

Voting Instruction

For the Annual General Meeting of Shareholders ("AGM") of Grontmij N.V. to be held on Thursday 14 May 2009 at 3pm in Hotel De Biltsche Hoek, De Holle Bilt 1, De Bilt, the Netherlands

The undersigned,

name

address

postal code/town/country

hereinafter referred to as "the Depository Receipt Holder", acting in his capacity as holder of _____ (number) of depository receipts for shares in Grontmij N.V., hereby instructs Stichting Administratiekantoor van aandelen Grontmij N.V. or a third party to be appointed by Stichting Administratiekantoor van aandelen Grontmij N.V., to exercise the voting rights on the shares for which the depository receipts held by the Depository Receipt Holder have been issued, in the manner set out below:

No.	Agenda	For	Against	Abstain
3b	Adoption annual accounts 2008			
4	Declaration of dividend 2008			
5a	Discharge members Executive Board			
5b	Discharge members Supervisory Board			
6a1	Reappointment F.L.V. Meysman			
6a2	Reappointment S.E. Eisma			
6a3	Reappointment J.H.J. Zegering Hadders			
7	Appointment D.M. Zuydam			
8a	Extension designation ordinary shares			
8b	Extension designation preference shares			
8c	Extension designation authorisation to limit/exclude preferential right			
9	Authorisation acquisition own shares			
10	Commissioning accountant to audit annual accounts 2009			

signature

place

date

The voting instruction must have been received by Stichting Administratiekantoor van aandelen Grontmij N.V. at the offices of the Stichting (PO-box 203, 3730 AE De Bilt, the Netherlands) ultimately on Friday 8 May 2009 5pm.