

Justification for Nomination

Date	27 February 2019	Contact	Supervisory Board
Subject	Nomination for the reappointment of Sj.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 by the Supervisory Board of Heijmans N.V. for resolution by the Heijmans N.V. Annual General Meeting of Shareholders to be held on Wednesday, April 10, 2019, concerning the reappointment of Mr Sj.S. Vollebregt as member of the Supervisory Board of Heijmans N.V., for a period of four years effective 10 April 2019 until the conclusion of the Annual General Meeting of Shareholders to be held in 2023.

In accordance with the schedule of retirement by rotation, Mr Sj.S. Vollebregt, member of the Supervisory Board since April 2015, will retire as a member of the Supervisory Board during the General Meeting of Shareholders (AGM) of Heijmans N.V. to be held on 10 April 2019. He is eligible for reappointment. The Supervisory Board has indicated that it intends to create a vacancy respectively submit a nomination for the appointment of a member to the Supervisory Board of Heijmans N.V.

The Supervisory Board based its nomination for 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 continue a balance in the members.

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

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. Before this period, he acquired extensive management experience with various domestic 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 Supervisory Board.

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Mr Vollebregt's curriculum vitae is attached to the agenda of the General Meeting of Shareholders.

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

On 25 February 2019, the Works Council stated its full support of Mr Vollebregt's nomination for reappointment.

Heijmans N.V.
Rosmalen, 27 February 2019