

Voting instruction

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGM) OF GRONTMIJ N.V.
TO BE HELD ON TUESDAY 18 MAY 2010 AT 10 AM IN HOTEL DE BILTSCHHE 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) depository receipts for ordinary 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 at the AGM 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	Proposal	For	Against	Abstain
3c	Adoption annual accounts 2009			
4	Declaration of dividend 2009			
5a	Discharge members Executive Board			
5b	Discharge members Supervisory Board			
6	Amendment of articles of association			
7a	Extension designation ordinary shares			
7b	Extension designation authorisation to limit/exclude preferential right			
8	Authorisation acquisition own shares			
9	English language for annual accounts and report			
10	Commissioning accountant to audit annual accounts 2010			

Signature

Place

Date

The voting instruction must have been received by Stichting Administratiekantoor van aandelen Grontmij N.V. at the office of the Stichting (P.O. Box 203, 3730 AE De Bilt, the Netherlands) ultimately on Wednesday 12 May 2010, 5 PM.