

Rationale for nomination

Date	3 March 2021	Contact	Supervisory Board
Subject	Nomination for appointment A.E. Traas	Telephone	+31 (0)6 2221 19 56
Our reference	HNV/NS/RvC/20210303	E-mail	nschaeffer@heijmans.nl

To *The General Meeting of Shareholders of Heijmans N.V.*

Rationale for the nomination by the Supervisory Board of Heijmans N.V. for the decision making at the Annual General Meeting of Shareholders of Heijmans N.V. (AGM) on Wednesday, 14 April 2021 concerning the appointment of Mr A.E. Traas for a period of four years effective 14 April 2021 and ending after conclusion of the AGM to be held in 2025.

The Supervisory Board has decided to temporarily expand the number of members of the Supervisory Board to six members. The reason for this being that Mr R. Icke, member of the Supervisory Board, vice chair and chair of the Audit and Risk Committee, will step down from the Supervisory Board in accordance with the schedule of rotation following the AGM to be held in 2022. In principle he is not eligible for reappointment. To ensure a solid transfer the Supervisory Board has decided to set a vacancy with the Finance profile and to already put the nomination on the agenda for the AGM 14 April 2021.

In addition to the specific requirements set for the member of the Supervisory Board with the Finance profile, the Supervisory Board has based the nomination for appointment on the prescriptive profile of the Supervisory Board of Heijmans N.V. (see Heijmans N.V.'s website under 'Corporate Governance', 'Supervisory Board').

Given his knowledge and experience, the Supervisory Board is convinced that Mr Traas (1959) fits the Finance profile very well and will be complementary to the Supervisory Board in a broad sense.

Mr Traas, trained in Business Economics and Accountancy, was employed by FrieslandCampina in various positions from 2001 to 2011, his latest position being Director M&A. After that he was CFO with ForFarmers until April 2020. In addition to that he has held various supervisory positions. He has social experience and a well-developed understanding of the business sector, such that he can function practically, independently and critically as a member of the Supervisory Board.

Mr Traas' curriculum vitae is attached to the agenda for the AGM.

Mr Traas does not own any shares or depositary receipts for shares in Heijmans N.V. If appointed, he will be entitled to a yearly non-profit-dependent remuneration.

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On 10 February 2021, the Works Council expressed its full support for the nomination for appointment.

Heijmans N.V.
Rosmalen, 3 March 2021