

# HEIJMANS N.V.

## AGENDA

### Notice

Notice convening the Extraordinary General Meeting of Shareholders of Heijmans N.V. to be held on **Tuesday, 12 July 2022 at 2:30 a.m. CET at the head office of Heijmans, Graafsebaan 65, Rosmalen.**

### Registration date

The persons who are entitled to vote at this meeting are those who on 14 June 2022 at 6 p.m. 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 accounting systems on the Registration Date of the intermediaries as defined in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*) have been designated as the (section of the) register.

### Registration of shareholders

The notice is directed to shareholders of Heijmans N.V. or their authorized representatives and usufructuaries who are admitted to the meeting and from whom the company has received notice of their intention to attend the meeting by 5 July 2022 at the latest. Authorization in writing to exercise the right to attend and/or vote at the meeting must also have been received by the company no later than on 5 July 2022.

### Registration of depositary receipt holders

Holders of depositary receipts for shares who wish to attend the meeting in person or to send an authorized representative can, from the Registration Date until no later than 5 July 2022, 5:30 p.m. CET, solely register 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 depositary receipts for shares are registered must provide a statement to ABN AMRO Bank N.V. via [www.abnamro.com/intermediary](http://www.abnamro.com/intermediary) that the shares and/or the depositary receipts for shares in question are registered in the name of the holder in its accounting system on the Registration Date, no later than on 6 July 2022, at 11 a.m. CET. A registration certificate will then be sent out.

### Authorization of depositary receipt holders

Heijmans Share Administration Trust ('the SA Trust') reports that – with due observance of the provisions in its trust conditions – the application of a holder of depositary receipts for shares to attend the Extraordinary General Meeting of Shareholders of 12 July 2022 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 granted 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/opinions on certain issues / make a voting recommendation to the management of the SA Trust in writing or via email (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**

Depositary receipt holders who do not wish to make use of the opportunity to vote during the shareholders' meeting can grant an authorization and issue voting instructions to Ms J.J.C.A. Leemrijse, LL.M, civil-law notary in Amsterdam (the 'civil-law notary'), or her deputy (with power of substitution). They must provide such notification no later than on 5 July 2022, 5:30 p.m. CET via [www.abnamro.com/evoting](http://www.abnamro.com/evoting).

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

Items to be put forward *for resolution* 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 Supervisory Board of Heijmans N.V.**

- a) The Supervisory Board has created a vacancy for a fifth position in the Supervisory Board.
- b) Opportunity to make recommendations to fill the vacancy created by the Supervisory Board.
- c) Motion to appoint A.S. Castelein as member of the Supervisory Board<sup>1</sup> (*resolution*).  
Subject to the suspensive condition that the General Meeting of Shareholders does not submit any recommendations for the aforementioned vacancy, the Supervisory Board – also based on the prescriptive profile of the Supervisory Board of Heijmans N.V. – nominates A.S. Castelein for appointment as member of the Supervisory Board for a period of just over three-and-a-half years. This period commences after conclusion of the Extraordinary General Meeting of Shareholders on 12 July 2022 and ends after the conclusion of the Annual General Meeting of Shareholders to be held in 2026. Heijmans's Works Council has expressed its full support for the nomination for appointment.

### **4. Purchase of company shares (*resolution*)**

This motion concerns the authorization of the Executive Board for a period of 18 months, to be calculated from 12 July 2022, as the competent body, with the approval of the Supervisory Board, to resolve that the company may acquire all 4,510,000 issued financing-preference shares B in its own capital by purchase. The financing-preference shares B can be acquired by the company at a price between nominal and 110% of the issue price for the financing-preference shares B. The intention exists to withdraw the financing-preference shares B, which were purchased using the authorization granted under this agenda item, after purchase as proposed under agenda item 5. The proposed authorization is without prejudice to the authorization granted on 12 April 2022 with regard to shares in the capital of the company.

### **5. Capital reduction through withdrawal of company shares (*resolution*)**

The Executive Board, with the approval of the Supervisory Board, proposes that the Extraordinary General Meeting of Shareholders resolves to reduce the issued share capital by withdrawing the company's financing-preference shares B, with due observance of the provisions of the articles of association of Heijmans N.V. and the requirements of Article 2:99 and 2:100 of the Dutch Civil Code. Such a resolution can be effected only after the Executive Board exercises the authorization to purchase referred to under agenda item 4 and will relate to no more than the same number of financing-preference shares B that has been purchased by use of the authorization referred to under that agenda item.

The withdrawal can be effected in different phases and furthermore shall occur on a date to be determined by the Executive Board that cannot be prior to the expiry of a two-month legal objection period.

## **6. Closing**

**Rosmalen, 31 May 2022**

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<sup>1</sup> See the Curriculum Vitae of A.S. Castelein, as well as the Rationale for Nomination for Appointment.