

Contrary to previous years, the Executive Board decided not to put on the agenda for this Annual General Meeting of Shareholders the extension of the designation of the Executive Board as the body authorised to issue preference shares. The Executive Board and the foundation Stichting Preferente aandelen Grontmij have agreed on 6 April 2010 to cancel the right that was granted to the company to issue preference shares to the foundation, as per that date. As a consequence, there is no need for an extension of the authority to issue preference shares and grant rights to subscribe for preference shares. The call option that is granted to the Stichting Preferente aandelen Grontmij, remains in full force.

Furthermore, in accordance with article 6 of the articles of association, the preferential subscription right upon the issue of ordinary shares can be limited or excluded by the Executive Board subject to approval by the Supervisory Board. The duration and scope of this authority of the Executive Board is determined by resolution adopted by the General Meeting of Shareholders. (item 7b)

It is proposed to extend the designation of the Executive Board as the body authorised to limit or exclude the preferential subscription 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 eighteen months starting on the date of this meeting and therefore ending on 18 November 2011. The authorisation is restricted to the number of ordinary shares the Executive Board is authorised to issue as a result of the designation under item 7a.

Notes to item 8

According to article 11, paragraph 4 of the articles of association, the company requires the authorisation of the General Meeting of Shareholders to acquire its own shares or depositary receipts for such shares other than free of charge. Such authorisation is valid for a maximum of eighteen months.

It is proposed to grant the Executive Board the authorisation for a period of eighteen months starting on 18 May 2010 to acquire its own shares or depositary 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 depositary receipts for shares acquired in this way is equal to the maximum of 10% of the issued capital as provided by the articles of association. The price per (depositary receipt for an) ordinary share is a maximum of the market price plus 10%. The market price is considered the average closing price for depositary receipts Grontmij N.V. according to the 'Officiële Prijscourant' published by Euronext Amsterdam N.V. for five consecutive trading days preceding the date of purchase.'

Notes to item 9

The Executive Board and the Supervisory Board wish to include items in the individual account and the consolidated annual accounts in the English language and to draw up the annual report in the English language. The primacy of the English language matches the international character of the company. For the benefit of the Dutch shareholders, a concise financial report drawn up in the Dutch language shall in principle be made available on the company's website.

It is proposed to use the English language to include items in the company's individual account and the consolidated annual accounts and to draw up the company's annual report in the English language, as from the financial year 2010.

If and when this motion is adopted, the complete financial report will be drawn up in the English language as from the financial year 2010.

Notes to item 10

The General Meeting of Shareholders is authorised to commission an accountant to audit the annual accounts. It is proposed to commission KPMG Accountants N.V. of Rotterdam, the Netherlands, to audit the annual accounts for the financial year of 2010.

Agenda

AGENDA FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GRONTMIJ N.V., TO BE HELD IN HOTEL DE BILTSCHHE HOEK, DE HOLLE BILT 1 IN DE BILT, THE NETHERLANDS, AT 10 AM ON TUESDAY 18 MAY 2010

1	Opening
2	Presentation by the Executive Board
3	Report 2009 and adoption annual accounts 2009 a. Report of the Supervisory Board and report of the Executive Board for the financial year 2009 (for discussion) b. Corporate Governance (for discussion) c. Adoption of the annual accounts 2009 (to be voted upon)
4	Declaration of dividend 2009 (to be voted upon)
5	Discharge a. Discharge of the members of the Executive Board (to be voted upon) b. Discharge of the members of the Supervisory Board (to be voted upon)
6	Amendment of the articles of association of the company (to be voted upon) appendix
7	Extension designation Executive Board as the body authorised to issue shares and to limit or exclude preferential right a. Extension of the designation of the Executive Board as the body authorised to issue ordinary shares (to be voted upon) b. Extension of the designation of the Executive Board as the body authorised to limit or exclude the preferential right (to be voted upon)
8	Authorisation of the Executive Board to acquire own shares or depositary receipts for such shares by the company (to be voted upon)
9	The English language of the annual accounts and the annual report (to be voted upon)
10	Commissioning accountant to audit the annual accounts for 2010 (to be voted upon)
11	Any other matters
12	Conclusion

The notes and the appendix to the agenda, the annual accounts 2009, the annual report 2009, the other information as defined in article 392 of book 2 of the Dutch Civil Code and the proposal to amend the articles of association and the explanatory notes thereto, will be available for perusal at the company's office (visiting address: De Holle Bilt 22, 3732 HM De Bilt, the Netherlands; postal address: P.O. Box 203, 3730 AE De Bilt, The Netherlands) and at the office of Fortis Bank (Nederland) N.V. in Amsterdam (visiting address: Rokin 55, 1012 KK Amsterdam, the Netherlands; postal address: P.O. Box 243, 1000 AE Amsterdam, the Netherlands) from Friday 16 April 2010 until after the meeting. Free copies of the documents are available at these offices to shareholders, holders of depositary receipts for shares and other persons entitled to attend meetings.

The documents, data and announcements are also available on the company's website (www.grontmij.com) from Friday 16 April 2010.

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 Monday 26 April 2010 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 depositary receipts for shares, the register or part-register will be the administration of the institutions associated with the Netherlands Central Securities Depository (Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V. ('Necigef')) under the Securities (Bank Giro Transactions) Act. 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 Fortis Bank (Nederland) N.V. in Amsterdam at the address mentioned on the agenda, in writing, via their bank, by 5 PM on Tuesday 11 May 2010 at the latest. For this purpose, the relevant bank must provide Fortis Bank (Nederland) 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 Fortis Bank (Nederland) N.V. or by the Executive Board by no later than 5 PM on Wednesday 12 May 2010 at the 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, notary, or his deputy. In this last case, the written proxy should be received by Mr G.W.Ch. Visser or his deputy, p/a Allen & Overy, P.O. Box 75440, 1070 AK Amsterdam, the Netherlands, by no later than 5 PM on Wednesday 12 May 2010.

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 Stichting Administratiekantoor van aandelen Grontmij N.V. or a third party to be appointed by the AK. A model voting instruction is available as of Friday 16 April 2010 on the website of the company and is available free of charge at the office of the company at the address mentioned on the agenda. The voting instructions should be received by Stichting Administratiekantoor van aandelen Grontmij N.V., P.O. Box 203, 3730 AE De Bilt, the Netherlands, by no later than 5 PM on Wednesday 12 May 2010.

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 address mentioned on the agenda, by 5 PM on Tuesday 11 May 2010 at the latest. Written proxies to attend and/or exercise voting rights at the meeting must be received by the Executive Board at the address mentioned on the agenda, no later than 5 PM on Wednesday 12 May 2010. 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, notary, or his deputy. In this last case, the written proxy should be received by Mr G.W.Ch. Visser or his deputy, p/a Allen & Overy, P.O. Box 75440, 1070 AK Amsterdam, the Netherlands, no later than 5 PM on Wednesday 12 May 2010.

Standard written proxy

A standard written proxy is available as of Friday 16 April 2010 on the website of the company and is available free of charge to shareholders, holders of depositary receipts for shares and other persons entitled to attend meetings at the company's office or the office of Fortis Bank (Nederland) N.V. at the address mentioned on the agenda.

Supervisory Board Grontmij N.V.

Stichting Administratie van aandelen Grontmij N.V.

De Bilt, 16 April 2010

De Bilt, 16 April 2010

NOTES TO THE AGENDA

Notes to item 3

Item 3a regards the discussion of the Executive Board's and Supervisory Board's Report for the financial year 2009. If so desired, the report by Stichting Administratiekantoor van aandelen Grontmij N.V., as included in the company's Annual Report for 2009, can be discussed under item 3a. Under item 3b, the chapter 'Corporate Governance' of the Annual Report for 2009 is submitted to the General Meeting of Shareholders for discussion. Under item 3c, it is proposed to adopt the annual accounts for the financial year 2009 as drawn up by the Executive Board and signed by the Executive Board and the Supervisory Board on 11 March 2010.

Notes to item 4

In determining the proposed dividend for 2009, consideration was given to the Group's contractual redemption on existing loans, solvency, cash position and anticipated cash flow for 2010. It is proposed to pay out a dividend for the financial year 2009 of € 1.00 per share with nominal value of € 0.25 in the form of (depositary receipts for) ordinary shares Grontmij N.V., unless shareholders or holders of depositary receipts expressly request for distribution in cash (subject to 15% dividend tax). The option period for cash distribution is from 25 May till up and including 3 June 2010. To the extent that the dividend will be distributed in the form of (depositary receipts for) ordinary shares, the (depositary receipts for) ordinary shares issued for the distribution of stock dividend will be charged to the share premium reserve or, at the option of the company, the other reserves, and the corresponding amount of € 1.00 per (depositary receipt for) ordinary share will be deducted from the profit that is at the disposal of the General Meeting of Shareholders and will be contributed to the other reserves.

On 3 June 2010 after close of trading on Euronext Amsterdam by NYSE Euronext ('Euronext'), the number of dividend rights of (depositary receipts for) shares entitling to one new (depositary receipt for) ordinary share ('Exchange ratio'), will be determined based on the volume weighted average price of all traded depositary receipts for ordinary shares Grontmij on Euronext on 1, 2 and 3 June 2010. The value of the stock dividend will be virtually equal to that of the cash dividend. No trading of dividend rights will take place on Euronext.

The ex-dividend date is 20 May 2010, the record date is 24 May 2010 and the payment of the dividend and delivery of new (depositary receipts for) ordinary shares, with settlement of fractions in cash, if applicable, will take place from 8 June 2010. The new issued (depositary receipts for) ordinary shares are entitled to the dividend for the entire 2010 financial year and following financial years.

This proposal shall include the designation of the Executive Board, subject to approval by the Supervisory Board, to issue the number of ordinary shares to the charge of the share premium reserve or the other reserves, that is required to make distribution of dividend in the form of (depositary receipts for) ordinary shares as described above possible.

Notes to item 6

It is proposed to amend the articles of association of Grontmij N.V. The Executive Board and the Supervisory Board wish to bring the articles of association in line with new legislation and to shorten the articles by deleting some provisions that literally copy legal provisions.

The draft notarial deed of amendment of the articles of association and the explanation to the proposed amendments are available at the addresses mentioned on the agenda.

The resolution to amend the articles of association shall include the granting of a power of attorney to each member of the Executive Board, to the company's secretary and to each (junior) civil-law notary and notarial assistant of Allen & Overy LLP, attorneys, civil-law notaries and tax consultants in Amsterdam, to apply for the required ministerial certificate of no objection to the draft notarial deed of amendment of the articles of association and to have the notarial deed of amendment of the articles of association executed.

Notes to item 7

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. The duration and scope of this authority of the Executive Board is determined by resolution adopted by the General Meeting of Shareholders.

It is proposed to extend the designation of the Executive Board as the body authorised to issue ordinary shares and to grant rights to subscribe for ordinary 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 18 November 2011. These authorisations concern for an issue of ordinary shares (item 7a): a maximum of 10% of the issued capital as at the date of this General Meeting of Shareholders or if the issue takes place in the context of a merger or take-over, a maximum of 20% of the issued capital as at the date of this General Meeting of Shareholders.