

# Written proxy

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 Shareholder', acting in his capacity as holder of  (number) (depository receipts for) ordinary 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	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

\* 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, his deputy 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 office of the company (visiting address: De Holle Bilt 22, 3732 HM De Bilt, the Netherlands; postal address: P.O. Box 203, 3730 AE De Bilt, the Netherlands) or at the office of Fortis Bank (Nederland) N.V. (visiting address: Rokin 55, 1012 KK Amsterdam, the Netherlands; postal address: P.O. Box 243, 1000 AE Amsterdam, the Netherlands) ultimately on Wednesday 12 May 2010, 5 PM.

If the proxy is granted to Allen & Overy, the written proxy must have been received by Allen & Overy at its office in Amsterdam (Allen & Overy, Mr G.W.Ch. Visser, P.O. Box 75440, 1070 AK Amsterdam, the Netherlands) ultimately on Wednesday 12 May 2010, 5 PM.