

VOTING RESULTS AGM GRONTMIJ N.V. 18 MAY 2010

The issued share capital consists of **17,764,920** ordinary shares with a nominal value of **€ 0.25** each.

At the meeting **14** shareholders were present or duly represented, who together hold **17,555,345** shares representing **98.8 %** of the issued share capital.

Depository receipts are issued for **17,497,125** ordinary shares, representing **98.5 %** of the share capital. These ordinary shares for which depository receipts are issued are administrated by the Stichting Administratiekantoor van aandelen Grontmij N.V. (hereafter: the Trust Office).

For this meeting the Trust Office has granted a proxy to **52** holders of depository receipts to exercise the voting rights attached to the shares for which their depository receipts are issued, and further the Trust Office was granted a voting instruction by **4** holders of depository receipts. These holders of depository receipts together represent **53.3 %** of the issued share capital.

As a result of the above, the Trust Office voted at the meeting at its own discretion on **8,019,973** ordinary shares, representing **45.1 %** of the issued share capital and **45.7 %** of the capital represented at the meeting.

| Nr. | Motion | In favour | Against | Abstain | Result |
|-----|---|------------|---------|---------|---------|
| 3c | Adoption annual accounts 2009 | 17,555,337 | 8 | 0 | adopted |
| 4 | Declaration of dividend 2009 | 17,555,345 | 0 | 0 | adopted |
| 5a | Discharge members Executive Board | 17,553,911 | 1,434 | 0 | adopted |
| 5b | Discharge members Supervisory Board | 17,553,911 | 1,434 | 0 | adopted |
| 6 | Amendment of articles of association | 17,553,919 | 0 | 1,426 | adopted |
| 7a | Extension designation ordinary shares | 17,550,845 | 4,500 | 0 | adopted |
| 7b | Extension designation authorisation to limit/exclude preferential right | 17,062,485 | 492,000 | 860 | adopted |
| 8 | Authorisation acquisition own shares | 17,394,433 | 159,486 | 1,426 | adopted |
| 9 | English language for annual accounts and report | 17,555,345 | 0 | 0 | adopted |
| 10 | Commissioning accountant to audit annual account 2010 | 17,538,719 | 16,626 | 0 | adopted |