

HEIJMANS N.V.

AGENDA

Notice

Convocation of the Annual General Meeting of Shareholders of Heijmans N.V., to be held **on Tuesday, 12 April 2022 at 2:00 p.m. CET in De Verkadefabriek, Boschdijkstraat 45, 5211 VD 's-Hertogenbosch, the Netherlands.**

Registration date

The persons who are entitled to vote at this meeting are those who on Tuesday, 15 March 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 designated (section of the) register is the accounting systems on the Registration Date of the intermediaries as defined in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*).

Registration of shareholders

The notice is directed to shareholders of Heijmans N.V. or their authorised 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 Tuesday, 5 April 2022 at the latest. Authorisation 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 Tuesday, 5 April 2022.

Registration of depositary receipt holders

Holders of depositary receipts for shares who wish to attend the meeting in person or to send an authorised representative can, from the Registration Date until no later than Tuesday, 5 April 2022, 5:30 p.m. CET, solely apply via 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 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 Wednesday, 6 April 2022, at 12:30 a.m. CET. A registration certificate will then be sent out.

Authorisation of depositary receipt holders

Heijmans Share Administration Trust ('the SA Trust') reports that – having due regard for the provisions in its trust conditions – the application of a holder of depositary receipts for shares to attend the General Meeting of Shareholders on 12 April 2022 will be treated as a request for authorisation 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, authorised 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 authorisation is granted to the holder of depositary receipts for shares (or his/her authorised representative) as a result of the fact that he/she (or his/her authorised 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/opinion 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, via 'Heijmans' and then 'Corporate Governance' under 'Heijmans Share Administration Trust').

Proxy voting

Depository receipt holders who will not be present during the meeting can electronically grant an authorisation and issue voting instructions to Ms J.J.C.A. Leemrijse LLM, 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 Tuesday, 5 April 2022, 5:30 p.m. CET, via www.abnamro.com/evoting.

Meeting form

Heijmans N.V. is giving its shareholders and holders of depository receipts for shares the opportunity of physically attending the meeting. The directives of the Netherlands National Institute of Public Health and Environmental Protection (RIVM) pertaining to events will be adhered to in this respect. Should Heijmans N.V. receive more registrations for the meeting than there are places available at the location, persons will be eligible for admission on a first-come first-serve basis. Other persons who are then precluded from physically attending the meeting will be given the opportunity of following the meeting via webcast and to submit questions and comments relating to the items on the agenda to the company in writing no later than on 6 April 2022 at 6 p.m. CET. Should this apply to you, you will be notified accordingly. Heijmans N.V. reserves the right to decide to conduct the meeting entirely digitally. Should this decision prove necessary, this will be announced as soon as possible on the company's website (www.Heijmans.nl) together with any additional conditions that may be applicable. Please keep monitoring the website of Heijmans N.V.

Items to be put forward for resolution

Items to be put forward **for resolution** or **for an advisory vote** are indicated as such on the agenda itself. The other items are for discussion/information.

Agenda for the Meeting:

1. Opening

2. Announcements

3. Discussion of the directors' report and remuneration report for the 2021 financial year¹

- a) Explanation by the Executive Board of the report by the Executive Board for the 2021 financial year.
- b) Discussion of the report by the Supervisory Board.
- c) Discussion and approval of the 2021² Remuneration Report (**advisory vote**). It is proposed that the 2021 Remuneration Report be approved.
Heijmans N.V. has put together the 2021 Remuneration Report, including an overview of remuneration to the individual directors and supervisory directors, with due observance of the legal requirements. See the 2021 Remuneration Report as included in the 2021 Annual Report as annex 15.6 (pages 267 to 274) with the exception of paragraphs 2 and 4 which relate to the remuneration policy.

4. Adoption of financial statements, result appropriation and discharge

- a) Discussion and adoption of the 2021¹ financial statements(**resolution**).
- b) Heijmans N.V. Reserve and Dividend Policy
- c) Dividend declaration 2021³ financial year (**resolution**).
- d) Discharge of the members and former members of the Executive Board from liability in respect of their management in 2021 (**resolution**).

- e) Discharge of the members and former members of the Supervisory Board from liability in respect of their supervision in 2021 (**resolution**).

5. Reappointment of the external auditor (**resolution**)

At the recommendation of the Audit Committee, the Supervisory Board proposes that Ernst & Young Accountants LLP ('EY') be reappointed as the external auditor of Heijmans N.V. In relation to this nomination, both the Executive Board and the Audit Committee evaluated the work performed by EY within the various Heijmans business units over the past several years. It is apparent that EY is capable of forming an independent judgement concerning all matters that fall within the scope of its commission. In this regard, the company strikes a good balance between the effectiveness and efficiency of their actions, for example in relation to auditing costs, risk management and reliability. On this basis, the Supervisory Board proposes that EY be reappointed as the external auditor for the 2022 and 2023 financial years.

6. Purchase of company shares (**resolution**)

This motion concerns the authorisation of the Executive Board for a period of 18 months, counted from 12 April 2022, as the competent body authorised, with the approval of the Supervisory Board, to acquire ordinary shares and financing preference shares B in the Company's own capital by purchasing these on the stock exchange or otherwise.

The authorisation is limited to 10% of the share capital issued as at 12 April 2022. The shares can be acquired by the Company at a price between par value and 110% of the average of the closing prices of the last five trading days before the date of purchasing the ordinary shares and between par value and 110% of the issue price for financing preference shares B.

The term 'shares' includes depositary receipts for shares.

7. Powers of the Executive Board to issue shares

- a) Designation of the Executive Board as the competent body to issue a maximum of 10% in ordinary shares and to rule out preferential rights.

It is proposed that the Executive Board be designated as the competent body authorised, with the approval of the Supervisory Board, to resolve: 1) to issue and/or grant rights to acquire ordinary shares; and 2) to restrict or rule out the preferential right of existing shareholders for a period of 18 months counting from 12 April 2022. The authority of the Executive Board is restricted to 10% of the share capital issued as at 12 April 2022 (**resolution**).

- b) Designation of the Executive Board as the competent body to issue an additional 20% in ordinary shares in relation to a rights issue⁴.

It is proposed that the Executive Board be designated as the competent body authorised, with the approval of the Supervisory Board, to resolve: 1) to issue ordinary shares only in relation to a rights issue, subject to the proviso that this authority of the Executive Board is restricted to a face value of shares that is equivalent to 20% of the capital issued at the time of issue; and 2) in connection herewith to restrict or rule out the statutory preferential right of existing shareholders, insofar as the Executive Board considers such a restriction or exclusion or other regulation necessary or effective in relation to a rights issue, but whereby existing shareholders that qualify acquire contractual preferential rights on new shares in proportion to the shares held by them, the foregoing in accordance with existing rights issue practices, for a duration of 18 months counting from 12 April 2022 (**resolution**).

8. Any other business and closing

Rosmalen, 1 March 2022

-
- 1 See the directors' report and the 2021 Financial Statements – which include the report by the Executive Board and the report by the Supervisory Board.
 - 2 See 2021 Remuneration Report for Heijmans N.V.
 - 3 See Result appropriation 2021 financial year.
 - 4 See Explanation of agenda item 7b.