

HEIJMANS N.V.

AGENDA

Notice

Convocation of the General Meeting of Shareholders of Heijmans N.V., to be held **on Wednesday, 13 April 2016 at 2:00 p.m. in De Verkadefabriek, Boschdijkstraat 45, 5211 VD 's-Hertogenbosch, The Netherlands.**

Registration Date

The Executive Board has stipulated that the persons who are entitled to attend and/or vote at this meeting are those who, on Wednesday 16 March 2016 at 6:00 p.m. (the 'Registration Date'), after all entries and cancellations have been processed, have those rights and are registered as such in a register or section of a register designated for that purpose by the Executive Board. For shareholders, the designated (section of a) register is the shareholders' register of Heijmans N.V. For holders of depositary receipts for shares, the designated (section of a) register are the accounting systems on the Registration Date of the intermediaries as defined in the Securities (Bank Giro Transactions) Act (Wet giraal effectenverkeer).

Shareholders

The notice is directed to shareholders of Heijmans N.V. or their authorized persons and holders of a right of usufruct who are admitted to the meeting and from whom the company has received notice of their intention to attend the meeting by Wednesday, 6 April 2016 at the latest. A written authorization to exercise the right to attend and/or vote at the meeting must also have been received by the company no later than Wednesday, 6 April 2016.

Holders of depositary receipts for shares

Holders of depositary receipts for shares who wish to attend the meeting in person or to send an authorized person can, from the Registration Date until no later than Wednesday, 6 April 2016, 5:30 p.m., solely apply via www.abnamro.com/evoting or through their intermediary at ABN AMRO Bank N.V. in Amsterdam ('ABN AMRO').

The intermediary in whose accounting system the holders are registered for depositary receipts for shares must provide a statement to ABN AMRO Bank N.V. via www.abnamro.com/intermediary that the depositary receipts for shares in question are listed in the name of the holder in its accounting system on the Registration Date, no later than 7 April 2016, at 11:00 a.m. A registration certificate will then be sent out that serves as proof of entitlement to be admitted to the meeting.

Authorization for holders of depositary receipts for shares

Heijmans Share Administration Trust ('the SA Trust') reports that – having due regard for the provisions in its trust conditions – the application of a holder of depositary receipts for shares to attend the General Meeting of Shareholders on 13 April 2016 will be treated as a request for authorization to cast a vote himself or herself. Holders of depositary receipts for shares who attend the meeting in person or who allow themselves to be represented by a third party are, therefore, authorized by the SA Trust to vote based on the number of depositary receipts for shares entered in their name for the meeting, with due observance of the provisions in the Articles of Association and the trust conditions of the SA Trust. The authorization is conferred to the holder of depositary receipts for shares (or his/her authorized representative), as a result of the fact that he/she (or his/her authorized representative), prior to the start of the meeting signs the list of those present. Signing the list of those present also signifies acceptance of the proxy to attend the meeting granted by the SA Trust.

Holders of depositary receipts for shares who are not able to attend the shareholders' meeting themselves can express their views/opinion on certain issues/make a voting recommendation to the management of the SA Trust in writing or via e-mail (by downloading a response form from Heijmans N.V.'s website: www.heijmans.nl, via 'Heijmans' and then 'Corporate Governance' under 'Heijmans Share Administration Trust').

Proxy voting

Holders of depositary receipts for shares who are unable to attend the meeting of shareholders may also, notwithstanding the above provisions on making an application and on granting an authorization by the SA Trust, electronically grant an authorization and issue voting instructions to Ms J.J.C.A. Leemrijse, LLM, civil-law notary in Amsterdam (the 'Notary'), or her deputy. They must provide such notification no later than on Wednesday, 6 April 2016, 5:30 p.m., via www.abnamro.com/evoting.

Holders of depositary receipts for shares can also authorize third parties or the Notary via a written statement authorizing them to represent the holder at the meeting and to exercise the voting right. The form available for download from Heijmans N.V.'s website (www.heijmans.nl, via 'Investor Relations' under 'AGM, agenda and appendices') can be used for this purpose. The form completed by the holder of depositary receipts for shares must be received by ABN AMRO Bank N.V., Corporate Broking Department HQ7050, PO Box 283, 1000 EA Amsterdam or via corporate.broking@nl.abnamro.com no later than Wednesday, 6 April 2016 at 5:30 p.m.

Items to be put forward for resolution

Items to be put forward as **resolutions** are indicated as such on the agenda.

The other items are for discussion/information.

Directions to De Verkadefabriek

From Tilburg (N65) / Eindhoven (A2)

- Take the 's-Hertogenbosch Centrum exit.
- In 's-Hertogenbosch [Heetmanplein] follow the direction Utrecht.
- At the traffic circle [Koningsweg] go straight.
- You will be going through a tunnel below the Gouden Draak.
- Past the Emmaplein, at the traffic lights [Brugplein] turn left.
- Follow the curving road past the Verkadefabriek [on the right] to the parking lot behind the Verkadefabriek [on the right].

From Nijmegen (A50)

- Take the A50 in the direction 's-Hertogenbosch. Then take the A59 in the direction 's-Hertogenbosch.
- Take the A2 exit [Utrecht, Amsterdam].
- Take the A59 exit [Waalwijk, Zierikzee].
- Take exit 47: 's-Hertogenbosch Maaspoort / Centrum.
- Follow the direction 'Centrum'.
- After six traffic lights, cross the bridge, get into the right-hand lane.
- At the traffic lights across the bridge: turn right [Brugplein, on the right: Kwik-Fit].
- Follow the curving road past the Verkadefabriek [on the right] to the parking lot behind the Verkadefabriek [on the right].

From Utrecht (A2)

- Take the A59 exit [Waalwijk, Zierikzee].
- Take exit 47: 's-Hertogenbosch Maaspoort / Centrum.
- Follow the direction 'Centrum'.
- After six traffic lights, cross the bridge, get into the right-hand lane.
- At the traffic lights across the bridge: turn right [Brugplein, on the right: Kwik-Fit].
- Follow the curving road past the Verkadefabriek [on the right] to the parking lot behind the Verkadefabriek [on the right].

Walking from 's-Hertogenbosch Central Station (approx 10 minutes)

Leave the station at the city centre (Centrum) side.

On the square in front of the Station [Stationsplein], turn left before the Gouden Draak [Koninginnelaan].

Follow the Koninginnelaan and Brugstraat, past the Emmaplein.

Turn left before Kwik-Fit [Brugplein].

A short distance further up you will see the Verkadefabriek on the right.

Agenda for the Meeting:

1. Opening

2. Announcements

3. Discussion of the annual report for the 2015 financial year¹

- a) Information provided by the Executive Board about the 2015 Annual Report prepared by the Executive Board.
- b) Discussion of the report of the Board of Supervisory Directors.
- c) Discussion of the 2015 Remuneration Policy.

4. Adoption of annual accounts, profit appropriation and discharge

- a) Discussion and adoption of the 2015 annual accounts¹ (**resolution**).
- b) Result appropriation in the 2015² financial year.
- c) Discharge of the members of the Executive Board of liability in respect of their management in 2015 (**resolution**).
- d) Discharge of the members of the Board of Supervisory Directors of liability in respect of their supervision in 2015 (**resolution**).

5. Composition of the Board of Supervisory Directors of Heijmans N.V.

- a) Opportunity to nominate candidates to fill the vacancy arising due to Mr R. Icke standing down.
- b) On condition that the General Meeting of Shareholders does not submit any recommendations for the vacancy created by the retirement of Mr Icke, the Board of Supervisory Directors – jointly based on the prescriptive profile of the Board of Supervisory Directors of Heijmans N.V. – nominates Mr R. Icke for appointment for a period of four years until the termination of the Annual Meeting to be held in 2020, effective 13 April 2016³ (**resolution**).
- c) In accordance with the practice of retirement by rotation, there are no supervisory directors due to stand down during the 2017 General Meeting of Shareholders.

6. Composition of the Executive Board of Heijmans N.V.

- a) Announcement by the Supervisory Board of Heijmans N.V. concerning plans to appoint Mr R.F. Majenburg as a member of the Executive Board of Heijmans N.V. for a period of four years effective 13 April 2016 up until the termination of the Annual Meeting to be held in 2020.⁴
- b) Announcement by the Supervisory Board of Heijmans N.V. concerning plans to reappoint Mr A.G.J. Hillen as a member of the Executive Board of Heijmans N.V. for a period of four years effective 13 April 2016 up until the termination of the Annual Meeting to be held in 2020.⁵

7. Appointment of the external auditor (resolution**)**

The Supervisory Board proposes Ernst & Young Accountants LLP (hereinafter: EY) as the external auditor of Heijmans N.V. In relation to this nomination, both the Executive Board and the Audit Committee have evaluated the work performed by EY within the various Heijmans business units. It is apparent that EY is capable of forming an independent judgement concerning all matters that fall within the scope of its commission. In this regard, the company strikes a good balance between the effectiveness and efficiency of their actions, for example in relation to auditing costs, risk management and reliability. On this basis, the Supervisory Board proposes EY as the external auditor of Heijmans N.V. for the 2016 and 2017 financial years.

8. Purchase of company shares (*resolution*)

This motion concerns the authorization of the Executive Board for a period of 18 months, to be calculated from 13 April 2016, as the competent body, with the approval of the Board of Supervisory Directors, to resolve that the company may acquire ordinary shares and financing-preference shares B in its own capital by purchasing them on the stock exchange or otherwise.

It is proposed that the authorization be limited to 10% of the issued share capital and that the shares can be acquired by the company at a price between face value and 110% of the average of the closing prices of the last five trading days before the date of purchasing the ordinary shares and between face value and 110% of the issue price for financing preference shares B.

The term 'shares' includes depositary receipts for shares.

9. Powers of the Executive Board to issue shares

- a) Extension of the nomination of the Executive Board as the competent body to resolve to issue and/or grant rights to acquire shares with the approval of the Board of Supervisory Directors for a period of 18 months from 13 April 2016. The powers of the Executive Board with regard to the issue of ordinary shares will be limited to 10% of the issued share capital on 13 April 2016, as well as 10% of the issued share capital on 13 April 2016 if the issue takes place as part of a merger or acquisition and/or as part of entering into a strategic alliance. The powers of the Executive Board to resolve to issue preference shares covers all preference shares in the authorized capital, now or at some future time, without prejudice to the provisions of Article 6 of the Articles of Association (*resolution*).
- b) Extension of the nomination of the Executive Board as the competent body to restrict or rule out preferential rights of subscription to ordinary shares, with the approval of the Board of Supervisory Directors for a period of 18 months from 13 April 2016, if those shares are issued under the powers referred to under a) (*resolution*).

10. Any other business and closure

Rosmalen, 2 March 2016

- ¹ See 2015 Annual Report and the 2015 Annual Accounts – which include the report of the Executive Board, the report of the Board of Supervisory Directors, the Remuneration Report and the report of the Heijmans Share Administration Trust.
 - ² See Heijmans N.V. Result Appropriation for 2015.
 - ³ See the Curriculum Vitae of Mr R. Icke, as well as the Justification for Nomination for Reappointment.
 - ⁴ See the Curriculum Vitae of Mr R.F. Majenburg and the Main Elements of the Contract.
 - ⁵ See the Curriculum Vitae of Mr A.G.J. Hillen.
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