

PRESCRIPTIVE PROFILE FOR THE BOARD OF SUPERVISORY DIRECTORS HEIJMANS N.V.

1 General

This Prescriptive Profile was prepared by the Board of Supervisory Directors of Heijmans N.V., hereafter referred to as the Supervisory Board, taking into consideration the nature and activities of the Company and the required expertise, background and independence of the Supervisory Directors. This prescriptive profile sets out the following:

- 1) the number of Supervisory Directors
- 2) the required expertise, background and experience of the Supervisory Directors
- 3) diversity in the Supervisory Board
- 4) the independence of the Supervisory Directors

This prescriptive profile will be taken into consideration for each nomination for appointing or reappointing Supervisory Directors, and will be frequently reviewed. Any change to the prescriptive profile will be discussed in the General Meeting of Shareholders (AGM) and with the Works Council.

2 The size and composition of the Supervisory Board

2.1 Number of members

The starting point is that the number of Supervisory Directors must be adequate to ensure that the Supervisory Board is able to effectively and responsibly fulfil its tasks, and that each individual Supervisory Director has the possibility to contribute his or her specific qualities. Without prejudice to the above, the Supervisory Board aims to have at least three members.

2.2 Desired members

2.2.1 The required expertise, knowledge and experience within the Supervisory Board

The Supervisory Board as a whole aims to have the following qualities represented in the Supervisory Board:

- (a) responsibly fulfilling the tasks assigned to the Supervisory Board pursuant to legislation, the Dutch Corporate Governance Code and other regulations and Codes of Conduct
- (b) broad, general understanding of entrepreneurship, including the cohesion between economic, social and financial developments, in order to be able to contribute to expanding the Supervisory Board's field of vision, as well as to stimulate activities that are important to the continuity and profitability of the enterprise
- (c) knowledge of, experience and affinity with the nature and culture of the business and operations of the Company and its subsidiaries, and knowledge of the market that the Company operates in
- (d) the role of the Company in society
- (e) national and international knowledge of and experience in financial, legal, economic, commercial, social and marketing fields

2.2.2 Description of the required expertise and background of the individual Supervisory Directors

The required expertise and background of the individual members of the Supervisory Board can be set out as follows:

- (a) competence in assessing the key themes of the overall policy

- (b) having the necessary knowledge and experience in the construction industry and related industries in a broad sense, in order to be able to contribute to assessing issues relating to development of the markets that the Company operates in
- (c) having experience with labour issues and consultations with social partners and employee organizations
- (d) having specific expertise required to fulfil his/her task within his/her role in the context of this prescriptive profile
- (e) knowledge of and experience in financial, legal, economic, commercial, social and marketing fields
- (f) experience in leading, managing or supervising the Board of a listed Company
- (g) experience in corporate governance
- (h) experience in organizational processes, such as Lean
- (i) knowledge of information and communication technology systems (ICT) and the associated cyber security risks (interference, non-availability or non-compliance)
- (j) expertise regarding technology innovation
- (k) expertise in new business models
- (l) being capable, also in terms of having the required time, of adequately and duly reviewing and stimulating the general state of affairs within the Company in a timely manner and assisting the Executive Board by providing advice with regard to preparing and implementing policy.
- (m) being capable of serving independently from and with constructive criticism of other Supervisory Directors and the Executive Board, and of taking measures to provide leadership to the Company in case of absence of Executive Board members
- (n) being prepared to and capable of providing leadership in the Company in case of absence of Supervisory Directors
- (o) performing independently and as a team member
- (p) being a good fit within the Supervisory Board at the time of appointment

2.3 Diversity Policy of the Supervisory Board

The Supervisory Board prepares a diversity policy regarding the Supervisory Directors, setting out diversity aspects relevant to the Company, including nationality, age, gender and background regarding professional education and experience. The Supervisory Board aims for having at least 30% women and at least 30% men on the Supervisory Board.

2.4 Independence

The desired Supervisory Board enables the Supervisory Directors to operate independently and be critical of one another, the Executive Board and any other particular interest whatsoever. The desired Supervisory Board also ensures that the Supervisory Directors aim to have no more than one Supervisory Director qualified as not independent as referred to in Best Practice 2.1.8 of the Dutch Corporate Governance Code.

This prescriptive profile was adopted by the Board of Supervisory Directors of Heijmans N.V. on ... 2019.