

# HEIJMANS N.V.

## AGENDA

### Notice

Notice convening the Extraordinary General Meeting of Shareholders of Heijmans N.V. to be held on **Thursday, 6 December 2018 at 14:00 CET at the head office of Heijmans N.V. at Graafsebaan 65, 5248 JT in Rosmalen.**

### Registration Date

The persons who are entitled to attend and/or vote at this meeting are those who on Thursday, 8 November 2018 at 18:00 CET (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 the register designated for that purpose by the Executive Board. For shareholders, the designated (section of the) register is the shareholders' register of Heijmans N.V. For holders of depositary receipts for shares (ISIN: NL0009269109) the designated (section of the) register is 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 Thursday, 29 November 2018 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 Thursday, 29 November 2018.

### 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 Thursday, 29 November 2018, 17:30 CET, solely apply via [www.abnamro.com/evoting](http://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, via [www.abnamro.com/intermediary](http://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 Friday, 30 November 2018, 11:00 CET. In submitting the applications, intermediaries are asked to report the full address details of the ultimate holders of depositary receipts for shares, in order to be able to efficiently verify share ownership on the Registration Date. A registration certificate will then be sent out that serves as proof of entitlement to admission to the meeting.

### Authorization for holders of depositary receipts for shares

Heijmans Share Administration Trust ('the SA Trust') reports that – having due regard for the provisions in its trust conditions – the application of a holder of depositary receipts for shares to attend the Extraordinary General Meeting of Shareholders on Thursday, 6 December 2018, will be treated as a request for authorization to cast a vote himself or herself. Holders of depositary receipts for shares who attend the meeting in person or who allow themselves to be represented by a third party are, therefore, authorized by the SA Trust to vote based on the number of depositary receipts for shares entered in their name for the meeting, with due observance of the provisions in the Articles of Association and the trust conditions of the SA Trust. The authorization is conferred to the holder of depositary receipts for shares (or his/her authorized representative) as a result of the fact that he/she (or his/her authorized representative) signs the attendance list prior to the start of the meeting. Signing the attendance list also signifies acceptance of the proxy to attend the meeting granted by the SA Trust.

Holders of depositary receipts for shares who are not able to attend the shareholders' meeting themselves can express their views/opinion on certain issues/make a voting recommendation to the management of the SA Trust in writing or via e-mail (by downloading a response form from Heijmans N.V.'s website: [www.heijmans.nl](http://www.heijmans.nl), via 'Heijmans' and then 'Corporate Governance' under 'Heijmans Share Administration Trust').

## **Proxy voting**

Holders of depositary receipts for shares who are unable to attend the meeting of shareholders may also, notwithstanding the above provisions on making an application and the granting of authorization by the SA Trust, electronically grant an authorization and issue voting instructions to Ms J.J.C.A. Leemrijse, LLM, civil-law notary in Amsterdam (the 'Notary'), or her deputy. They must provide such notification no later than on Thursday, 29 November 2018 at 17:30 CET, via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

Holders of depositary receipts for shares can also authorize third parties or the Notary via a written statement authorizing them to represent the holder at the meeting and to exercise the voting right. The form available for download from Heijmans N.V.'s website ([www.heijmans.nl](http://www.heijmans.nl), via 'Investor Relations' under 'AGM, agenda and appendices') can be used for this purpose. The form completed by the holder of depositary receipts for shares must be received by ABN AMRO, Corporate Broking Department HQ7050, PO Box 283, 1000 EA Amsterdam or via [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) no later than Thursday, 29 November 2018 at 17:30 CET.

## **Items to be put forward for resolution**

Items to be put forward as **resolutions** are indicated as such on the agenda.

The other items are for discussion/information.

## **Agenda for the Meeting:**

### **1. Opening**

### **2. Announcements**

### **3. Composition of the Board of Supervisory Directors of Heijmans N.V.**

- a) The Board of Supervisory Directors has decided to temporarily expand the Board of Supervisory Directors to six members. A vacancy has therefore been created for a sixth member of the Board of Supervisory Directors. The Heijmans Works Council's strengthened right of recommendation applies to this vacancy. In accordance with the schedule of retirement by rotation, Mr S. van Keulen will retire as a member of the Board of Supervisory Directors of Heijmans N.V. during the General Meeting of Shareholders (AGM) to be held on 10 April 2019. Mr Keulen is not eligible for reappointment.
- b) Opportunity to nominate a candidate to fill the vacancy created as a result of the decision to temporarily expand the number of members on the Board of Supervisory Directors.
- c) Proposal to appoint Ms M.M. Jonk as a member of the Board of Supervisory Directors<sup>1</sup> (**resolution**). On condition that the General Meeting of Shareholders does not submit any recommendations for the above-referenced vacancy, the Board of Supervisory Directors – jointly based on the prescriptive profile of the Board of Supervisory Directors of Heijmans N.V. and on the recommendation of the Heijmans Works Council – nominates Ms M.M. Jonk for appointment as a member of the Supervisory Board of Directors for a period of over four years. This period commences as of the termination of the Extraordinary General Meeting of Shareholders on 6 December 2018 and ends as of the termination of the Annual General Meeting of Shareholders to be held in 2023.

### **4. Remuneration of the Board of Supervisory Directors of Heijmans N.V. (**resolution**)**

Proposal to amend the remuneration of the Board of Supervisory Directors of Heijmans N.V.<sup>2</sup>

### **5. Any other business and closure**

**Rosmalen, 25 October 2018**

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<sup>1</sup> See the Curriculum Vitae of Ms M.M. Jonk, as well as the Justification for Nomination for Appointment ([www.heijmans.nl](http://www.heijmans.nl), via Investor Relations, AGM, EGM).

<sup>2</sup> See the explanation of the Proposal to amend the remuneration of the Board of Supervisory Directors of Heijmans N.V. ([www.heijmans.nl](http://www.heijmans.nl), via Investor Relations, AGM, EGM).