

Memo

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| Date | 4 March 2015 | Contact | Board of Supervisory Directors |
| Subject | Appointment Mr S.S. Vollebregt | Telephone | +31 (0)6 2221 19 56 |
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To *The General Meeting of Shareholders of Heijmans N.V.*

Rationale for the nomination to the Board of Supervisory Directors of Heijmans N.V. for resolution by the Heijmans N.V. General Meeting of Shareholders to be held on 15 April 2015, concerning the appointment of Mr S.S. Vollebregt as a member of the Board of Supervisory Directors of Heijmans N.V. for a period of four years effective from 15 April 2015 until the termination of the Annual Meeting to be held in 2019.

In making the nomination for appointment, the Board of Supervisory Directors was led in part by the prescriptive profile of the Board of Supervisory Directors of Heijmans N.V. as adopted on April 27, 2005 (see the Heijmans N.V. website under 'Heijmans', under 'Corporate Governance' and then under 'Board of Supervisory Directors').

The Board of Supervisory Directors has indicated its desire to expand the number of members of the Board of Supervisory Directors from five to six. A vacancy was created in this context. The Heijmans Central Works Council's strengthened right of recommendation applies to this vacancy. The Board of Supervisory Directors is submitting a proposal for the appointment of Mr Vollebregt as a member of the Board of Supervisory Directors of Heijmans N.V. for a period of four years effective 15 April 2015.

The Board of Supervisory Directors is of the opinion that Mr Vollebregt (1954), in view of his knowledge and experience, is well-qualified to fulfil the role of member of the Board of Supervisory Directors of Heijmans N.V.

Up until the beginning of 2014, Mr Vollebregt was the Chairman of the Executive Board of Stork for over 12 years. During this time he also was the CEO of Fokker Technologies for a period of four years. Prior to this he acquired a great deal of management experience with various Dutch and foreign companies. He has much interest in industry and innovation and has broad social interests. Mr Vollebregt possesses social experience and an understanding of the business sector such that he can function in practical terms, independently and critically on the Board of Supervisory Directors.

Mr Vollebregt's curriculum vitae is attached and is also available on the Heijmans N.V. website.

Mr Vollebregt does not own any shares or depositary receipts for shares in Heijmans N.V.

If appointed, Mr Vollebregt will be entitled to a yearly non-profit-dependent remuneration.

On February 17, 2015, the Central Works Council informed the Board of Supervisory Directors of Heijmans N.V. that it will not exercise its right of strengthened recommendation and that it will fully support Mr Vollebregt's nomination for appointment. The Central Works Council met with Mr Vollebregt and came away with a very positive impression from this meeting. As such the Central Works Council, among other things, noted that Mr Vollebregt has a very clear vision of his future contribution to Heijmans, that he is strongly results-oriented and continuously strives for improvement. The Central Works Council furthermore is of the opinion that Mr Vollebregt has the personal skills needed to properly discharge the role of a Supervisory Director.

Heijmans N.V.

Rosmalen, 4 March 2015