

Memorandum with information on virtual attendance of AGM

The Annual General Meeting of Royal BAM Group nv (the ‘**Company**’) on 10 April 2024 (the ‘**AGM**’) will be held as a physical meeting in the Postillion Hotel & Convention Centre Utrecht Bunnik, Baan van Fectio 1, 3981 HZ Bunnik, the Netherlands, but shareholders and persons entitled to vote will also be able to attend this meeting virtually via an online platform accessible after registration. This meeting will be held as a psychical 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.

Shareholders and persons entitled to vote at the meeting who have registered for attendance (the ‘Registered Shareholders’) and who want to virtually participate in this meeting need to take into account the following procedural aspects with regard to access, electronic voting / questions and the technical infrastructure. The Company explicitly informs them that virtual participation in an AGM is relatively new and that specific technological requirements are applicable. The Company shall make every effort to ensure that shareholders can make use of the best systems currently available on the market. However, the Company cannot exclude that shareholders nevertheless experience problems in connection with, and/or a result of those technological requirements.

1. Registered Shareholders who want to attend the AGM virtually via the online platform, can log in with their user account and password at www.abnamro.com/evoting. If a shareholder does not have an user account and password yet, a personal user account and password can be created at www.abnamro.com/evoting. Further instructions for logging in or creating a new user account and password can be found at www.abnamro.com/evoting.
2. Other stakeholders and interested parties who wish to follow the activities during the AGM will be able to access the webcast via a link at www.bam.com. Please note that only Registered Shareholders will be able to participate at the AGM via the online platform at www.abnamro.com/evoting.
3. To access the online platform for the AGM, a confirmation with the login details and a link to www.abnamro.com/evoting 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.
4. Shareholders who are logged into the meeting will be able to vote electronically with their smartphone, tablet, laptop or computer, provided that the intermediary of the shareholder supports electronic/online voting. Shareholders will not be able to speak via the online platform, but will be able to ask (written) questions during the AGM via the platform. Further instructions are made available to the relevant shareholders.
5. Registered Shareholders can log into the online platform of the AGM on 10 April 2024 as from 13.00 hrs (CET) until the start of the AGM at 14.00 hrs (CET). Registered Shareholders who log into the meeting after the meeting is opened by the chairman will not be counted as attending shareholders and will not be able to vote in that meeting or ask questions; they can access the webcast via a link at www.bam.com.

6. For determining the percentage of the total issued share capital to vote, present in the meeting, the number of Registered Shareholders who have logged into the meeting before 14.00 hrs (CET) are taken into account. Therefore, if a shareholder logs out before the end of the meeting, this will not affect aforementioned calculation. A shareholder who logged out can only re-enter the meeting if he or she was already duly registered and provided with access rights prior to the meeting. The names of the shareholders who attend the meeting via the online platform will be placed on the registration list.
7. At the request of a shareholder, the Company will provide a confirmation of valid registration and overview of the votes cast by that shareholder at the meeting. The voting results of the AGM will be posted on the Company's website as soon as possible after the meeting. When publishing the voting results, the Company will also state, to the best of its knowledge, if any failures or problems occurred in the technical infrastructure or information security for the meeting.
8. Shareholders should be aware that there are certain risks associated with the technical infrastructure used for the virtual meeting. These risks relate to, among other things: any form of malfunction in the equipment used for virtual meetings, software, network infrastructure, servers, internet or telephone connections, video or speech equipment, whether or not caused by an incident in information security (including unauthorised use, a hack, a denial of services attack, a refusal of entry, any type of malfunction or intrusion resulting from theft or unlawful interception of a password or network access code and any other type of cyber-attack) or caused by a technical failure, such as a power outage during the meeting.
9. A disruption or failure in the technology can occur on the side the of the Company, ABN AMRO (and the sub-provider), as well as the shareholder. Any aforementioned risk that materialises, or any other circumstance which could prevent or limit the participation of the shareholder, will in any case remain the sole risk of the relevant shareholder, without the Company becoming liable for any consequences. If a shareholder wants to avoid such risks, the shareholder must consider not to attend the AGM virtually, but to attend the physical meeting if possible, or to submit a proxy with voting instructions before the meeting.
10. Shareholders who attend the meeting will be alerted of any disruption or failure in the technical infrastructure that occurs during the meeting, as far as known by the chairman, in case it has a material impact on the rest of the meeting. In such a case, the chairman may decide, at its sole discretion, taking into account the possible impact of the disruption or failure on the decision-making within the meeting, whether the meeting must be suspended or ended, or that the meeting may continue without some or all shareholders being able to participate.
11. If the chairman decides to end the meeting early in whole or in part in the manner provided for in clause 10, the Company will as soon as reasonably practical organise a new meeting, which may not necessarily also be a meeting with virtual attendance. The agenda for this meeting contains in in any case, the same agenda items, insofar as these items have not yet been discussed and voted for in the original meeting, to the extent that those agenda items are still relevant and may contain additional agenda items. Shareholders who have issued a proxy, should be aware that this proxy does not also automatically apply to this new meeting.