

**Convocation and agenda with explanatory notes for the
Extraordinary General Meeting of Shareholders of
Royal Heijmans N.V.
on Monday 4 November 2024**

CONVOCAATION

Convocation for the Extraordinary General Meeting of Shareholders of Royal Heijmans N.V. to be held at **14.30 (CET) on Monday 4 November 2024 at the Heijmans head office, Graafsebaan 65, Rosmalen.**

Registration date

The parties entitled to vote at this meeting are those who, at 18.00 CET on Monday 7 October 2024, after processing of all registrations and deregistrations (the 'Registration date'), are entitled to do so and have been registered as such in a (partial) register designated for that purpose by the executive board. The Royal Heijmans N.V. shareholders' register has been designated as the (partial) register for shareholders. The records as of the registration date of the intermediaries referred to in the Securities (Bank Giro Transactions) Act (*Wet giraal effectenverkeer*) have been designated as the (partial) register for holders of depositary receipts (ISIN: NL0009269109).

Registration of shareholders

The convocation applies to shareholders of Royal Heijmans N.V. or their authorised representatives and usufructuaries who have access to the meeting and who have informed the company of their intention to attend the meeting by no later than Monday 28 October 2024. A written power of attorney to exercise the voting and/or meeting rights must also have been received by the company by no later than Monday 28 October 2024.

Registration of holders of depositary receipts

Holders of depositary receipts who wish to attend the meeting in person or via an authorised representative, can exclusively register, from the registration date until no later than 17.30 CET on Monday 28 October April 2024, via www.abnamro.com/evoting or via their intermediary at ABN AMRO Bank N.V. in Amsterdam ('ABN AMRO'). The intermediary in whose records the depositary receipts have been registered must issue a declaration via www.abnamro.com/intermediary, ABN AMRO Bank N.V. by no later than 12.30 CET on Tuesday 29 October 2024 that the shares and/or depositary receipts in question are registered in its records in the name of the holder on the registration date. After that a proof of registration will be sent out.

Authorisation of holders of depositary receipts

Heijmans Trust Office Foundation ('AK Foundation') wishes to point out – such with due regard for the provisions in its trust conditions– that the registration by a holder of depositary receipts for the Extraordinary General Meeting of Shareholders of 4 November 2024 will be regarded as a request for authorisation to cast a vote personally. Holders of depositary receipts who attend the meeting in person, or have themselves represented by a third party, are therefore authorised by AK Foundation to cast their vote on the number of the depositary receipts registered by the holder of depositary receipts for the meeting, with due regard for the provisions of the articles of association and the trust conditions of AK Foundation. The authorisation is to be granted to the holder of depositary receipts (or its authorised representative) due to the holder (or the authorised representative) signing the attendance list prior to the start of the meeting. Signing the attendance list is also regarded as acceptance of the meeting-related authorisation granted by AK Foundation.

Holders of depositary receipts who are not in a position to attend the meeting of shareholders in person can express their view/opinion on certain issues/cast an advisory vote in writing or in an email sent to the AK Foundation board (using a response form answer form which can be downloaded from the AK Foundation website, [Stichting Administratiekantoor \(heijmans.nl\)](http://Stichting Administratiekantoor (heijmans.nl))).

Proxy voting

Holders of depositary receipts who are not going to attend the meeting can grant a proxy and voting instruction electronically to Ms J.J.C.A. Leemrijse LLM, civil-law notary in Amsterdam (the 'civil-law notary'), or her deputy (with the power of substitution). They must communicate this by no later than 17.30 CET on Monday 28 October 2024 via www.abnamro.com/evoting.

Form of the meeting

The meeting is to be held in physical form.

Items to be put forward for resolution

Items to be put forward *for resolution* or for *an advisory vote* are indicated as such on the agenda itself. The other items are for discussion/information.

Parking

There is sufficient parking at the head office.

Language to be used

The official language of the meeting is Dutch. The meeting agenda and explanatory notes have been drawn up in Dutch and form the basis of decision-making during the meeting. The meeting documents are also available in English and published on the company's website.

AGENDA

1. OPENING

2. ANNOUNCEMENTS

3. COMPOSITION OF THE SUPERVISORY BOARD OF ROYAL HEIJMANS N.V.

- a) The supervisory board has decided to temporarily expand the number of members of the supervisory board from five to six. Therefore there is a vacancy for the 6th position. Mr. Sj.S. Vollebregt is scheduled to retire as member of the supervisory board at the end of the annual General Meeting of Shareholders in 2025 in accordance with the retirement schedule. He is not available for a next term.
- b) **Opportunity to make recommendations to fill the vacancy resulting from the decision of the Supervisory board to temporarily expand the number of members of the supervisory board.**
- c) **Proposal to appoint Mr M.C. van Gelder as a member of the supervisory board (*resolution*).**

Subject to the suspensive condition that the Extraordinary General Meeting of Shareholders does not make any recommendations for the stipulated vacancy, the supervisory board nominates – partly on the basis of the Royal Heijmans N.V. supervisory board profile – Mr M.C. van Gelder for appointment as a member of the supervisory board for a period of more than three and a half years, which period starts at the end of the Extraordinary General Meeting of Shareholders of 4 November 2024 and ends at the end of the annual General Meeting of Shareholders to be held in 2028.

Mr M.C. van Gelder (1961) is founder of Dennendonck Investments. From 2005 to 2014 he was CEO at Mediq. During the period from 1996 to 2004 he held various management positions with Ahold. Before that he worked for McKinsey & Company.

His main ancillary positions are chair Supervisory Board Incision Group B.V., chair Supervisory Board JPMorgan European Discovery Trust plc. and member Supervisory Board / chair Audit committee Action. He is also chair of the Continuity Trust Office ABN AMRO (Stichting Administratiekantoor Continuïteit ABN AMRO) and chair of the Continuity Foundation NN Group (Stichting Continuïteit NN Group). In addition he holds positions of social importance.

Mr Van Gelder has been a member of the board of the Heijmans Trust Office Foundation (Stichting Administratiekantoor Heijmans).

The supervisory board is of the opinion that, on the basis of his specific qualities and professional background during her first term, Mr Van Gelder can make a positive contribution to the supervisory board as a whole and with that to Heijmans. He has relevant experience and has such insight that he is able to act practically, independently and critically as a supervisory director. In accordance with the Heijmans supervisory board profile, the appointment of Mr Van Gelder will add to the diverse and complimentary composition of the supervisory board.

Ms Van Gelder has Dutch nationality, does not possess any (depository receipts for) shares in Heijmans and, upon appointment, will receive a non-profit-dependent fee.

The Works Council's enhanced right of recommendation applies in principle to the vacancy for the sixth member to be appointed to the supervisory board. In view of the temporary nature of this sixth supervisory director position, the Works Council has waived its enhanced right of recommendation and has given notice that it fully supports the nomination reappointment.

- d) Messrs Sj. S. Vollebregt and A.E. Traas are scheduled to retire at the end of the annual General Meeting of Shareholders in 2025 in accordance with the retirement schedule.**

4. CLOSING

Rosmalen, 23 September 2024