
**AGENDA FOR THE GENERAL SHAREHOLDERS MEETING OF GRONTMIJ NV,
TO BE HELD ON THURSDAY 10 MAY 2007 AT 3 PM IN THE BEATRIXTHEATER,
JAARBEURSPLEIN 6A, 3521AL UTRECHT, THE NETHERLANDS.**

- 1 Opening
- 2 Presentation by the Executive Board
- 3 a Executive Board Report for the financial year 2006
b Adoption of the annual accounts 2006
c Discharge of the members of the Executive Board
d Discharge of the members of the Supervisory Board
- 4 Declaration of dividend 2006
- 5 Proposal for amendment of the company's articles of association
- 6 Profile for the Supervisory Board
- 7 Appointment member of the Supervisory Board
- 8 Determination of the remuneration of the Supervisory Board
- 9 a Extension of the designation of the Executive Board as the body authorised to issue shares.
b Extension of the designation of the Executive Board as the body authorised to limit or exclude the preferential right
- 10 Authorisation of the Executive Board to acquire the company's own shares or depository receipts for such shares through the company
- 11 Commissioning accountant to audit the annual accounts for 2007
- 12 Any further questions
- 13 Conclusion

Explanation of the agenda, the shareholders' circular, the annual accounts and the annual report for 2006, the details of the member of the Supervisory Board to be appointed and the full proposal for amendment to the articles of association with notes of explanation will be available for perusal from 12 April 2007 to the end of the meeting at the company's office (De Holle Bilt 22, 3732 HM De Bilt, the Netherlands) and at the Office of the Fortis Bank (Nederland) NV in Amsterdam (Rokin 55, 1012 KK Amsterdam, the Netherlands), where they can be obtained free of charge by shareholders, holders of depository receipts for shares and other persons with the right to attend meetings.

The documents, data and announcements may also be viewed on the company's website (www.grontmij.com).

INSTRUCTIONS FOR PARTICIPATION

Registration Date

The Executive Board has decided that, for this meeting, those with the right to vote and/or attend the meeting are those who have those rights on Thursday 3 May 2007, 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 designated for that purpose by the Executive Board. With respect to holders of depository receipts for registered shares, the register or sub-register will be the administration of the institutions associated as at the Registration Date with the Nederlands Centraal Instituut voor Giraal Effectenverkeer BV ("NECIGEF") under the Wet Giraal Effectenverkeer. With respect to holders of shares, the register will be the shareholders register of Grontmij NV.

Attendance at the meeting

Holders of depositary receipts for shares

Holders of depositary receipts for registered shares who wish to attend the meeting in person or by proxy must have contacted the Fortis Bank (Nederland) NV in Amsterdam, in writing, via their bank, by 5pm on Thursday 3 May 2007 at the latest. For this purpose, the relevant bank must provide the Fortis Bank (Nederland) NV with a statement confirming that as at the Registration Date the depositary receipts for registered shares are listed in their records in the name of that person. 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 registered depositary receipt for shares who wish to be represented by proxy must provide due authorisation in writing. This authorisation should be received by the Fortis Bank (Nederland) NV or by the Executive Board of the company by no later than 5pm on Thursday 4 May 2007.

With respect to the holders of depositary receipts for shares who, in compliance with the above, have registered these instruments in time, the Stichting Administratiekantoor van Aandelen Grontmij NV (the "AK") will, in accordance with paragraph 16 of its administration provisions, authorise such holders to exercise at the meeting the voting right attaching to the shares deposited with it and for which it has issued depositary receipts. Such holders of depositary receipts for shares do not need to seek authorisation themselves. The power of attorney is given to the holder of the depositary receipts on signing the attendance list before the meeting commences and on co-signing the power of attorney signed by the board of the AK.

Shareholders

Shareholders and other holders of voting rights who wish to attend the meeting must inform the Executive Board of their intention by Thursday 3 May 2007 at the latest. Written powers of attorney to attend and/or exercise voting rights at the meeting must be received by the Executive Board by Friday 4 May 2007.

NOTES OF EXPLANATION TO THE AGENDA

Notes to Agenda item 3

Under agenda item 3a the Executive Board Report for the financial year 2006 including a paragraph on corporate governance will be open for discussion.

If wished, the Report by the Supervisory Board and the Report by Stichting Administratiekantoor van Aandelen Grontmij NV, as included in the company's Annual Report for 2006 can also be dealt with under agenda item 3a.

Under agenda item 3b the proposal will be made to adopt the annual accounts for the financial year 2006 formulated by the Executive Board and approved by the Supervisory Board on 14 March 2007. The declaration of the dividend will be dealt with separately under agenda item 4.

Notes to Agenda item 4

The solvency, liquidity and expected cash flows were taken into consideration in preparing the dividend proposal for 2006. It is therefore justified to increase the dividend per share by EUR 0.90 in relation to 2005. It is proposed to pay out the dividend for the financial year 2006 at EUR 3.00 per share of EUR 1.00 nominal exclusively in cash (after deduction of 25% dividend tax).

If the dividend proposal is accepted, the dividend will be made available for payment from Tuesday 29 May 2007.

Notes to Agenda item 5

It is proposed to amend Grontmij NV's articles of association to be exempt from the large companies' regime. With the exemption of the large companies' regime, the shareholders have more direct influence on the composition of the Executive Board and the Supervisory Board. It is also proposed to split the ordinary and preference shares in the ratio of 1:4. Finally, amendments are proposed derived from the Wet ter bevordering van het gebruik van elektronische communicatiemiddelen bij de besluitvorming in rechtspersonen, which came into force on 1 January 2007.

The full proposal for the amendment to the articles of association is available at the aforementioned addresses.

The proposal to amend the articles of association includes granting authorisation to each member of the Executive Board of Grontmij NV, the company secretary, the company's head of legal affairs and any (junior) civil law notary or notarial assistant from Allen & Overy LLP, solicitors, notaries and tax consultants of Amsterdam, the Netherlands, to request the certificate of no objection to the draft of the deed of amendment to the articles of association and to have that deed executed.

Notes to Agenda item 6

After evaluation, the Supervisory Board has amended its profile, partly as a result of the take-over of Carl Bro in August 2006. The profile has been discussed with the Works Council. Under this agenda item the profile will be discussed with the shareholders.

The profile is available from the aforementioned addresses.

Notes to Agenda item 7

On conclusion of the General Shareholders Meeting, according to the schedule, Mr P.P. Snoep will resign. Mr Snoep is not eligible for reappointment, according to the company regulations regarding corporate governance.

The General Meeting can make a recommendation for filling this vacancy.

Under the suspensive condition that the General Meeting does not recommend another person, the Supervisory Board nominates Mr P. Lindquist for appointment by the General Shareholders Meeting as a member of the Supervisory Board. Mr Lindquist is Group Vice President, Head of Franchise & Factory Sales of Scania and has the Swedish nationality. This candidate fits into the Supervisory Board's profile.

Mr Lindquist's details as defined in article 2:142 paragraph 3 of the Dutch Civil Code are available at the aforementioned addresses.

The Works Council was consulted on the appointment of Mr Lindquist.

According to the retirement schedule, none of the members of the Supervisory Board will retire in 2008.

Subject to the decision of the General Shareholders Meeting to approve the proposed amendment to the articles of association of Grontmij NV (see agenda item 5) Messrs. J.P. Teelen and D. Terpstra resign as members of the Supervisory Board when the amendment of the articles of association of Grontmij NV comes into force. Together with Mr Snoep, they will join the Supervisory Board of Grontmij Nederland Holding BV.

Following the resignations of Messrs Snoep, Teelen and Terpstra and the appointment of Mr Lindquist the Supervisory Board of Grontmij NV will consist of four members for the time being.

Notes to Agenda item 8

As a result of the change in scope, complexity and associated responsibility, the current remuneration of the Supervisory Board has been compared with the remuneration level of the members of the Supervisory Board of other listed companies in the (construction-related) sector.

It is proposed to set the remuneration of the members of the Supervisory Board at € 28,000 per year and the remuneration of the Chairman of the Supervisory Board at € 40,000 per year.

It is also proposed to allocate a remuneration of € 1,000 per meeting to those members of the Supervisory Board for whom the meeting in question takes place in a country other than that in which they are domiciled.

The proposed payment of the Supervisory Board is a realistic remuneration for the tasks and responsibilities to be executed by the Supervisory Board of an international, listed company.

Notes to Agenda item 9

According to article 5 of the articles of association, the Executive Board is designated as the body authorised to issue shares, which decision is subject to approval by the Supervisory Board.

Furthermore, in accordance with article 6 of the articles of association, preferential right in the issue of ordinary shares can be limited or excluded by the Executive Board subject to approval by the Supervisory Board. The duration of this amendment and the scope of the Executive Board's authority will be defined by the General Meeting.

9a. It is proposed to extend the designation of the Executive Board as the body authorised to issue shares and grant the right to subscribe for shares as provided for in article 5 of the articles of association by a period of 18 months starting on the date of this meeting and therefore ending on 10 November 2008. These authorities concern:

- for an issue of ordinary shares: a maximum of 10% of the subscribed capital as at the date of the General Meeting of Shareholders, plus an additional 10% if the issue takes place in the context of a merger or take-over, and
- for an issue of preferential shares: all unissued preferential shares in the authorised share capital at any time minus what is defined in article 5 paragraph 5 of the articles of association.

9b. It is proposed to extend the designation of the Executive Board as the body authorised to limit or exclude the preferential right in the event of the issue of ordinary shares, as provided for in article 6 of the articles of association, by a period of 18 months starting on the date of this meeting and therefore ending on 10 November 2008. The authority is restricted to the number of shares the Executive Board is authorised to issue as a result of the amendment under agenda item 9a.

Notes to Agenda item 10

According to article 11, paragraph 4 of the articles of association, the company requires the authorisation of the General Meeting to acquire its own shares or depository receipts for such shares otherwise than free of charge. Such authorisation is valid for a maximum of 18 months. It is proposed to grant the following authorisation:

'The Executive Board is authorised for a period of 18 months starting on 10 May 2007 to acquire its own shares or depository receipts for such shares as defined in article 11 of the articles of association by purchase on the stock market or otherwise. The maximum number of shares or depository receipts for shares acquired in this way is equal to the legally permitted maximum. The price per ordinary share is a maximum of the market price plus 10% and a minimum of nil. The market price is given to mean the average of the closing prices according to the Officiële Prijscourant published by Euronext Amsterdam NV for five consecutive trading days preceding the purchase'

Notes to Agenda item 11

The General Meeting is authorised to commission an accountant to audit the annual accounts. It is proposed to commission KPMG Accountants NV of Rotterdam, the Netherlands, to audit the annual accounts for the financial year of 2007.