

Heijmans Policy regarding the Hybrid General Meeting of Shareholders 2020

Preliminary remarks

Heijmans strongly believes in Shareholder participation and in this respect intends to facilitate virtual access for Shareholders to its General Meetings (hereinafter AGM) in 2020 through the use of electronic means (hereinafter Hybrid Meeting) next to on premises access. Heijmans facilitates Hybrid Meetings by providing Shareholders the opportunity to follow the proceedings of the meeting and to vote virtually during the Hybrid Meeting. Heijmans is not required by law to facilitate Hybrid Meetings. Heijmans explicitly reminds its shareholders that this is a new application. Even though Heijmans has used its best efforts to ensure that shareholders are offered best in market, shareholders may experience issues that are common to any first generation innovative application.

Capitalised definitions used are explained in the Annex to this Policy.

1. General

- 1.1 Heijmans aims to assist its Shareholders who wish to attend the Hybrid Meeting virtually by providing an adequate opportunity to vote electronically and real time during the Hybrid Meeting.
- 1.2 The platform for Hybrid Meetings will be provided by the Third Party Agent with access via the Third Party Agent.
- 1.3 Virtual Shareholders must identify themselves electronically via the Third Party Agent to enter the Hybrid Meeting through a secured access as set out in the Terms of Use of the Third Party Agent.
- 1.4 Participation instructions for Shareholders will be included in the convocation of the Hybrid Meeting.
- 1.5 Heijmans reserves the right at all times to modify, suspend, cancel or restrict the mechanisms for electronic voting when this becomes necessary or advisable for technical or security reasons.

2. Technical infrastructure

- 2.1 Heijmans ensures, to the extent reasonably possible, that the technical infrastructure for virtual participation in a Hybrid Meeting is properly in place, secured and accessible for Shareholders with compatible devices. Heijmans will make use of reputable third parties for providing the technical infrastructure required for conducting Hybrid Meetings.
- 2.2 Virtual Shareholders should be aware that there will always be certain residual risks in relation to the technical infrastructure used for Hybrid Meetings. These risks include, amongst others: any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, video or voice equipment, whether or not caused by an information security incident (which includes any unauthorized use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack) or caused by any type of mechanical failure such as any electrical power outage during the Hybrid Meeting. The failure of technology can happen both on the side of Heijmans (and/or the Third Party Agent) or with Virtual Shareholders. To avoid such risks, Shareholders should attend the Hybrid Meeting in-person or by proxy.
- 2.3 The technical infrastructure will be implemented in a timely manner before the Hybrid Meeting in order to allow Shareholders to test their access and to verify that they would be able to participate virtually in the Hybrid Meeting. Heijmans will take all reasonable efforts to keep technical support lines available for Shareholders who attend the meeting virtually.
- 2.4 Shareholders may inform Heijmans of any failure of the technical infrastructure via the technical support lines referred to in Clause 2.3. Any failure in virtual meeting equipment, software, network infrastructure, servers, internet or telephone connectivity, an electrical

power outage or similar events, including an information security incident (which includes any unauthorized use, hacking, a Denial of Services attack, a denial of access, any failure or intrusion resulting from the theft or unlawful interception of a password or network access code and any other cyber-attack), that might prevent virtual participation in the Hybrid Meeting, will in any event be at the risk and to the account of such Shareholder.

- 2.5 Any failure of the technical infrastructure that occurs during the Hybrid Meeting which comes to the attention of the Chairman and which affects significantly the course of the Hybrid Meeting, shall be communicated by the Chairman to all Shareholders who participate in-person or virtually in the Hybrid Meeting. The Chairman may decide at his own discretion, taking into account the potential impact on the decision making-process within the Hybrid Meeting, whether or not the Hybrid Meeting must be suspended or cancelled due to such failure, or proceed without the possibility for some or all Virtual Shareholders to vote and/or follow the Hybrid Meeting virtually.
 - 2.6 Should the Chairman decide to cancel the whole Hybrid Meeting or the remainder of the Hybrid Meeting as referred to in Clause 2.5, a new General Meeting, that does not have to be a Hybrid Meeting, will be convened by Heijmans as soon as reasonably possible. The agenda for that General Meeting consists of at least the same items, to the extent not already adopted in the original meeting, and may include other items as well. Shareholders who have given a proxy or voting instruction to the Vote Collector must be aware that such proxy or voting instruction will not be valid for the newly convened General Meeting.
- 3. Meeting rights and voting by Virtual Shareholders in Hybrid Meeting**
- 3.1 Each Shareholder may follow the proceedings of the Hybrid Meeting virtually and vote in real time electronically, provided that he timely selects this option via the Third Party Agent in accordance with the instructions provided in the convocation of the Hybrid Meeting.
 - 3.2 Virtual Shareholders must be logged in via the Third Party Agent to the voting platform facilitating the Hybrid Meeting prior to the start of the Hybrid Meeting. Virtual Shareholders joining the Hybrid Meeting after the opening of the Hybrid Meeting by the Chairman will not be counted as attending Shareholders and will not be able to vote in that Hybrid Meeting; they will only have access to the live stream to follow the Hybrid Meeting.
 - 3.3 Shareholders attending the Hybrid Meeting, either virtually, by proxy or in-person, are counted at the start of the Hybrid Meeting as in-person attendees for calculating how many Shareholders are represented at the Hybrid Meeting and which percentage of the issued and outstanding share capital is represented at the Hybrid Meeting. Any early logoff by a Virtual Shareholder during the Hybrid Meeting, will therefore not affect such calculation. In case of dropped or terminated connection to the Hybrid Meeting, Virtual Shareholder will be allowed to re-join the Hybrid Meeting only if he or she was already accounted for at the beginning of the Hybrid Meeting. The names of the Virtual Shareholders in the Hybrid Meeting will be put on the registration list of Shareholders attending the Hybrid Meeting in-person or by proxy, in accordance with the provisions of the articles of association of Heijmans.
 - 3.4 Virtual Shareholders can neither orally nor virtually submit questions relating to the agenda items to the Management Board or Supervisory Board during the Hybrid Meeting. To submit questions during the Hybrid Meeting, Shareholders should attend the Hybrid Meeting in person. Heijmans may provide other possibilities to ask questions. Split voting on a shareholding that is held in one security account is not yet supported by the platform and will therefore not be possible.
 - 3.5 The Company Secretary will *inter alia* observe the procedural aspects of the Hybrid Meeting, including its virtual part, and review the final vote reconciliation prior to certifying the final results.
 - 3.6 Unless provided otherwise in the convocation of the Hybrid Meeting, polls about an agenda item shall be held after the deliberation about such item has been closed by the Chairman. The Chairman may decide at the beginning of the Hybrid Meeting that the polls for all items

will be open during the Hybrid Meeting and closed after the last voting item on the agenda has been discussed. Provisional voting results will not be disclosed during the Hybrid Meeting. The Company Secretary will determine when the polls about particular items will be open and closed exactly, taking into account the previous sentences. The polls are not open for voting prior to the start of the Hybrid Meeting.

- 3.7 At the close of each poll (or all polls as the case may be – see Clause 3.6), the Chairman's decision about the voting expressed in the meeting is decisive to determine whether or not resolutions have been adopted by the General Meeting.

4. Vote confirmation and results

- 4.1 Upon request of a Virtual Shareholder Heijmans will send such Virtual Shareholder a confirmation of receipt of his votes cast during the Hybrid Meeting.
- 4.2 The voting results of the Hybrid Meeting will be placed on Heijmans' website in accordance with Dutch law. The notice of these results will also state whether there were any failures or issues encountered during the Hybrid Meeting from a technical infrastructural or information security perspective Heijmans has become aware of.

Annex: Definitions and Interpretation

Chairman means the chairman of the General Meeting.

Company Secretary means the company secretary of Heijmans.

General Meeting means the general meeting of Shareholders of Heijmans.

Hybrid Meeting means an in-person (physical) General Meeting of which Shareholders are also able to attend virtually either through an online audio or video connection, and if they wish to do so, cast votes electronically while the General Meeting is held.

Heijmans means Heijmans N.V., a public company governed by Dutch law, having its official seat in Rosmalen, the Netherlands.

Management Board means the management board of Heijmans.

Policy means the subject Policy regarding the Hybrid General Meeting of Shareholders.

Shareholder means a holder of one or more shares in the capital of Heijmans or for the purpose of this Policy of a right of pledge or usufruct to one or more shares or depository receipts for shares in the capital of Heijmans, provided that the holder has meeting rights and to the extent he may vote, that he also has the voting rights attached thereto.

Supervisory Board means the supervisory board of Heijmans.

Terms of Use of the Third Party Agent means the terms of use for the e-voting system of the Third Party Agent as they will read from time to time.

Third Party Agent means ABN AMRO Bank N.V., a public company governed by Dutch law, having its official seat in Amsterdam, the Netherlands.

Virtual Shareholder means a Shareholder who participates virtually in the Hybrid Meeting.

Vote Collector means the independent proxy holder (civil law notary) preselected by Heijmans whom a Shareholder can appoint as proxy holder with voting instructions.