

Profit appropriation proposal

Date 1 March 2022
Subject Proposed result appropriation for 2021
Our reference HNV/NS/RvB/20220301

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

Heijmans N.V. Reserve and Dividend Policy

Heijmans N.V. maintains a dividend policy whereby – leaving aside special circumstances – it aims for a pay-out ratio amounting to approximately 40% of the profit after tax on ordinary activities. The remaining 60% is allocated to the reserves in accordance with Article 31 paragraph 5 of the articles of association of Heijmans N.V.

At the option of the shareholders, the dividend can be paid in cash – subject to withholding of 15% dividend tax – or in shares which are fully paid up chargeable to the tax-free premium reserve, which means that no dividend tax will be withheld on the dividend paid out in shares.

Proposal for result appropriation for the Heijmans N.V. 2021 financial year

An amount of approximately €2.5 million will be paid to the holders of financing preference shares B on the financing preference shares B in accordance with Article 31 paragraph 2 of the articles of association. Within the IFRS framework, the dividend on financing preference shares B is considered interest and is therefore reported as a financing expense in Heijmans N.V.'s 2021 annual accounts.

Subject to the Supervisory Board's approval, the Executive Board proposes that the amount of the profit remaining after addition to the reserves and payment on the financing preference shares B be paid out in dividend over 2021. In accordance with the policy, a pay-out ratio of 40% is used. It is proposed that the shareholders and depositary receipt holders approve the payment of a dividend in the amount of €0.88 per ordinary share and per depositary receipt for shares in cash charged to the reserves, or, at the option of the shareholders and depositary receipt holders, in the form of ordinary shares or depositary receipts for shares charged to the premium reserve. The total capital position was specifically taken into consideration in formulating the dividend proposal. In total, a dividend will be paid on 22,760,479 ordinary shares or depositary receipts for shares.

This proposal implies that the Executive Board is granted authority in accordance with article 31 paragraph 7 of the Heijmans N.V. articles of association, to, subject to the Supervisory Board's approval, issue the number of ordinary shares chargeable to the premium reserve required to pay the stock dividend.

It is proposed that the Executive Board be authorised to establish the conversion ratio between the cash and stock dividend. The determination of the number of ordinary shares and depositary receipts for shares giving entitlement to one new ordinary share or depositary receipt for share will be fixed such that the value of the dividend in ordinary shares or depositary receipts for shares will - after rounding off - be virtually the same as the value of the dividend in cash.

The equivalent amount of the dividend in shares will be established on the basis of the average weighted share price of the last 3 trading days of the option period.

If no option is exercised, the dividend will be paid in the form of ordinary shares or depositary receipts for shares.

In the event of payment in the form of ordinary shares or depositary receipts for shares, any residual fraction will be settled in cash. There will be no trade in stock dividend entitlements. The depositary receipts for ordinary shares to be issued as stock dividend will be admitted for listing without prospectus pursuant to article 1(4)(h) and article 1(5)(g) of the Prospectus Regulation, provided a document is made available containing information on the number and nature of the shares or depositary receipts for shares and the reasons for and particularities of the offer.

The information in this proposal, in combination with the press releases Heijmans has issued, together constitute this document. It should be noted that neither this information nor the aforementioned messages and press releases are a prospectus in the sense of the Prospectus Regulation.

The share of the approximately €20 million put at the disposal of the shareholders and depositary receipt holders that does not have to be paid to the shareholders and depositary receipt holders in cash in the event the payment in shares and depositary receipts for shares option is invoked will be added the freely distributable reserves.

Timetable:

Thursday, 14 April 2022:	ex-dividend date
Tuesday, 19 April 2022:	record date
Wednesday, 20 April 2022:	start of option period
Thursday, 5 May 2022:	end of option period (end of trading day)
Friday, 6 May 2022:	publication of conversion ratio (after the close of the stock exchange)
Friday, 13 May 2022:	payment of cash dividend/delivery of shares and depositary receipts for shares

Heijmans N.V.,
Rosmalen, 1 March 2022