

**General Meeting of Shareholders of Heijmans N.V., to be held on Wednesday, 12 April 2017 at 2:00 p.m. in De Verkadefabriek, Boschdijkstraat 45, 5211 VD 's-Hertogenbosch, the Netherlands.**

Your vote is important. Holders of depositary receipts for shares can authorize third parties or Ms J.J.C.A. Leemrijse, civil-law notary in Amsterdam, via a written statement authorizing them to represent the holder at the meeting and to exercise the voting right. The present form can be used for this purpose. This form completed by the holder of depositary receipts for shares must be received by ABN AMRO Bank N.V., Corporate Broking Department HQ7050, PO Box 283, 1000 EA Amsterdam, the Netherlands, or via [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) no later than Wednesday, 5 April 2017 at 5:30 p.m.

INDICATE YOUR CHOICES AS FOLLOWS BELOW IN BLUE OR BLACK INK:

**This voting instruction form is only valid if signed and dated.**

Please review the conditions on the reverse. By signing this form you authorize the authorized representative to vote at the meeting in accordance with your selections.

<u>Proposals</u>	<u>In Favour</u>	<u>Against</u>	<u>Abstain</u>
4.a Adoption of the 2016 Annual Accounts	0	0	0
4.d Granting of discharge to the members of the Executive Board	0	0	0
4.d Granting of discharge to the members of the Supervisory Board	0	0	0
5. Purchase of company shares	0	0	0
6.a Powers of the Executive Board to issue shares: nomination as competent body to issue shares	0	0	0
6.b Powers of the Executive Board to issue shares: nomination as competent body to restrict or rule out preferential rights	0	0	0

<b>Number of Heijmans N.V. shares and/or depositary receipts for shares</b>	
<b>Name:</b>	
<b>Address:</b>	
<b>City/town:</b>	

<b>Signature (please sign within box)</b>	<b>Date</b>

## Conditions

Dear Shareholder/Holder of Depositary Receipts for Shares,

This voting instruction form ('form') enables you to issue an authorization and voting instruction to the person(s) identified on this form to vote on the identified motions during the general meeting of shareholders of the company ('voting instruction'). In order to do this, the institution in whose accounting system the holders for depositary receipts for shares are registered must submit a statement to ABN AMRO Bank N.V. that the depositary receipts in question are listed in the name of the holder in its accounting system.

The following conditions apply:

1. Your voting instructions for a proposal will be executed if this form, signed and completed, is received in good order by ABN AMRO Bank N.V., Corporate Broking Department HQ7050, PO Box 283, 1000 EA Amsterdam, the Netherlands or via [corporate.broking@nl.abnamro.com](mailto:corporate.broking@nl.abnamro.com) no later than Wednesday, 5 April 2017 at 5:30 p.m.
2. If a voting instruction for a proposal has not been completed or has not been completed properly, this instruction shall be considered invalid.
3. The voting instruction pertains to all shares held by you on the registration date and time.
4. If you wish to attend the general meeting of shareholders of the company or have it attended by a person other than the authorized person(s) indicated on this form, you must register separately for the meeting. Contact your bank for this purpose; the voting instruction related to the shares to which the registration relates is considered invalid in that case.
5. Your authority to dispose of (a number of) shares is not affected by submitting a voting instruction.
6. By signing this form you confirm that you will have voting rights on all shares held by you on the registration date and time.
7. Agenda items may be stated on this form in abbreviated form.
8. There are no costs associated with the submission of a voting instruction.
9. Additional conditions may apply if you hold shares in a professional or business capacity on behalf of third parties.
10. The voting instruction is issued with the right of substitution and is governed by Dutch law.
11. The voting instruction becomes irrevocable 48 hours prior to the commencement of the general meeting.
12. You should direct any questions you may have concerning this form to your bank.