

**Notice and agenda with explanatory notes for the
Extraordinary General Meeting of Shareholders of
Heijmans N.V.**

on Wednesday 6 September 2023

NOTICE

Notice convening the Extraordinary General Meeting of Shareholders of Heijmans N.V. to be held **on Wednesday 6 September 2023 at 1.30 p.m. 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 Wednesday 9 August 2023 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 Wednesday 30 August 2023. 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 Wednesday 30 August 2023.

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 Wednesday 30 August 2023, 5.30 p.m. CET, solely register 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 Thursday 31 August 2023, at 12.30 p.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 Wednesday 6 September 2023 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/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 the website of the Heijmans Share Administration Trust ([Stichting Administratiekantoor \(heijmans.nl\)](http://StichtingAdministratiekantoor(heijmans.nl)))).

Proxy voting

Depositary receipt holders who will not be present during the meeting can electronically grant an authorization 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 Wednesday 30 August 2023, at 5.30 p.m. CET via www.abnamro.com/evoting.

Items to be put forward for resolution

Items to be put forward **as resolutions** are indicated as such on the agenda. The other items are for discussion/information.

Parking

There is sufficient parking space at the head office. Please follow the route indicated for visitor parking.

Language of the meeting

The meeting is conducted in Dutch. Both the agenda for the meeting and the documents referenced in the agenda have been drawn up in Dutch and form the basis for the adoption of resolutions at the meeting. The documents for the meeting are also available in English and posted on the company's website.

AGENDA

1. OPENING

2. ANNOUNCEMENTS

3. AMENDMENTS OF THE ARTICLES OF ASSOCIATION OF HEIJMANS N.V. (*resolution*)

With the approval of the Supervisory Board, the Executive Board proposes an amendment of the Articles of Association. For the amendments, and the article-by-article explanation thereof, see the annex to this agenda.

The proposal to amend the Articles of Association is available at the offices of Heijmans N.V and can also be viewed online on Heijmans N.V.'s website. At their request, shareholders and depositary receipt holders will be sent a copy of the proposed amendment of the Articles of Association free of charge.

The proposal to amend the Articles of Association also authorizes each member of the executive board, the secretary of the company, as well each civil-law notary, junior civil-law notary, and notarial assistant of Allen & Overy LLP, each of them individually, to execute the deed of amendment to the Articles of Association.

4. CLOSING

Rosmalen, 26 July 2023