

# Notice

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF GRONTMIJ N.V., TO BE HELD IN HOTEL NOVOTEL AMSTERDAM CITY, EUROPABOULEVARD 10 IN AMSTERDAM, THE NETHERLANDS, AT 2 PM ON FRIDAY 9 MARCH 2012

## Agenda

1	Opening
2	Appointment member of the Supervisory Board – Mr Jan van der Zouw
3	Appointment member of the Executive Board – Mr Michiel Jaski (CEO)
4	Appointment member of the Executive Board – Mr Frits Vervoort (CFO)
5	Presentation Executive Board, regarding: a. Annual figures 2011 b. Strategy c. Review financial structure
6	Dismissal member of the Executive Board – Mr Jean-Luc Schnoebelen
7	Any other matters
8	Closure

The notice, agenda, notes and appendix to the agenda are directly and permanently available on the company's website ([www.grontmij.com](http://www.grontmij.com)) from Friday 27 January 2012.

## Addresses

### **Executive Board of Grontmij N.V.**

Visiting address: De Holle Bilt 22, 3732 HM De Bilt, the Netherlands

Postal address: PO-box 203, 3730 AE De Bilt, the Netherlands

email: [corporate.communication@grontmij.com](mailto:corporate.communication@grontmij.com)

### **ABN AMRO Bank N.V.**

Visiting address: Kemelstede 2, 4817 ST Breda, the Netherlands

Postal address: PO-Box 3200 (MF 2020), 4800 DE Breda, the Netherlands

email: [abnamro.depotbewijzen@nl.abnamro.com](mailto:abnamro.depotbewijzen@nl.abnamro.com)

## Instructions for attendance

### Registration deadline

The Executive Board has determined that for this meeting, those with the right to vote and/or attend the meeting are those who have those rights on Friday 10 February 2012 at 5 PM, after taking into account all credits and debits (the 'Registration date') and are registered as such in a register or part-register (deelregister) designated for that purpose by the Executive Board. With respect to holders of depositary receipts for shares, the register or part-register will be the administration of the intermediaries associated with the Netherlands Central Securities Depository (Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ("Euroclear Nederland")) under the Securities Giro Act (Wet giraal effectenverkeer). With respect to shareholders, the register will be the shareholders register of Grontmij N.V.

### Attending the meeting

#### Depositary receipt holders

Holders of depositary receipts for shares who wish to attend the meeting in person or by proxy must have contacted ABN AMRO Bank N.V. in Breda at the address mentioned on the agenda, in writing, via their intermediary as referred to in the Securities Giro Act (Wet giraal effectenverkeer), by 5 PM on Friday 2 March 2012 at the latest. For this purpose, the relevant intermediary must provide ABN AMRO Bank N.V. with a statement confirming that as at the Registration Date the depositary receipts for shares are listed in their records in the name of that person at the time of the registration deadline. The registration receipt will then be sent to the holder and will serve as the admittance pass to the meeting.

Without prejudice to the above conditions, holders of depositary receipts for shares who wish to be represented by proxy must grant a proxy in writing. This proxy may include a voting instruction. This written proxy should be received by ABN AMRO Bank N.V. or by the Executive Board by no later than 5 PM on Monday 5 March 2012 at the (email)address mentioned on the agenda. The written proxy may be granted to a third party, a representative of the company or Mr G.W.Ch. Visser, civil law notary, or his deputy. In this last case, the written proxy should be received by Mr G.W.Ch. Visser or his deputy, c/o Allen&Overy, P.O. Box 75440, 1070 AK Amsterdam, the Netherlands (email: gerbrand.visser@allenover.com), by no later than 5 PM on Monday 5 March 2012.

With respect to the holders of depositary receipts for shares (or their proxies) who, in compliance with the above, have registered their depositary receipts for shares in time, Stichting Administratiekantoor van aandelen Grontmij N.V. ("the AK") will, in accordance with paragraph 16 of its administration conditions, authorise such holders to exercise at the meeting the voting right attached to the shares deposited with the AK for which it has issued depositary receipts. Such holders of depositary receipts for shares don't have to request to be granted a proxy. The proxy is granted to the holder of the depositary receipts or their proxy on signing the attendance list before the meeting commences and on co-signing the written proxy signed by the board of the AK.

Holders of depositary receipts for shares that will not attend the meeting in person or by proxy may, if so desired, submit voting instructions to the AK or a third party to be appointed by the AK. A model voting instruction is available as of Friday 27 January 2012 on the website of the company. The voting instructions should be received by Stichting Administratiekantoor van aandelen Grontmij N.V., P.O. Box 203, 3730 AE De Bilt, the Netherlands, email: Suzan.vanNieuwkuyk@grontmij.com, by no later than 5 PM on Monday 5 March 2012.

#### Shareholders and other holders of voting rights

Shareholders and other holders of voting rights who wish to attend the meeting must inform the Executive Board of their intention in writing at the (email)address mentioned on the agenda, by 5 PM on Friday 2 March 2012 at the latest. Written proxies to attend and/or exercise voting rights at the meeting must be received by the Executive Board at the (email)address mentioned on the agenda, no later than 5 PM on Monday 5 March 2012. The proxy may include a voting instruction. The written proxy may be granted to a third party, a representative of the company or Mr G.W.Ch. Visser, civil law notary, or his deputy. In this last case, the written proxy should be received by Mr G.W.Ch. Visser or his deputy, c/o Allen&Overy, P.O. Box 75440, 1070 AK Amsterdam, the Netherlands (email: gerbrand.visser@allenover.com), no later than 5 PM on Monday 5 March 2012.

### Model written proxy

A model written proxy is available as of Friday 27 January 2012 on the website of the company.

#### Supervisory Board Grontmij N.V.

De Bilt, 27 January 2012

#### Stichting Administratiekantoor van aandelen Grontmij N.V.

De Bilt, 27 January 2012

## Notes to the agenda

### Notes to item 2

According to article 28 paragraphs 1 and 2 of the articles of association of the company, in 2010 the Supervisory Board determined the number of members of the Supervisory Board to be six. As a result of the stepping down of Messrs Lindquist, Meysman and Eisma three vacancies arose in 2011. The Supervisory Board has now determined the number of members of the Supervisory Board to be five and to fulfil one of these vacancies now.

According to article 28 paragraph 5 of the articles of association of the company, the Supervisory Board nominates Mr Jan van der Zouw for appointment as member of the Supervisory Board by the General Meeting of Shareholders from 9 March 2012 up to and including the Annual General Meeting of Shareholders of 2016.

Upon appointment in accordance with this nomination, the Supervisory Board will consist as yet of four members. The Supervisory Board intends to fulfil the remaining vacancy in the foreseeable future.

The nominated candidate meets the Supervisory Board profile.

The details of the person nominated for appointment, as defined in article 28 paragraph 6 of the articles of association of the company, are available on the website of the company.

### General notes to items 3, 4 and 6

Immediately after closure of this meeting Mr Sylvio Thijsen steps down as member of the Executive Board. Mrs Annemieke Nijhof stepped down as member of the Executive Board as per 26 January 2012, her employment agreement with Grontmij N.V. ends 31 January 2012.

If the motions made under agenda items 3 and 4 to appoint Messrs Michiel Jaski and Frits Vervoort as member of the Executive Board, as well as the motion made under agenda item 6 to dismiss Mr. Jean-Luc Schnoebelen as member of the Executive Board, are adopted, the Executive Board will in future consist of three members.

### Notes to item 3

According to article 23 paragraph 6 of the articles of association of the company, the Supervisory Board nominates Mr Michiel Jaski for appointment as member of the Executive Board by the General Meeting of Shareholders from 9 March 2012 up to and including the Annual General Meeting of Shareholders of 2016. The Supervisory Board intends to appoint Mr Jaski as chairman of the Executive Board.

The details of the person nominated for appointment, as defined in article 23 paragraph 7 of the articles of association of the company, are available on the website of the company.

### Notes to item 4

According to article 23 paragraph 6 of the articles of association of the company, the Supervisory Board nominates Mr Frits Vervoort for appointment as member of the Executive Board by the General Meeting of Shareholders from 9 March 2012 up to and including the Annual General Meeting of Shareholders of 2016.

The details of the person nominated for appointment, as defined in article 23 paragraph 7 of the articles of association of the company, are available on the website of the company.

### Notes to item 6

Following the suspension by the Supervisory Board of Mr Jean-Luc Schnoebelen on 19 January 2012, the Supervisory Board nominates Mr Schnoebelen for dismissal as member of the Executive Board by the General Meeting of Shareholders from 9 March 2012.

The proposal for dismissal is based on the same grounds as the suspension, which grounds have been communicated prior to the suspension with Mr Schnoebelen. The proposal for dismissal is therefore based on the functioning and behaviour of Mr Schnoebelen as member of the Executive Board, as well as on his lack of support to the review of Grontmij's financial structure. Attempts to arrive at a constructive solution have unfortunately failed and it has been determined that there is now an irreparable breach of confidence.