

**Convocation and agenda with explanatory notes for the
Extraordinary General Meeting of Shareholders of
Royal Heijmans N.V.
on Wednesday 4 November 2026**

CONVOCAATION

Convocation for the Extraordinary General Meeting of Shareholders of Royal Heijmans N.V. to be held **at 10.00 (CET) on Wednesday 4 November 2026** at the Heijmans head office, Graafsebaan 65 in Rosmalen.

Registration date

The parties entitled to vote at this meeting are those who, at 18.00 CET on Wednesday 7 October 2026, 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 28 October 2026. 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 28 October 2026.

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 28 October 2026, 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 29 October 2026 that the 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 Extraordinary General Meeting of Shareholders of 4 November 2026 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 28 October 2026 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** 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. COMPOSITION OF THE SUPERVISORY BOARD OF ROYAL HEIJMANS N.V.**

- a) Following the resignation of Mr A.S. Castelein after the conclusion of the Annual General Meeting of Shareholders earlier this year, the Supervisory Board opened a vacancy for a fifth member of the Supervisory Board.
- b) Opportunity to make recommendations to fill the vacancy resulting from the decision of the Supervisory board to create a vacancy
- c) Proposal to appoint Ms A.E (Annemarie) Manger MSc as a member of the supervisory board (resolution).

Subject to the suspensive condition that the Extraordinary 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 – Ms Manger (1965) for appointment as a member of the supervisory board for a period of more than three and a half years, which period starts at the end of the Extraordinary General Meeting of Shareholders of 4 November 2026 and ends after conclusion of the annual General Meeting of Shareholders to be held in 2030.

Since 2023, Ms Manger has served as Programme Director of Aramis, the CO₂ transport and storage programme. Prior to this, she held various senior management positions at Tata Steel between 2008 and 2023, and at Fluor Corporation between 1993 and 2008, including roles in project management, engineering and sustainability. Ms Manger has extensive experience in industrial and complex projects, as well as in leading organizational units responsible for construction and maintenance activities and managing major improvement programmes. In addition, she possesses in-depth expertise in the energy transition and sustainability.

She is currently a member of the Programme Board of Groenvermogen and a member of the Supervisory Board of Oceanco. Previously, she served, among other positions, as a supervisory board member of Stegra (Sweden) and as a board member of VNO-NCW Amsterdam.

The Supervisory Board is convinced that, based on her specific qualities and professional background, Ms Manger will be able to make a valuable contribution to the Supervisory Board and, consequently, to Heijmans. She possesses the insight required to perform the role of Supervisory Board member in a practical, independent, and critical manner. In accordance with the Heijmans Supervisory Board profile, her appointment contributes to a diverse and complementary composition of the Supervisory Board.

Ms Manger has Dutch nationality, does not possess any (depository receipts for) shares in Heijmans and, upon appointment, will receive a non-profit-dependent fee.

With respect to the vacancy for the fifth member of the Supervisory Board, the Heijmans Works Council held its statutory right of recommendation. The Works Council did not submit a recommendation and has indicated its full support for the proposed appointment.

- d) Ms. M.M. Jonk is scheduled to resign at the end of the annual General Meeting of Shareholders in 2027 in accordance with the retirement schedule.

4. CLOSING

Rosmalen, 23 September 2026