

Written proxy

For the Extraordinary General Meeting of Shareholders ("EGM") of Grontmij N.V. to be held on Friday 9 March 2012 at 2 pm in hotel Novotel Amsterdam City, Europaboulevard 10 in Amsterdam, the Netherlands

The undersigned,

Name: _____

Address: _____

Postal code/town/country: _____

hereinafter referred to as 'the Shareholder', acting in his capacity as holder of _____ (number) of (depository receipts for) shares in Grontmij N.V., hereby grants a power of attorney to:

Name:* _____

Address: _____

Postal code/town/country: _____

to represent the Shareholder at the EGM of Grontmij N.V. and to speak and vote on behalf of the Shareholder in respect of the item on the agenda for the EGM (please indicate which is applicable):

- without specific voting instruction
- in the manner set out below:

No. Agenda	Motion	For	Against	Abstain
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)			
6	Dismissal member of the Executive Board – Mr Jean-Luc Schnoebelen			

Signature: _____

Place: _____

Date: _____

* Fill in the name of the person to whom you wish to grant the proxy. If you do not have a preference for a representative, fill in 'Grontmij' or 'Allen & Overy'.

In this respect 'Grontmij' refers to any employee of Grontmij N.V. or one of its group companies, to be appointed by the Executive Board of the company. In this respect 'Allen & Overy' refers to civil law notary Mr G.W.Ch. Visser, his deputy and/or each (junior) civil law notary and notarial employee of Allen & Overy LLP.

The written proxy must have been received by the Executive Board at the offices of the company (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) or at the offices of ABN AMRO Bank N.V. (Visiting address: Kerkplein 1, 5211 ST Breda, the Netherlands; Postal address: PO-Box 3200 (MF 2020), 4800 DE Breda, the Netherlands, email: abnamro.depotbewijzen@nl.abnamro.com) ultimately on Monday 5 March 2012, 5pm.

If the proxy is granted to Allen & Overy, the written proxy must have been received by Allen & Overy at its office in Amsterdam (Allen & Overy, G.W.Ch. Visser, PO-box 75440, 1070 AK Amsterdam, the Netherlands, email: gebrand.visser@allenoverly.com) ultimately on Monday 5 March 2012, 5pm.