

Rationale for nominations

Date	4 March 2020	Contact	Supervisory Board
Subject	Nomination for appointment/reappointment of Supervisory Board members	Telephone	+31 (0)6 2221 19 56
Our reference	HNV/NS/RvC/20200304	E-mail	nschaeffer@heijmans.nl

To *The General Meeting of Shareholders of Heijmans N.V.*

Rationale for the nomination by the Supervisory Board of Heijmans N.V. for the decision making at the Annual General Meeting of Shareholders of Heijmans N.V. (AGM) on Wednesday, 15 April 2020 concerning the appointment of Ms J.W.M. Knape-Vosmer and the appointment of Mr G.A. Witzel for a period of four years effective 15 April 2020 and ending after conclusion of the AGM to be held in 2024 and the reappointment of Mr R. Icke as supervisory director of Heijmans N.V. for a period of two years effective 15 April 2020 and ending after the conclusion of the AGM to be held in 2022.

The Supervisory Board based its nominations for appointment and reappointment both on the prescriptive profile of the Supervisory Board of Heijmans N.V. (see Heijmans N.V.'s website under 'Corporate Governance', 'Supervisory Board') and the wish to maintain a balanced composition on the board.

Nomination for appointment of Ms J.W.M. Knape-Vosmer (1962)

To fill the vacancy with the Human Capital profile arising as a result of the retirement of Ms P.G. Boumeester after conclusion of the AGM on 15 April 2020, the Supervisory Board has decided to nominate Ms Knape-Vosmer for appointment as supervisory director of Heijmans for a period of four years effective 15 April 2020 and ending after conclusion of the AGM to be held in 2024.

In view of, among other things, her extensive experience in the HR domain and in organizational development, the Supervisory Board believes that Ms Knape-Vosmer will make a valuable contribution to the Supervisory Board and to Heijmans. She has social experience and a well-developed understanding of the business sector, such that she can function practically, independently and critically as a member of the Supervisory Board.

Ms Knape-Vosmer is Vice-President HR&O Global Operations & Sales at ASML and member of the supervisory board at Koninklijke Douwe Egberts B.V.

Ms Knape-Vosmer's curriculum vitae is attached to the agenda for the AGM.

Ms Knape-Vosmer does not own any shares or depositary receipts for shares in Heijmans N.V. If appointed, she will be entitled to a yearly non-profit-dependent remuneration.

The Works Council's strengthened right of recommendation applies to this nomination. On 22 October 2019, the Works Council expressed its full support for the nomination for appointment.

Nomination for the appointment of G.A. Witzel (1951)

To fill the vacancy with the Construction profile arising as a result of the retirement of Mr R. van Gelder after conclusion of the AGM on 15 April 2020, the Supervisory Board has decided to nominate Mr G.A. Witzel for appointment as supervisory director of Heijmans for a period of four years effective 15 April 2020 and ending after conclusion of the AGM to be held in 2024.

Mr Witzel sat on Heijmans' Executive Board from October 2008 to October 2012, serving as chair during the latter two years. Following that, he was affiliated with Heijmans as an adviser and managed to successfully resolve a number of difficult dossiers. He served as interim chair of Heijmans Infra during the period April 2018 to December 2019. His vast experience has also provided him with in-depth construction knowledge. Based on the foregoing, the Supervisory Board is of the opinion that Mr Witzel can fulfil the role of supervisory director in a valuable and critical manner.

Mr Witzel's curriculum vitae is attached to the agenda for the AGM.

By way of long-term investing, Mr Witzel holds 5,662 depositary receipts for shares in Heijmans N.V. If appointed, he will be entitled to a yearly non-profit-dependent remuneration.

The Works Council's right of recommendation applies to this nomination. On 18 February 2020, the Works Council expressed its full support for the nomination for appointment.

Nomination of R. Icke for reappointment

In accordance with the schedule of retirement by rotation, Mr R. Icke RA - supervisory director of Heijmans N.V. since April 2008 - will step down as supervisory director of Heijmans N.V. after conclusion of the Annual General Meeting of Shareholders (AGM) of Heijmans N.V. on 15 April 2020. He will have served three four-year terms at that point.

The Supervisory Board has decided to nominate Mr Icke for reappointment for a period of two years. This constitutes an exception to the Dutch Corporate Governance Code. The Supervisory Board has already expressed to the AGM that it wants to safeguard continuity in the Supervisory Board and arrive at a more balanced schedule of retirement by rotation. Given the fact that two supervisory directors are retiring in April 2020 and a third supervisory director was appointed relatively recently, the Supervisory Board is of the opinion that a new two-year term for Mr Icke is consistent with the aim for both continuity and the establishment of a more balanced schedule of retirement by rotation. The Supervisory Board takes into account here, of course, that Mr Icke has fulfilled his role most admirably, not only as vice-chair of the board but also as chair of the Audit Committee.

Mr Icke's curriculum vitae is attached to the agenda for the AGM.

Mr Icke does not own any shares or depositary receipts for shares in Heijmans N.V. If reappointed, he will be entitled to a yearly non-profit-dependent remuneration.

Date 4 March 2020
Our reference HNV/NS/RvC/20200304
Page 3 of 3

The Works Council's right of recommendation applies to this nomination. On 18 February 2020, the Works Council expressed its full support for the nomination for appointment.

Heijmans N.V.
Rosmalen, 4 March 2020