

Memo

Date	Wednesday, March 05, 2014	Contact person	Board of Supervisory Directors
Subject	Reappointment Ms P.G. and Mr A.A. Olijslager and Mr R. van Gelder	Telephone	+31 6 2221 19 56
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To: *The Annual General Meeting of Shareholders of Heijmans N.*

Rationale for the nomination to the Board of Supervisory Directors of Heijmans N.V. for resolution by the Heijmans N.V. Annual General Meeting of Shareholders to be held on Wednesday, April 16, 2014, concerning the reappointment of Ms P.G. Boumeester and Mr A.A. Olijslager and R. van Gelder as members of the Board of Supervisory Directors of Heijmans N.V. for a period of four years.

When making the nominations for reappointment, 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 Wednesday, April 27, 2005 (see the Heijmans N.V. website under 'Heijmans', under 'Corporate Governance' and then under 'Board of Supervisory Directors').

Ms P.G. Boumeester

According to the schedule of retirement by rotation, Ms P.G. Boumeester, Heijmans supervisory director since April 2010, will retire as supervisory director at the Heijmans N.V. Annual General Meeting of Shareholders (AGM) to be held on Wednesday, April 16, 2014. Ms P.G. Boumeester is eligible for reappointment.

The Board of Supervisory Directors has indicated its intention to nominate Ms Boumeester for reappointment for a period of four years.

The Board of Supervisory Directors has indicated that it intends to create three vacancies and submit three nominations for the appointment of members to the Board of Supervisory Directors of Heijmans N.V.

One of the three nominations of the Board of Supervisory Directors concerns the nomination of Ms Boumeester for reappointment as a member of the Board of Supervisory Directors of Heijmans N.V. for a period of four years commencing on Wednesday, April 16, 2014. This nomination was taken over from the Central Works Council after it exercised its enhanced right of recommendation.

In view of her specific competences and professional background – including her broad management experience, familiarity with organizational processes and her extensive change

management expertise – Ms Boumeester is well-qualified to fulfill her function as a member of the Supervisory Board of Heijmans N.V.

Ms Boumeester (1958) was employed by the Dutch National Railways (NS) from 1988-2009, and occupied the position of General Manager NS Reinsurers (NS Travelers) from 2002 -2006, and General Manager NS Poort from 2006–2009. In addition, she occupies a number of supervisory board positions for listed companies.

Ms Boumeester possesses social experience and a well-developed understanding of the business sector, such that she can function in practical terms, independently and critically as a member of the Supervisory Board. Through the appointment of Ms Boumeester, the Supervisory Board further enhances the diversity targeted by the Board in terms of its composition.

The curriculum vitae of Ms Boumeester is attached and is also available on the Heijmans N.V. website.

If reappointed, Ms Boumeester will be entitled to a yearly non-profit-dependent remuneration.

On Thursday, February 27, 2014, the Central Works Council informed the Board of Supervisory Directors of Heijmans N.V. that it will not exercise its right of recommendation and that it will support Ms Boumeester's nomination. The Central Works Council indicated in that connection that Ms Boumeester shows a clear commitment to the company, as regards the business and the human side. She plays, according to the Central Works Council, an important role in the development of HRM and makes her contribution on the Board of Supervisory Directors to support her colleagues in their development that is line with the Heijmans strategy.

A.A. Olijslager

In accordance with the schedule of retirement by rotation, Mr Olijslager, member of the Board of Supervisory Directors of Heijmans N.V. 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 Wednesday, April 16, 2014. Mr Olijslager is eligible for reappointment.

The Board of Supervisory Directors has indicated its intention to nominate Mr Olijslager for reappointment for a period of four years.

In view of his background, Mr Olijslager is very capable of providing substance to his position as supervisory director of Heijmans N.V. Such is supported by the experience of his performance on the Board of Supervisory Directors of Heijmans N.V.

Mr Olijslager (1944) is an enterprising person with a very good reputation. He is decisive and charismatic and clearly manifested this during his chairmanship of the Board of Supervisory Directors of Heijmans N.V.

He was chairman of the group management of Royal Friesland Foods N.V. and he currently still holds many positions in the business community and in society.

Mr Olijslager possesses social experience and such an understanding of the business sector that he can function in practical terms, independently and critically on the Board of Supervisory Directors.

Mr Olijslager's curriculum vitae is attached and is also available on the Heijmans N.V. website.

Mr Olijslager does not own any shares or depositary receipts for shares in Heijmans N.V.

If reappointed, Mr Olijslager will be entitled to a yearly non-profit-dependent remuneration.

On Thursday, February 27, 2014, the Central Works Council informed the Board of Supervisory Directors of Heijmans N.V. that it will not exercise its right of recommendation and that it will support Mr Olijslager's nomination. The Central Works Council indicated in that connection that Mr Olijslager has proven himself as a thorough, decisive and firm chairman who challenges and inspires the Board of Supervisory Directors, but who is also able to use the added value provided by each member. His no-nonsense outlook and his ability to put things in perspective have a stimulating effect on both the company and the Central Works Council.

R. van Gelder

In accordance with the schedule of retirement by rotation, Mr Van Gelder, appointed as member of the Board of Supervisory Directors of Heijmans N.V. in April 2010 and on Thursday, July 1, 2010, 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 Wednesday, April 16, 2014. Mr Van Gelder is eligible for reappointment.

The Board of Supervisory Directors has indicated its intention to nominate Mr Van Gelder for reappointment for a period of four years.

In addition to his civil-engineering and financial background, Mr Van Gelder has ample administrative experience at listed companies, particularly in the construction industry.

Mr Van Gelder's curriculum vitae has been enclosed.

Mr Van Gelder possesses social experience and a well-developed understanding of the business sector, such that he can function in practical terms, independently and critically as a member of the Supervisory Board.

The curriculum vitae of Mr Van Gelder is attached and is also available on the Heijmans N.V. website.

Mr Van Gelder has been awarded option rights to shares in Heijmans N.V. or depositary receipts for such shares.

If reappointed, Mr Van Gelder will be entitled to a yearly non-profit-dependent remuneration.

On Thursday, February 27, 2014, the Central Works Council informed the Board of Supervisory Directors of Heijmans N.V. that it will not exercise its right of recommendation and that it will support Mr Van Gelder's nomination. The Central Works Council indicated in that connection that Mr Van Gelder provides a clear added value on the basis of his knowledge of the company and the industry. His vision and involvement in the organization are such that the Central Works Council is confident that Mr Van Gelder will make a valuable contribution to the performance of the Board of Supervisory Directors.

Heijmans N.V.

Rosmalen, 5 March 2014