

**Convocation and agenda with explanatory notes for the
General Meeting of Shareholders of
Royal Heijmans N.V.
on Wednesday 16 April 2025**

CONVOCAATION

Convocation for the General Meeting of Shareholders of Royal Heijmans N.V. to be held **at 14.00 (CET) on Wednesday 16 April 2025 in De Verkadefabriek, Boschdijkstraat 45 in Den Bosch.**

Registration date

The parties entitled to vote at this meeting are those who, at 18.00 CET on Wednesday 19 March 2025, after processing of all registrations and deregistrations (the 'Registration date'), are entitled to do so and have been registered as such in a (partial) register designated for that purpose by the Executive Board. The Royal Heijmans N.V. shareholders' register has been designated as the (partial) register for shareholders. The records as of the registration date of the intermediaries referred to in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*) have been designated as the (partial) register for holders of depositary receipts (ISIN: NL0009269109).

Registration of shareholders

The convocation applies to shareholders of Royal Heijmans N.V. or their authorised representatives and usufructuaries who have access to the meeting and who have informed the company of their intention to attend the meeting by no later than Wednesday 9 April 2025. A written power of attorney to exercise the voting and/or meeting rights must also have been received by the company by no later than Wednesday 9 April 2025.

Registration of holders of depositary receipts

Holders of depositary receipts who wish to attend the meeting in person or via an authorised representative, can exclusively register, from the registration date until no later than 17.30 CET on Wednesday 9 April 2025, via www.abnamro.com/evoting or via their intermediary at ABN AMRO Bank N.V. in Amsterdam ('ABN AMRO'). The intermediary in whose records the depositary receipts have been registered must issue a declaration via www.abnamro.com/intermediary, ABN AMRO Bank N.V. by no later than 12.30 CET on Thursday 10 April 2025 that the shares and/or depositary receipts in question are registered in its records in the name of the holder on the registration date. After that a proof of registration will be sent out.

Authorisation of holders of depositary receipts

Heijmans Trust Office Foundation ('AK Foundation') wishes to point out – such with due regard for the provisions in its trust conditions– that the registration by a holder of depositary receipts for the General Meeting of Shareholders of 16 April 2025 will be regarded as a request for authorisation to cast a vote personally. Holders of depositary receipts who attend the meeting in person, or have themselves represented by a third party, are therefore authorised by AK Foundation to cast their vote on the number of the depositary receipts registered by the holder of depositary receipts for the meeting, with due regard for the provisions of the articles of association and the trust conditions of AK Foundation. The authorisation is to be granted to the holder of depositary receipts (or its authorised representative) due to the holder (or the authorised representative) signing the attendance list prior to the start of the meeting. Signing the attendance list is also regarded as acceptance of the meeting-related authorisation granted by AK Foundation.

Holders of depositary receipts who are not in a position to attend the meeting of shareholders in person can express their view/opinion on certain issues/cast an advisory vote in writing or in an email sent to the AK Foundation board (using a response form answer form which can be downloaded from the AK Foundation website, [Stichting Administratiekantoor Heijmans](http://StichtingAdministratiekantoorHeijmans)).

Proxy voting

Holders of depositary receipts who are not going to attend the meeting can grant a proxy and voting instruction electronically to Ms J.J.C.A. Leemrijse LLM, civil-law notary in Amsterdam (the 'civil-law notary'), or her deputy (with the power of substitution). They must communicate this by no later than 17.30 CET on Wednesday 9 April 2025 via www.abnamro.com/evoting.

Form of the meeting

The meeting is to be held in physical form.

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.

Parking

There is sufficient parking at the meeting location.

Language to be used

The official language of the meeting is Dutch. Both the meeting agenda and the documents have been drawn up in Dutch and form the basis of decision-making during the meeting. The meeting documents will be translated into English and published on the company's website as soon as they are available.

AGENDA**1. OPENING****2. ANNOUNCEMENTS****3. DISCUSSION OF THE MANAGEMENT REPORT AND REMUNERATION REPORT IN RELATION TO THE 2024 FINANCIAL YEAR****a) Clarification by the Executive Board of the Executive Board's report in relation to the 2024 financial year.**

The management report is included in the Heijmans 2024 annual report. This agenda item also discusses the 2024 sustainability report as included in pages 162 to 291 of the Heijmans 2024 annual report.

b) Discussion of the report by the Supervisory Board.

The report by the Supervisory Board has been included in pages 124 to 132 of the Heijmans 2024 annual report.

c) Discussion and approval of the 2024 remuneration report (*advisory vote*).

The proposal is to approve the 2024 remuneration report. Royal Heijmans N.V. has drafted the 2024 remuneration report, including an overview of remuneration is paid to individual directors and supervisory directors, with due regard for the statutory requirements. Reference is made to the 2024 remuneration report as included in the Heijmans 2024 annual pages 133 to 144, albeit with the exception of paragraphs 2 and 4 which relate to the remuneration policy.

4. ADOPTION OF ANNUAL ACCOUNTS, PROFIT APPROPRIATION AND DISCHARGE**a) Discussion and adoption of the 2024 annual accounts (*resolution*).**

The 2024 annual accounts have been included the Heijmans 2024 annual report on pages 292 to 365.

b) Reservation and dividend policy of Royal Heijmans N.V.

Over the past few years, Royal Heijmans N.V. has conducted a dividend policy in which – notwithstanding exceptional circumstances – the aim was a pay-out ratio of approximately 40% of the profit after tax from ordinary business operations, with the remaining 60% being added to the reserves in accordance with Article 31, paragraph 5 of the Articles of Association of Royal Heijmans N.V. In recent years, Heijmans has offered an optional dividend.

Since the beginning of 2024, the Executive Board and the Supervisory Board have discussed the dividend policy in light of Heijmans' results and objectives. After intensive consultation between the Executive Board and the Supervisory Board, the decision was made to change the dividend policy so that it is more in line with the company's financial position and better aligned with market practice. The amended policy means that a pay-out ratio of 50% is pursued and that dividends are paid exclusively in the form of cash. This change was announced by the Board of Directors during the Capital Markets Day on 22 May 2024.

The dividend proposal on the agenda under item 4c is based on the amended policy.

c) Dividend declaration 2024 financial year (resolution).

Subject to the approval of the Supervisory Board, the Executive Board proposes paying out a dividend on the amount of the profit that remains after addition to the reserves for 2024. In accordance with the amended policy explained under item 4b, a pay-out ratio of 50% is to be applied. It is proposed to shareholders and certificate holders to pay a cash dividend of € 1.64 per (certificate of an) ordinary share. In total, dividend will be paid on 27,478,006 (certificates of) ordinary shares.

Timetable

Wednesday, 16 April 2025	AGM
Tuesday, 22 April 2025	ex-dividend datum
Wednesday, 23 April 2025	record date
Tuesday 29, April 2025	payment of cash dividend

d) The granting of discharge to the members of the Executive Board for their management in 2024 (resolution).

The proposal is to proceed to grant discharge to the members of the Executive Board for the performance of their duties in 2024 insofar as that performance of duties is evidenced by the annual accounts, or by information issued to the general meeting of shareholders in some other way prior to the adoption of the annual accounts.

e) The granting of discharge to the members of the Supervisory Board for the supervision they provided in 2024 (resolution).

The proposal is to proceed to grant discharge to the members of the Supervisory Board for the performance of their duties in 2024 insofar as that performance of duties is evidenced by the annual accounts, or by information issued to the general meeting of shareholders in some other way prior to the adoption of the annual accounts.

5. COMPOSITION OF THE SUPERVISORY BOARD OF ROYAL HEIJMANS N.V.

- a) **Pursuant to the retirement schedule Mr Sj.S. Vollebregt and Mr A.E. Traas are to retire at the end of this meeting. The Supervisory Board has created a vacancy due to the resignation of Mr. A.E. Traas.**

Due to the resignation of Mr. Sj.S. Vollebregt after the General Meeting of Shareholders, it was previously decided to temporarily expand the Supervisory Board to six members, and a vacancy was created. In the Extraordinary General Meeting of Shareholders of 4 November 2024, Mr. M.C. van Gelder was appointed as a member of the Supervisory Board. Therefore, no vacancy will be created in this meeting due to the resignation of Mr. Vollebregt. It is the intention of the Supervisory Board to appoint Mr. Van Gelder as Chairman of the Supervisory Board, effective after the meeting.

- b) **Opportunity to make recommendations to fill the vacancy created by the retirement of Mr A.E. Traas.**
- c) **Proposal to reappoint Mr A.E. Traas as a member of the Supervisory Board (*resolution*).**

Subject to the suspensive condition that the General Meeting of Shareholders does not make any recommendations for the stipulated vacancy, the Supervisory Board nominates – partly on the basis of the Royal Heijmans N.V. Supervisory Board profile – Mr A.E. Traas for reappointment as a member of the Supervisory Board for a period of four years, which period starts at the end of the General Meeting of Shareholders of 16 April 2025 and ends at the end of the annual General Meeting of Shareholders in 2029.

Mr. Traas (1959) was first appointed on 14 April 2021 for a period of four years. He is currently chairman of the audit and risk committee. His most important secondary positions are chairman of the Supervisory Board aaff, chairman of the Supervisory Board Vreugdenhil Dairy Foods, coordinator of the Next Generation CFO training VU, chairman of the Supervisory Board of Executive Master of M&A and Valuation VU and RUG and member of the board of the Campina pension fund.

The Supervisory Board is of the opinion that, based on his specific qualities and professional background, he has made a good contribution to the Supervisory Board as a whole and to the role of the audit and risk committee in particular during his first term. He has relevant experience and has such insight that he can function practically, independently and critically as a Supervisory Board member. Reappointment of Mr. Traas contributes to the diverse and complementary composition of the Supervisory Board, in accordance with the Profile of the Supervisory Board of Heijmans.

Mr. Traas is of Dutch nationality, does not own any (certificates of) Heijmans shares and will, upon reappointment, receive an annual, non-profit-dependent fee.

The regular right of recommendation of the Works Council applies to the vacancy. The Heijmans Works Council has given notice that it fully supports the nomination reappointment.

- d) **Mr A.C. Castelein is scheduled to retire at the end of the annual General Meeting of Shareholders in 2026 in accordance with the retirement schedule.**

6. COMPOSITION OF THE EXECUTIVE BOARD OF ROYAL HEIJMANS N.V.

Communication by the Supervisory Board of Royal Heijmans N.V. relating to the intention to reappoint of Mr G.M.P.A. van Boekel (1975) as a member of the Executive Board of Royal Heijmans N.V. as of 16 April 2025, for a period of four years until the end of the annual meeting which is going to be held in 2029.

The Supervisory Board believes that Mr Van Boekel has made a major contribution to Heijmans in general and to the further professionalisation of the role of finance in particular in recent years. The Supervisory Board is therefore very pleased that he is willing to commit himself to Heijmans as a member of the Executive Board for another four years.

Curriculum Vitae

Mr Van Boekel has Dutch nationality. He has been appointed as a member of the Executive Board as of 1 September 2021. Before Heijmans, he worked at Unilever for over 21 years in various financial positions. His most important secondary positions are Member and, as of 2020, Chairman of the Board of Trustees of the Register Controllers Training Programme at VU University Amsterdam, member of the Advisory Board of the Association of Register Controllers and member of the Advisory Board of the School of Accounting at VU University Amsterdam.

Most important contract elements

In accordance with best practice provision 3.4.2 of the Dutch Corporate Governance Code, the most important elements of Mr Van Boekel's contract are stated below.

- **Fixed income**
The fixed agreed annual salary (including holiday pay) amounts to €530,000 gross per full calendar year as of 1 January 2025. This is in line with the remuneration policy of the Executive Board as established by the General Meeting of Shareholders in 2024 and applies as of 1 January 2024. An untaxed cost reimbursement of €5,448.00 per year is applicable.
- **Variable remuneration**
The variable remuneration consists of an annual, short-term remuneration and a long-term remuneration on a three-year basis. Both components of the variable remuneration depend on both financial and qualitative objectives. In the event of an 'at target' score, the short-term and long-term variable remunerations together amount to 120% of the fixed agreed annual salary.
- **Pension**
A fixed compensation is provided for the build-up of a self-managed pension scheme. There is no pension scheme for early retirement.
- **Payment in the event of dismissal**
In accordance with best practice provision 3.2.3 of the Dutch Corporate Governance Code, the payment in the event of dismissal amounts to a maximum of one annual salary (the 'fixed' part of the remuneration). The agreement with Mr Van Boekel provides for a payment, subject to conditions, in the event of termination of employment as a result of a public offer.

7. REAPPOINTMENT EXTERNAL AUDITOR

a) Reappointment external auditor *(resolution)*.

The Supervisory Board, on the recommendation of the Audit and Risk Committee, nominates KPMG Accountants N.V. ("KPMG") for reappointment as external auditor of Royal Heijmans N.V. In connection with this nomination, both the Executive Board and the Audit and Risk Committee have assessed the activities of KPMG in different divisions of Heijmans in the past and current financial year. It has become apparent that KPMG is able to form an objective opinion on all matters that fall within the scope of its assignment. This involves effective and efficient action,

also in the context of audit costs, risk management and reliability. On this basis, the Supervisory Board nominates KPMG for reappointment as external auditor for the 2026 financial year.

b) Appointment of external auditor in the context of the audit of the sustainability report (resolution).

In accordance with the intended article 2:393a of the Dutch Civil Code (as included in the bill for the implementation of the Corporate Sustainability Reporting Directive for companies), the Supervisory Board, on the recommendation of the Audit and Risk Committee, nominates KPMG as external auditor for the assurance audit of the sustainability reporting of Royal Heijmans N.V. for the financial years 2025 and 2026, subject to the condition precedent that the bill for Implementation of the Corporate Sustainability Reporting Directive for companies has entered into force.

8. PURCHASE OF SHARES HELD BY THE COMPANY IN ITS OWN CAPITAL (resolution)

This proposal concerns the authorisation of the Executive Board for the term of 18 months, counting from 16 April 2025, to decide, as the authorised body and subject to approval of the Supervisory Board, to have ordinary shares in its own capital acquired by the company through purchase on the stock exchange or otherwise.

The authorisation is limited to 10% of the share capital issued as of 16 April 2025. The shares can be acquired by the company for a net price of between the nominal price and 110% of the market price. Under the market price means the highest weighted average of the price of the Heijmans ordinary share on Euronext Amsterdam throughout five trading days prior to (i) the day of purchase of ordinary shares and (ii) the day of announcement of the purchase of ordinary shares. The term shares also means depositary receipts for shares.

9. THE EXECUTIVE BOARD'S AUTHORITY WITH REGARD TO ISSUING SHARES

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

The proposal is to designate the Executive Board as the competent body to decide, subject to approval of the Supervisory Board: 1) to issue and/or to grant rights to subscribe for ordinary shares; and 2) to limit or exclude the preferential rights of existing shareholders, for the term of 18 months, counting from 16 April 2025. The Executive Board's authority will be limited to 10% of the issued share capital as of per 16 April 2025 (resolution).

b) Designation of the Executive Board as the competent body to issue a maximum of 20% of ordinary shares in connection with a rights issue.

The proposal is to designate the Executive Board as the competent body, subject to approval of the Supervisory Board, to decide: 1) to issue ordinary shares only in connection with a rights issue, on the understanding that this authority of the Executive Board is limited to a nominal amount of shares that is equal to 20% of the issued capital at the moment of issue; and 2) in connection with this to limit or exclude the statutory preferential right of existing shareholders, insofar as the Executive Board considers such a restriction or exclusion or other arrangement to be necessary or effective in connection with a rights issue, but whereby existing shareholders who are eligible acquire contractual preferential rights to new shares in proportion to the shares they hold, such in accordance with the existing rights issue practice, for a term of 18 months counting from 16 April 2025 (resolution).

Explanatory notes

The authorisations requested under agenda items a) and b) are the same as the authorisations requested of the General Meeting in 2023 and 2024. The General Meeting of Shareholders' approval is requested under agenda item b) for the designation of the Executive Board as the competent body

to issue ordinary shares up to a maximum of 20% of the outstanding capital at the moment of issue in connection with a rights issue and to limit or exclude the statutory preferential right, whereby existing shareholders acquire a contractual preferential right.

Based on this proposal the Executive Board retains the option of being flexible and of responding quickly to circumstances which require the issue of ordinary shares. It gives Heijmans the flexibility to manage its capital position and the ability to respond directly to developments in the financial market, as the situations demands.

The authorisation takes account of the interests of shareholders to minimise dilution of their percentage shareholding because the authority to issue ordinary shares to a maximum of 20% of the capital is only possible via a rights emission. This rights emission, which will take place in accordance with existing market practices, offers existing shareholders a contractual preferential right to subscribe to new shares in proportion to their existing shareholding. Pursuant to market practice with regard to such rights emissions, the statutory preferential rights are excluded in connection with legal or practical objections relating to registration dates, shared ownership, shares held by the company, or other restrictions, obligations, practical or legal restrictions under legislation and regulations of any jurisdiction or regulator.

Heijmans does not currently intend to use the authority to be granted on the grounds of this proposal.

10. ANY OTHER BUSINESS AND CLOSING

Rosmalen, 5 March 2025