

Justification for Nomination

Date	2 March 2016	Contact	Board of Supervisory Directors
Subject	Reappointment of Mr R. Icke	Telephone	+31 (0)6 2221 19 56
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To *The General Meeting of Shareholders of Heijmans N.V.*

Rationale for the nomination to the Board of Supervisory Directors of Heijmans N.V. for resolution by the Heijmans N.V. General Meeting of Shareholders to be held on 13 April 2016, concerning the reappointment of Mr R. Icke as a member of the Board of Supervisory Directors of Heijmans N.V. for a period of four years effective from 13 April 2016 up until the termination of the Annual Meeting to be held in 2020.

In accordance with the schedule of retirement by rotation, Mr Icke, member of the Board of Supervisory Directors of Heijmans N.V. since April 2008, is due to stand down as a member of the Board of Supervisory Directors during the General Meeting of Shareholders (AGM) of Heijmans N.V. to be held on April 13, 2016. He is eligible for reappointment.

The Board of Supervisory Directors has resolved to create a vacancy. The Board of Supervisory Directors is submitting a proposal for the reappointment of Mr Icke as a member of the Board of Supervisory Directors of Heijmans N.V. for a period of four years.

When making the nomination for reappointment, the Board of Supervisory Directors was led in part by the prescriptive profile of the Board of Supervisory Directors of Heijmans N.V. as adopted on 27 April 2005 (see the Heijmans N.V. website under 'Heijmans', under 'Corporate Governance' and then under 'Board of Supervisory Directors').

In view of his professional background, Mr Icke is very capable of providing substance to his position as supervisory director of Heijmans N.V. Such is supported by the experience of his performance on the Board of Supervisory Directors of Heijmans N.V.

Mr Icke (1957) possesses relevant social and financial experience and a well-developed understanding of the business sector, such that he can function in practical terms, independently and critically as a member of the Board of Supervisory Directors. Due to his financial background, he ably performs his role as Chairman of the Audit Committee. He was the former Chairman of the Executive Board of USG People N.V. and currently holds various positions as described in his curriculum vitae enclosed with the agenda of the AGM.

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Mr Icke does not own any shares or depositary receipts for shares in Heijmans N.V.

Mr Icke's reappointment entitles him to receive an annual, non-profit-dependent remuneration.

On 2 February 2016, the Central Works Council informed the Board of Supervisory Directors of Heijmans N.V. that it will not exercise its right of recommendation and that it will support Mr Icke's nomination. In various meetings in recent years, the Central Works Council found Mr Icke to be a professional supervisory director who is genuinely interested in Heijmans's development, as well as in the contribution of the employee participation bodies to Heijmans. In the eyes of the Central Works Council, Mr Icke is a modern supervisory director with added value for Heijmans.

Heijmans N.V.

Rosmalen, 2 March 2016