

Justification for Nomination

Date	25 October 2018	Contact	Board of Supervisory Directors
Subject	Nomination for the appointment of M.M. Jonk	Telephone	+31 (0)6 2221 19 56
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To *Extraordinary General Meeting of Shareholders of Heijmans N.V.*

Justification for the nomination by the Board of Supervisory Directors of Heijmans N.V. for resolution by the Heijmans N.V. Extraordinary General Meeting of Shareholders to be held on Thursday, 6 December 2018, concerning the appointment of Ms M.M. Jonk as member of the Board of Supervisory Directors of Heijmans N.V., for a period of over four years effective 6 December 2018 until the termination of the Annual General Meeting of Shareholders to be held in 2023.

In accordance with the schedule of retirement by rotation, Mr S. van Keulen, member of the Board of Supervisory Directors since April 2007, will retire as a member of the Board of Supervisory Directors during the General Meeting of Shareholders (AGM) of Heijmans N.V. to be held on 10 April 2019. Mr Keulen is not eligible for reappointment. In preparation, the Board of Supervisory Directors has decided to temporarily expand the Board of Supervisory Directors to six members, create a vacancy for a sixth member and to put forward a nomination for appointment to the Board of Supervisory Directors of Heijmans N.V.

When making the nomination for appointment, the Board of Supervisory Directors was led in part by the prescriptive profile of the Board of Supervisory Directors of Heijmans N.V. as adopted on 27 April 2005 (see Heijmans N.V. website under 'Heijmans', under 'Corporate Governance' and then under 'Board of Supervisory Directors'), and by the profile of Mr Van Keulen who is retiring in April 2019. A key characteristic of this profile is knowledge of and experience with Compliance, Risk and Legal.

The Board of Supervisory Directors has indicated its intention to nominate Ms M.M. (Martika) Jonk for appointment for a period of over four years. In the context of the strengthened right of recommendation that applies to this vacancy, the Works Council announced on 22 October 2018 that it wholeheartedly supports this nomination.

With due consideration to her specific qualifications and professional background – Ms Jonk has many years of experience as lawyer and also has experience in supervisory positions – Ms Jonk is expected to be able to make an excellent contribution to the Board of Supervisory Directors and to Heijmans.

Ms Jonk has been employed by CMS Derks Star Busmann in Amsterdam since 1992 (as partner) and has more than 30 years experience in border-transcending transactions. She specializes in mergers & acquisitions and business-law-related issues. Furthermore, she regularly publishes on corporate governance-related topics. She has been a member of the Supervisory Council of St. Antonius Hospital in Utrecht/Nieuwegein since 2011 and a member of the Supervisory Board of N.V. Nederlandse Gasunie since 2013. In March 2018, she was appointed member of the Supervisory Council of Catharina Hospital Eindhoven.

Ms Jonk has relevant experience in the public, as well as private sector and has developed insight into these areas such that she is able to function practically, independently and critically as a member of the Board of Supervisory Directors. Through the appointment of Ms Jonk, the Board of Supervisory Directors further enhances the diversity targeted by the Board in terms of its composition.

The curriculum vitae of Ms Jonk is attached and is also available on Heijmans N.V.'s website. Ms Jonk does not own any shares or depositary receipts for shares in Heijmans N.V. If appointed, Ms Jonk will be entitled to a yearly non-profit-dependent remuneration.

Heijmans N.V.
Rosmalen, 25 October 2018