

De Bilt, 15 June 2010

Press Release

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Grontmij successfully completes EUR 25.6 million accelerated bookbuild of new depositary receipts

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Grontmij N.V. (“Grontmij” or the “Company”) has successfully raised an amount of EUR 25.6 million of new equity through an accelerated bookbuild offering (the “Offering”). A total number of 1,785,080 new depositary receipts of ordinary shares (the “Depositary Receipts”) were placed. The Depositary Receipts have been placed at a price of EUR 14.35 per Depositary Receipt (the “Offering Price”). Based on the issue price as determined in the Offering, Ginger S.A.’s CEO Jean-Luc Schnoebelen will subscribe for 905,923 of new ordinary shares (the “Shares”) in Grontmij through a private placement (the “Private Placement”).

Grontmij intends to use the net proceeds of the Offering and the Private Placement to partially finance the previously announced acquisition of Ginger S.A.

Allocation of the Depositary Receipts has taken place today (15 June 2010). The payment for and issue and delivery of the Depositary Receipts and the Shares is expected to take place on 18 June 2010, at which date the Depositary Receipts are expected to be admitted to listing and trading on Euronext Amsterdam by NYSE Euronext. A prospectus will be prepared by Grontmij in connection with the application for admission to listing and trading on Euronext Amsterdam by NYSE Euronext of the Shares placed with Ginger S.A.’s CEO Jean-Luc Schnoebelen and the depositary receipts representing such shares that will be tradable through the exchange. It is currently envisaged that application will be made no later than 90 days after issue of the Shares.

After settlement of the Offering, Grontmij will have a total of 19,635,968 depositary receipts outstanding.

ING and The Royal Bank of Scotland N.V. acted as Joint Global Coordinators and Joint Bookrunners for the Offering.

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Grontmij is a leading sustainable design, engineering and management consultancy active in the growth markets of water, energy, transportation and sustainable planning and design. At the core of our business is the principle of sustainability by design which is a leading value proposition for our customers. Grontmij is the fourth largest design and management consultancy in Europe with over 150 offices across Europe and a further 20 offices globally. The company employs over 8,000 professionals across the world.

Disclaimer

ING Bank N.V. (“**ING**”) and The Royal Bank of Scotland N.V. (“**RBS**” and, together with ING, the “**Joint Bookrunners**”) are acting exclusively for the Company and for no one else in connection with the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to the customers of the Joint Bookrunners or for providing advice in relation to the Offering or any transaction or arrangement referred to herein. The payment for and issue and delivery of the Depositary Receipts is subject to the placement agreement entered into between the Company and the Joint Bookrunners becoming unconditional and to such agreement not being terminated otherwise in accordance with its terms.

This press release is for information purposes only, is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy the Depositary Receipts or any depositary receipts in the share capital of Grontmij in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in such jurisdictions may be similarly restricted. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Depositary Receipts have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “US Securities Act”) and may only be offered or sold in the United States if registered under the US Securities Act or an exemption from such registration is available. The Company does not intend to register any portion of the Offering in the United States or to conduct a public offering of securities in the United States.

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In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a "Relevant Member State"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), the Offering will not be made to the public in that Relevant Member State, except, with effect from and including the Relevant Implementation Date:

- (i) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;
- (ii) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000; and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;
- (iii) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or
- (iv) in any other circumstances which do not require the publication by Grontmij of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision and when used elsewhere in this announcement, the expression an "offer of Depositary Receipts to the public" in relation to any Depositary Receipts in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Depositary Receipts to be offered so as to enable an investor to decide to purchase or subscribe for the Depositary Receipts, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" when used in this announcement means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

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