

Justification for Nomination

Date	28 February 2018	Contact	Supervisory Board
Subject	Reappointment of Mrs. P.G. Boumeester and R. van Gelder	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 by the Supervisory Board of Heijmans N.V. for resolution by the Heijmans N.V. Annual General Meeting of Shareholders to be held on 11 April 2018, concerning the reappointment of Ms P.G. Boumeester and Mr R. van Gelder as members of the Supervisory Board of Heijmans N.V., each for a period of two years effective 11 April 2018 until the termination of the Annual Meeting to be held in 2020.

According to the schedule of retirement by rotation, Ms P.G. Boumeester and Mr R. van Gelder, members of the Supervisory Board since April 2010 and July 2010, respectively, will retire as supervisory directors at the Heijmans N.V. Annual General Meeting of Shareholders (AGM) to be held on 11 April 2018. Both are eligible for reappointment. The Supervisory Board has indicated that it intends to create two vacancies and submit two nominations for the appointment of members to the Supervisory Board of Heijmans N.V.

Over the past several months, the Supervisory Board has focused fully on supporting the Executive Board, which has taken the measures necessary to structurally restore the company's profitability. In light of that, and in order to be able to fulfil that supporting role optimally in the months to come, the Supervisory Board would prefer to prioritize continuity in its composition. A more balanced schedule of retirement by rotation will be developed in the next few years.

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

Ms P.G. Boumeester

According to the schedule of retirement by rotation, Ms P.G. Boumeester, Heijmans supervisory director since April 2010, will retire as supervisory director at the Heijmans N.V. AGM to be held on 11 April 2018. Ms Boumeester is eligible for reappointment.

The Supervisory Board has indicated its intention to nominate Ms Boumeester for reappointment for a period of two years. In the context of the strengthened right of recommendation that applies to this vacancy, the Works Council announced on 13 February 2018 that it supports this nomination.

In view of her specific competences and professional background – including her broad management experience, familiarity with organizational processes and her extensive change management expertise – Ms Boumeester is well qualified to fulfil her function as Supervisory Director of Heijmans N.V.

Ms Boumeester (1958) was employed by the Dutch National Railways (NS) from 1988-2009, and occupied the position of General Manager NS Reizigers from 2002-2006, and General Manager NS Poort from 2006–2009. In addition, she occupies a number of supervisory board positions for listed companies.

Ms Boumeester 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. Through the appointment of Ms Boumeester, the Supervisory Board further enhances the diversity targeted by the Board in terms of its composition.

The curriculum vitae of Ms Boumeester is attached and is also available on the Heijmans N.V. website. Ms Boumeester does not own any shares or depositary receipts for shares in Heijmans N.V. If reappointed, Ms Boumeester will be entitled to a yearly non-profit-dependent remuneration.

R. van Gelder

In accordance with the schedule of retirement by rotation, Mr Van Gelder, appointed as member of the Supervisory Board of Heijmans N.V. in April 2010, effective 1 July 2010, will retire as a member of the Supervisory Board during the AGM of Heijmans N.V. to be held on 11 April 2018. Mr Van Gelder is eligible for reappointment.

The Supervisory Board has indicated its intention to nominate Mr Van Gelder for reappointment for a period of two years. In the context of the right of recommendation that applies to this vacancy, the Works Council announced on 13 February 2018 that it supports this nomination.

In addition to his civil-engineering and financial background, Mr Van Gelder has ample administrative experience at listed companies, particularly in the construction industry. Mr Van Gelder has social experience and a well-developed understanding of the business sector, such that he can function practically, independently and critically as a member of the Supervisory Board.

The curriculum vitae of Mr Van Gelder is attached and is also available on the Heijmans N.V. website.

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

Heijmans N.V.

Rosmalen, 28 February 2018