

Rationale for nomination

Date	31 May 2022	Contact	Supervisory Board
Subject	Nomination for appointment A.S. Castelein	Telephone	+31 (0)6 2221 19 56
Our reference	HNV/NS/RvC/20220531	E-mail	nschaeffer@heijmans.nl

To *The Extraordinary 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. Extraordinary General Meeting of Shareholders to be held on Tuesday, 12 July 2022, concerning the appointment of Mr Allard S. Castelein as member of the Supervisory Board of Heijmans N.V., for a period of over three and a half years effective 12 July 2022 until the conclusion of the Annual General Meeting of Shareholders to be held in 2026.

In November 2021, the Board of Supervisory Directors (Supervisory Board) created a vacancy for a fifth member of the Supervisory Board. Heijmans is having to deal with an increasing number of major changes as a result of the energy transition and sustainability issues. These are impacting Heijmans' projects to an increasing extent. For this reason, the job profile emphasises knowledge of and experience in working on a wide range of projects, i.e. experience of being part of a project organisation in which large and complex projects are carried out, and emphasises knowledge of energy transition as well.

In addition to the aforementioned specific requirements set for the Supervisory Board member for the fifth position, the Supervisory Board also based its nomination for appointment on the prescriptive profile of the Board of Supervisory Directors of Heijmans N.V., (see the Heijmans N.V. website under 'Heijmans', under 'Corporate Governance' and under 'Supervisory Board').

Mr Castelein, originally educated as a medical doctor at Erasmus University, has held a large number of positions within Shell in the field of business development and general management, both at home and abroad, from 1987 to 2013. Since 2014, he has held overall responsibility for the Port of Rotterdam Authority as CEO. During the course of his career, he has gained extensive experience in sustainable development, strategy and change processes and in interacting with stakeholders in a variety of circumstances. He also holds various supervisory positions. Mr Castelein has a broad outlook, social experience and a business acumen that allows him to function practically, independently and critically in the Supervisory Board.

The Supervisory Board is of the opinion that Mr Castelein (1958), in view of his aforementioned knowledge and experience, particularly in the areas of sustainability, complex projects and dealing

Date 31 May 2022
Our reference HNV/NS/RvC/20220531
Page 2 of 2

with stakeholders, fits the sought-after profile very well and will complement the other members of the Supervisory Board in general.

Mr Castelein's curriculum vitae is attached to the agenda for the Extraordinary General Meeting of Shareholders.

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

On 30 May 2022, the Works Council expressed its full support for the nomination for appointment.

Heijmans N.V.
Rosmalen, 31 May 2022