

HEIJMANS N.V.

AGENDA

Notice

Convocation of the Extraordinary General Meeting of Shareholders of Heijmans N.V., to be held **on October 17th 2017 at 2:00 p.m. at Graafsebaan 65, 5248 JT, Rosmalen, 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 September 19th 2017 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 October 10th 2017 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 October 10th 2017.

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 October 10th, 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 October 11th 2017, at 11:00 a.m. In addition, the intermediaries are requested to include the full address details of the relevant ultimate beneficial holders in order to be able to verify the shareholding on the Record Date in an efficient manner. A registration certificate will then be sent out that serves as proof of entitlement to be admitted to the meeting.

Items to be put forward as *resolutions* are indicated as such on the agenda (if applicable).

Agenda for the Meeting:

- 1. Opening**
- 2. Announcements**
- 3. Composition of the Executive Board of Heijmans N.V.**

Announcement by the Supervisory Board of Heijmans N.V. concerning the intention to appoint Mr J.G. Janssen as a member of the Executive Board and CFO of Heijmans N.V. for a period of four years effective October 30th 2017. A Curriculum Vitae and the Main Elements of the Contract are enclosed.

- 4. Any other business and closure**

Rosmalen, September 1st 2017