted resolutions Annual General Meeting of 12 April 2023

The Annual General Meeting of Royal BAM Group nv, dated 12 April 2023, has adopted the following resolutions.

Agenda item 2b

The application of the remuneration policy for the Executive Board regarding 2022 was adopted by advisory vote as proposed.

Casted votes in favour	75,261,738	98.26%
Casted votes against	1,332,112	1.74%
Total casted votes	76,593,850	100%
Votes withheld	581,450	

Agenda item 2c

The application of the remuneration policy for the Supervisory Board regarding 2022 was adopted by advisory vote as proposed.

Casted votes in favour	75,972,105	98.59%
Casted votes against	1,089,311	1.41%
Total casted votes	77,061,416	100%
Votes withheld	108,184	

Agenda item 4

The 2022 financial accounts were adopted as proposed.

Casted votes in favour	75,452,310	99.99%
Casted votes against	11,314	0.01%
Total casted votes	75,463,624	100%
Votes withheld	1,708,071	

Agenda item 5

The dividend over the 2022 financial year was adopted as proposed.

Casted votes in favour	77,086,631	> 99.99%
Casted votes against	6,319	< 0.01%
Total casted votes	77,092,950	100%
Votes withheld	82,150	

Agenda item 6a

The decisions made by the members of the Executive Board in their conduct of the business during the 2022 financial year were ratified as proposed.

Casted votes in favour	72,949,804	96.71%
Casted votes against	2,484,913	3.29%
Total casted votes	75,434,717	100%
Votes withheld	1,740,483	

Agenda item 6b

The supervision exercised by the members of the Supervisory Board during the 2022 financial year in respect of the Executive Board's conduct of business was ratified as proposed.

Casted votes in favour	72,941,077	96.70%
Casted votes against	2,492,966	3.30%
Total casted votes	75,434,043	100%
Votes withheld	1,741,157	

Agenda item 8

The amendments to the remuneration policy for the Supervisory Board were adopted as proposed.

Casted votes in favour	77,033,538	99.96%
Casted votes against	30,430	0.04%
Total casted votes	77,063,968	100%
Votes withheld	110,172	

Agenda item 9a

The Executive Board was authorised to issue and grant rights to acquire ordinary shares and Class F cumulative preference shares as proposed.

Casted votes in favour	75,510,190	97.98%
Casted votes against	1,554,150	2.02%
Total casted votes	77,064,340	100%
Votes withheld	110,860	

Agenda item 9b

The Executive Board was authorised to restrict or exclude pre-emptive rights in the event of an issue of or granting of rights to acquire ordinary shares as proposed.

Casted votes in favour	73,528,414	95.40%
Casted votes against	3,541,897	4.60%
Total casted votes	77,070,311	100%
Votes withheld	104,789	

Agenda item 10

The Executive Board was authorised to arrange for the acquisition of ordinary shares in the Company's capital as proposed.

Casted votes in favour	75,019,202	98.59%
Casted votes against	1,071,788	1.41%
Total casted votes	76,090,990	100%
Votes withheld	1,084,210	

Agenda item 11

Ernst & Young Accountants LLP has been re-appointed as external auditor responsible for auditing the 2024 financial statements.

Casted votes in favour	76,024,598	99.99%
Casted votes against	8,633	0.01%
Total casted votes	76,033,231	100%
Votes withheld	1,140,969	

The number of total issued shares: 279,407,449.

The number of shares eligible to vote: 268,119,569.

The total votes that could be casted based on the attendance list: 77,791,432.

The percentage of the total issued share capital to vote, present in the meeting was: 29.01%.

Clarification:

- Line 1: column 2 reflects the total number of valid votes casted in favour of the proposal and column 3 the percentage that this number represents of the total valid votes casted.
- Line 2: column 2 reflects the total number of valid votes casted against the proposal and column 3 reflects the percentage that this number represents of the total valid votes casted.
- Line 3: column 2 the total number of valid votes casted (= the total number of shares for which votes have been validly casted in favour and against) and column 3 reflects the percentage of valid votes casted.
- Line 4: column 2 the number of abstentions.