

Main Elements in the Contract of A.G.J. Hillen

Date	4 March 2020	From	Supervisory Board
Subject	Remuneration of A.G.J. Hillen	Telephone	+31 (0)6 222 11 956
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To *Extraordinary General Meeting of Shareholders of Heijmans N.V.*

Main Elements in the Contract of Mr A.G.J. Hillen

Agenda Item 6 of the Annual General Meeting of Shareholders of Heijmans N.V. (AGM) to be held on 15 April 2020, includes an announcement by the Supervisory Board of Heijmans N.V. concerning plans to reappoint Mr A.G.J. Hillen as member of the Executive Board and CEO of Heijmans N.V. for a period of four years effective 15 April 2020.

In accordance with best practice provision 3.4.2 of the Dutch 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, in any event no later than on the date of the notice convening the general meeting where the appointment of the Executive Board member will be proposed – the main elements in Mr Hillen's contract are given below.

Fixed income

The fixed gross annual salary (including holiday pay) effective upon reappointment as member of the Executive Board is € 550.000 gross per full calendar year. This fixed income is consistent with both the current and the proposed remuneration policy for the Executive Board of Heijmans. A tax-free expense allowance in the amount of € 5,448 per annum also applies.

Variable remuneration

The variable remuneration consists of annual short-term remuneration and long-term remuneration on a three-year basis. Both components of the variable remuneration depend on financial as well as qualitative objectives. See the main points of the remuneration policy for directors of Heijmans N.V. effective 01/01/2010 adopted by the AGM on 28 April 2010. During the AGM on 15 April 2020, the Remuneration Policy for the Executive Board of Heijmans will be put to a vote, the main points of which do not deviate from the current remuneration policy. See appendix 9 to the AGM agenda for 15 April 2020. If the AGM approves the proposed Remuneration Policy, this policy will apply to Mr Hillen.

Pension

Mr Hillen participates in the conditionally indexed average salary sectoral pension fund scheme whereby pension is accrued on the gross fixed remuneration up to € 60,850 and payment starts at the age of 67. This includes the accrual of retirement pension, survivor's pension and orphan's pension. For the portion of the salary that exceeds this amount, up to € 107,593, Mr Hillen participates in a defined contribution scheme. Mr Hillen also receives compensation for the discontinuation of pension accrual on the portion of the salary that exceeds € 107,593.

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Compensation upon dismissal

In accordance with best practice provision 3.2.3 of the Dutch 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). The contract with Mr Hillen provides for a payment, subject to certain conditions, upon termination of service resulting from a public bid.

Heijmans N.V.
Rosmalen, 4 March 2020