

Main Elements in the Contract of Mr R.F. Majenburg

Date	2 March 2016	From	Board of Supervisory Directors
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To *General Meeting of Shareholders of
Heijmans N.V.*

Main Elements in the Contract of Mr R.F. Majenburg

Agenda Item 6 of the General Meeting of Shareholders of Heijmans N.V. to be held on 13 April 2016, includes an announcement by the Board of Supervisory Directors 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.

In accordance with best practice provision II.2.14 of the Corporate Governance Code – which stipulates that the main elements of the contract of an Executive Board member with the company shall be made public after it has been concluded, no later than the date of the notice convening the general meeting where the appointment of the Executive Board member will be proposed – the main elements in the contract of Mr R.F. Majenburg are given below.

Fixed Remuneration

The fixed gross annual salary (including holiday pay) effective upon appointment as a member of the Executive Board is € 404,563 gross per full calendar year. A tax-free expense allowance in the amount of € 5,448 per annum also applies.

Variable Remuneration

In respect of the variable remuneration, reference is made to the principles of Heijmans N.V.'s remuneration policy for members of the Executive Board effective from 01 January 2010, adopted by the General Meeting of Shareholders of Heijmans N.V. on 28 April 2010 (also see the Remuneration Report in the 2015 Annual Report of Heijmans N.V.).

Pension

Mr R.F. Majenburg, at his own expense and risk, is responsible for providing for a sufficient pension to go into effect on the first day on which he reaches the pensionable age. In this respect, he will receive a gross payment of € 88,896 per full calendar year effective from the start of his appointment.

Compensation upon Dismissal

In accordance with best practice provision II.2.8 of the Corporate Governance Code, the compensation in case of dismissal amounts to a maximum of one time the annual salary (the 'fixed' portion of the remuneration).

Heijmans N.V.
Rosmalen, 2 March 2016