

**Adoption of result  
appropriation/dividend for 2020  
Heijmans N.V.**

Date	15 April 2021	From	Executive Board
Subject	Result appropriation/dividend for 2020	Telephone	+31 (0)6 222 11 956
Our reference	HNV/NS/RvB/210415	Email	nschaeffer@heijmans.nl

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To *Shareholders/holders of Depositary Receipts for  
Shares of Heijmans N.V.*

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**Adoption of the result appropriation/dividend for the Heijmans N.V. 2020 Financial Year**

The Executive Board announces that an amount of approximately € 3 million will be disbursed on the financing preference shares B to the holders of financing preference shares B in accordance with Article 31 paragraph 2 of the articles of association. Within the IFRS framework, the dividend on financing preference shares B is considered interest and is therefore reported as a financing expense in Heijmans N.V.'s 2020 annual accounts.

The shareholders and the holders of depositary receipts for shares of Heijmans N.V. during the Annual General Meeting of Shareholders held on 14 April 2021, adopted the proposal of the Executive Board of Heijmans N.V. to issue a dividend of €0.73 per ordinary share or depositary receipt for share with a face value of €0.30. At the option of the shareholder or holder of depositary receipts for shares, the dividend can be paid entirely in cash (subject to withholding 15% dividend tax) chargeable to the reserves or entirely in the form of ordinary shares or depositary receipts for shares chargeable to the tax-free premium reserve.

In total, a dividend will be paid on 21,933,477 ordinary shares or depositary receipts for shares.

This resolution of the Annual General Meeting of Shareholders also implies that the Executive Board has been granted authority in accordance with Article 31 paragraph 7 of the Heijmans N.V. articles of association to issue the number of ordinary shares chargeable to the premium reserve required to pay the stock dividend.

The Executive Board has been authorized by the General Meeting of Shareholders to establish the conversion ratio between the cash and stock dividend. The determination of the number of ordinary shares and depositary receipts for shares giving entitlement to one new ordinary share or depositary receipt for share will be fixed such that the value of the dividend in ordinary shares or depositary receipts for shares will be virtually the same as the value of the dividend in cash.

Shareholders and holders of depositary receipts for shares will be given the opportunity to communicate their choice from 21 April 2021 up to and including 6 May 2021 (at the close of trading). On 7 May 2021, following the close of the Euronext Amsterdam by NYSE Euronext stock exchange, the number of dividend entitlements giving entitlement to one new Heijmans N.V. share will be determined. The equivalent amount of the dividend in shares will be established on the basis of the average weighted share price of the last 3 trading days of the option period. If no option is exercised, the dividend will be paid in the form of ordinary shares or depositary receipts for shares. In the event of payment in the form of ordinary shares or depositary receipts for shares, any residual fraction will be settled in cash. There will be no trade in stock dividend entitlements. The

maximum number of shares or depositary receipts for shares to be issued is equal to 21,933,477 divided by the still to be determined dividend entitlements giving entitlement to one new share. The depositary receipts for ordinary shares to be issued as stock dividend will be admitted for listing without prospectus pursuant to article 1(4)(h) and article 1(5)(g) of the Prospectus Regulation, provided a document is made available containing information on the number and nature of the shares or depositary receipts for shares and the reasons for and particularities of the offer.

The information in the proposal for result appropriation on the basis of which the Annual General Meeting of Shareholders has adopted the proposal on 14 April 2021 in combination with the press releases Heijmans has issued, together constitute this document. It should be noted that neither the information in the proposal for result appropriation nor the aforementioned messages and press releases are a prospectus in the sense of the Prospectus Regulation.

Calendar:

Monday 19 April 2021:	ex-dividend date
Tuesday 20 April 2021:	record date
Wednesday 21 April 2021:	start of option period
Thursday 6 May 2021:	end of option period (at close of trading day)
Friday 7 May 2021:	publication of conversion ratio (following close of stock exchange)
Friday 14 May 2021:	payment of cash dividend/delivery of shares and depositary receipts for shares

Shareholders/holders of depositary receipts for shares are requested to communicate their choice via their intermediary as specified in the Securities (Bank Giro Transactions) Act (Wet giraal effectenverkeer), within the above-mentioned option period, to ING Bank N.V. in Amsterdam, email: [iss.pas@ing.nl](mailto:iss.pas@ing.nl), including the dividend entitlements to which the choice applies. The payment of the cash dividend and the delivery of shares and depositary receipts for shares resulting from the conversion of dividend entitlements will be effected on 14 May 2021. The delivery of depositary receipts for shares to the specified intermediary will be exclusively effected on the basis of the total dividend entitlements delivered on 7 May 2021; any residual fraction will be settled in cash. A fee will be paid to the institutions admitted to the Euronext Amsterdam stock exchange at NYSE Euronext for the conversion of the dividend entitlements, so that the conversion referred to is in principle exempt from any fees for the holders of dividend entitlements.

The share of the approximately € 16 million put at the disposal of the shareholders and depositary receipt holders that does not have to be paid to the shareholders and depositary receipt holders in cash in the event the payment in shares and depositary receipts for shares option is invoked will be added to the freely distributable reserves.

Heijmans N.V.,  
Rosmalen, 15 April 2021