

Royal BAM Group nv

Summary adopted resolutions Annual General Meeting of 15 April 2020

The Annual General Meeting of Royal BAM Group nv dated 15 April 2020 in Bunnik has adopted the following resolutions.

Agenda item 2b

The application of the remuneration policy regarding 2019 was adopted by advisory vote as proposed.

Casted votes in favour	57,946,605	98.93%
Casted votes against	629,499	1.07%
Total casted votes	58,576,104	100%
Votes withheld	683,416	

Agenda item 4

The 2019 financial accounts were adopted as proposed.

Casted votes in favour	59,062,186	100%
Casted votes against	0	0%
Total casted votes	59,062,186	100%
Votes withheld	197,334	

Agenda item 6a

The decisions made by the members of the Executive Board in their conduct of the business during the 2019 financial year were ratified as proposed.

Casted votes in favour	59,068,762	100%
Casted votes against	0	0%
Total casted votes	59,068,762	100%
Votes withheld	190,758	

Agenda item 6b

The supervision exercised by the members of the Supervisory Board during the 2019 financial year in respect of the Executive Board's conduct of business was ratified as proposed.

Casted votes in favour	59,068,762	100%
Casted votes against	0	0%
Total casted votes	59,068,762	100%
Votes withheld	190,758	

Agenda item 7a

The remuneration policy for the Supervisory Board was adopted as proposed.

Casted votes in favour	59,252,020	99.99%
Casted votes against	7,500	0.01%
Total casted votes	59,259,520	100%
Votes withheld	0	

Agenda item 7b

The remuneration policy for the Executive Board was adopted as proposed.

Casted votes in favour	58,445,616	98.93%
Casted votes against	629,499	1.07%
Total casted votes	59,075,115	100%
Votes withheld	184,405	

Agenda item 8a

Mr Mr H.Th.E.M. Rottinghuis was appointed as a member of the Supervisory Board as proposed.

Casted votes in favour	59,086,720	99.71%
Casted votes against	172,800	0.29%
Total casted votes	59,259,520	100%
Votes withheld	0	

Agenda item 8b

Mr H.L.J. Noy was re-appointed as a member of the Supervisory Board as proposed.

Casted votes in favour	59,086,720	99.71%
Casted votes against	172,800	0.29%
Total casted votes	59,259,520	100%
Votes withheld	0	

Agenda item 9a

The Executive Board was authorised to issue and grant rights to acquire ordinary shares and Class F cumulative preference shares as proposed.

Casted votes in favour	59,075,115	99.69%
Casted votes against	184,405	0.31%
Total casted votes	59,259,520	100%
Votes withheld	0	

Agenda item 9b

The Executive Board was authorised to restrict or exclude pre-emptive rights in the event of an issue of or granting of rights to acquire ordinary shares as proposed.

Casted votes in favour	59,075,115	99.69%
Casted votes against	184,405	0.31%
Total casted votes	59,259,520	100%
Votes withheld	0	

Agenda item 10

The Executive Board was authorised to arrange for the acquisition of ordinary shares in the Company's capital as proposed.

Casted votes in favour	58,637,521	99.98%
Casted votes against	10,434	0.02%
Total casted votes	58,647,955	100%
Votes withheld	611,565	

Agenda item 11

Ernst & Young Accountants LLP has been re-appointed as external auditor responsible for auditing the 2021 financial statements.

Casted votes in favour	59,259,520	100%
Casted votes against	0	0%
Total casted votes	59,259,520	100%
Votes withheld	0	

The number of total issued shares: 279.407.449.

The number of shares eligible to vote: 273.296.017.

The total votes that could be casted based on the attendance list: 59,259,520.

The percentage of the total issued share capital to vote, present in the meeting was: 21.68%

Clarification:

- Line 1: column 2 reflects the total number of valid votes casted in favour of the proposal and column 3 the percentage that this number represents of the total valid votes casted.
- Line 2: column 2 reflects the total number of valid votes casted against the proposal and column 3 reflects the percentage that this number represents of the total valid votes casted.
- Line 3: column 2 the total number of valid votes casted (= the total number of shares for which votes have been validly casted in favour and against) and column 3 reflects the percentage of valid votes casted.
- Line 4: column 2 the number of abstentions.