

Written proxy

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 Biltche Hoek, De Holle Bilt 1, De Bilt, the Netherlands

The undersigned,

name

address

postal code/town/country

hereinafter referred to as "the Shareholder", acting in his capacity as holder of _____ (number) of (depository receipts for) shares in Grontmij N.V., hereby grants a power of attorney to:

name*

address

postal code/town/country

to represent the Shareholder at the AGM of Grontmij N.V. and to speak and vote on behalf of the Shareholder in respect of the items on the agenda for the AGM (please indicate which is applicable):

- without specific voting instruction
 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

* Fill in the name of the person to whom you wish to grant the proxy. If you do not have a preference for a representative, fill in 'Grontmij' or 'Allen & Overy'. In this respect 'Grontmij' refers to any employee of Grontmij N.V. or one of its group companies, to be appointed by the Executive Board of the company. In this respect 'Allen & Overy' refers to civil law notary Mr. G.W.Ch. Visser and/or each (junior) civil law notary and notarial employee of Allen & Overy LLP.

The written proxy must have been received by the Executive Board at the offices of the company (Visiting address: De Holle Bilt 22, 3732 HM De Bilt, the Netherlands; Postal address: PO-box 203, 3730 AE De Bilt, the Netherlands) or at the offices of Fortis Bank (Nederland) N.V. (Visiting address: Rokin 55, 1012 KK Amsterdam, the Netherlands; Postal address: PO-box 243, 1000 AE Amsterdam, the Netherlands) ultimately on Friday 8 May 2009 5pm. If the proxy has been given to Allen & Overy, the written proxy must have been received by Allen & Overy at its office in Amsterdam (Allen & Overy, G.W.Ch. Visser, PO-box 75440, 1070 AK Amsterdam, the Netherlands) ultimately on Friday 8 May 2009 5 pm.