

**Proposal to amend the remuneration  
members Supervisory Board**

Date	28 February 2018	Contact	Supervisory Board
Subject	proposal to amend the remuneration members of the Supervisory Board	Telephone	+31 (0)6 2221 19 56
Our ref. no.	HNV/NS/RvC/20180228	Email	nschaeffer@heijmans.nl

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To *The General Meeting of Shareholders of Heijmans N.V.*

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**An explanation is provided below for the proposal to amend the remuneration of the members of the Supervisory Board of Heijmans N.V. as contained in item 6 on the agenda for resolution by the Heijmans N.V. Annual General Meeting of Shareholders to be held on 11 April 2018.**

In accordance with best practice 3.3.1 of the Netherlands Corporate Governance Code, the remuneration of the supervisory directors will reflect the time commitment and the responsibilities of the position. In light of that, the Supervisory Board assessed its current remuneration with reference to the best practice mentioned and on the basis of a benchmark survey. The Supervisory Board determined that the current remuneration, adopted by the Annual General Meeting of Shareholders in 2005 and unchanged since that date, is no longer within today's accepted frameworks and requires adjustment.

The task of the supervisory directors has increased in complexity as a result of an expansion in their duties, partly due to amendments to the Corporate Governance Code, and this has also increased the time commitment required. The current remuneration, which was, as stated, adopted in 2005, was based on the duties and time commitment that applied at that time and therefore does not reflect the time commitment and responsibilities of the position applicable today. For this reason, and in order to enable Heijmans to ensure that the composition of the Supervisory Board is suitable in the years to come, it is proposed that the remuneration be adjusted.

It is therefore proposed that the remuneration be adopted as follows effective 1 January 2018:

	Current annual remuneration in euros	Proposed annual remuneration in euros
Chairman of the Supervisory Board	45.000	62.500
Vice Chairman of the Supervisory Board	n/a	47.500
Member of the Supervisory Board	30.000	42.500
Chairman of the Audit Committee	5.000	9.000
Member of the Audit Committee	5.000	7.000
Chairman of the Remuneration Committee	2.500	4.500
Member of the Remuneration Committee	2.500	3.500
Chairman of the Selection and Appointment Committee	2.500	4.500
Member of the Selection and Appointment Committee	2.500	3.500
<i>Expense allowance</i>	2.723	n/a

Heijmans N.V.

Rosmalen, 28 February 2018