

Profit appropriation proposal

Date	4 March 2020	From	the Executive Board
Subject	Proposed profit appropriation for 2019	Telephone	+31 (0)6 222 11 956
Our reference	HNV/NS/RvB/20200304	E-mail	nschaeffer@heijmans.nl

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

Heijmans N.V. Reserve and Dividend Policy

Heijmans N.V. maintains a dividend policy whereby – leaving aside special circumstances – it aims for a payout ratio amounting to approximately 40% of the profit after tax on ordinary activities. The remaining 60% is allocated to the reserves in accordance with Article 31, paragraph 5 of the Articles of Association of Heijmans N.V.

At the option of the shareholders, the dividend can be paid in cash – subject to withholding of 15% dividend tax – chargeable to the freely distributable reserves, or in shares that are fully paid up chargeable to the tax-free premium reserve, which means that no dividend tax will be withheld on the dividend paid out in shares.

Proposal for profit appropriation for the Heijmans N.V. 2019 financial year

An amount of approximately € 3.25 million will be paid to the holders of financing preference shares B on the financing preference shares B in accordance with Article 31 paragraph 2 of the Articles of Association. Within the IFRS framework, the dividend on financing preference shares B is considered interest and is therefore reported as a financing expense in Heijmans N.V.'s 2019 annual accounts.

Subject to the Supervisory Board's approval, the Executive Board proposes that the amount of the profit remaining after addition to the reserves and payment on the financing preference shares B be paid out in dividend over 2019. It was decided to apply a payout ratio of 20% with a view to further recovery of the balance sheet. It is proposed that the shareholders and the holders of depositary receipts for shares approve the payment of a dividend in the amount of € 0,28 per ordinary share and per depositary receipt for ordinary shares in cash chargeable to the reserves, or, at the option of the shareholders and holders of depositary receipts for shares, in the form of ordinary shares or depositary receipts for ordinary shares chargeable to the premium reserve. The total capital position was specifically taken into consideration in formulating the dividend proposal.

In total, a dividend will be paid on 21,409,169 ordinary shares or depositary receipts for shares.

This proposal implies that the Executive Board is granted authority in accordance with Article 31 paragraph 7 of the Heijmans N.V. Articles of Association, to, subject to the Supervisory Board's approval, issue the number of ordinary shares chargeable to the premium reserve required to pay the stock dividend.

It is proposed that the Executive Board be authorized to establish the conversion ratio between the cash and stock dividend. The determination of the number of ordinary shares and depositary receipts for shares giving entitlement to one new ordinary share or depositary receipt for a share will

be fixed such that the value of the dividend in ordinary shares or depositary receipts for shares will - after rounding off - be virtually the same as the value of the dividend in cash.

The equivalent amount of the dividend in shares will be established on the basis of the average weighted share price of the last 3 trading days of the option period.

If no option is exercised, the dividend will be paid in the form of ordinary shares or depositary receipts for shares.

In the event of payment in the form of ordinary shares or depositary receipts for shares, any residual fraction will be settled in cash. There will be no trade in stock dividend entitlements. The depositary receipts for ordinary shares to be issued as stock dividend will be admitted for listing without prospectus pursuant to article 1(4)(h) and article 1(5)(g) of the Prospectus Regulation, provided a document is made available containing information on the number and nature of the shares or depositary receipts for shares and the reasons for and particularities of the offer.

The information in this proposal, in combination with the press releases Heijmans has issued, together constitute this document. It should be noted that neither this information nor the aforementioned press releases and other statements are a prospectus in the sense of the Prospectus Regulation.

The share of the approximately €6 million put at the disposal of the shareholders and depositary receipt holders that does not have to be paid to the shareholders and depositary receipt holders in cash in the event the payment in shares and depositary receipts for shares option is invoked, will be deducted from the amount put at the disposal of the shareholders and depositary receipt holders and therefore does not need to be offset against the freely distributable reserves.

Calendar:

Friday, 17 April 2020:	ex-dividend date.
Monday, 20 April 2020:	record date.
Tuesday, 21 April 2020:	start of option period.
Wednesday, 6 May 2020:	end of option period (3:00 p.m.).
Thursday, 7 May 2020:	publication of conversion ratio (after the close of the stock exchange)
Thursday, 14 May 2020:	payment of cash dividend/delivery of shares and depositary receipts for shares.

Heijmans N.V.,
Rosmalen, 4 March 2020