

**STICHTING ADMINISTRATIEKANTOOR  
VAN AANDELEN GRONTMIJ N.V.**

**AGENDA**

for the meeting of holders of depositary receipts of ordinary shares in Grontmij N.V., to be held on Wednesday 8 April 2009 at 10.00 a.m. at the offices of Grontmij N.V., on De Holle Bilt 22, in 3732 HM De Bilt

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1. Opening
2. Opportunity to recommend candidates for the appointment of two members of the board
3. Close

*Explanation:*

A vacancy has occurred on the board due to Mr E.P. Heiden standing down with effect from 31 December 2009 in connection with having served on the board for the maximum term of appointment. Furthermore, according to the rotation schedule for standing down, Mr B. van Nederveen will stand down this spring. Mr Van Nederveen is available for reappointment. The board of the Stichting appoints the members of the board. The holders of depositary receipts will have the opportunity to recommend candidates for the filling of these two vacancies.

The following profile applies to the vacancy left by the standing down of Mr Heiden. The person recommended for appointment should have a legal background and should have demonstrable experience in the field of corporate law in general and in particular with that part of corporate law that involves larger (stock market listed) companies, and especially the corporate governance of such companies.

The following profile applies to the vacancy left by the standing down of Mr Van Nederveen. The person recommended for appointment should have knowledge of and experience in the specific sector in which Grontmij N.V. is active, namely the provision of multidisciplinary consultancy and engineering services for projects in the the environment, water, energy, building, industry and transport sectors.

It applies to both vacancies that the person recommended for appointment will unconditionally support the objective of the Stichting and will be prepared to accept a possible appointment. Furthermore, according to the articles of the Stichting, the person recommended for appointment as a member of the board must be independent of Grontmij N.V. in the sense that he/she is not tied to or affiliated in any other way with shareholders or holders of depositary receipts holding a stake of more than 10% of the issued capital of Grontmij N.V. Recommendations must be submitted in writing and accompanied by the CV of the person involved in which the aforementioned relevant expertise and the independence required is adequately shown, together with a statement by the person involved that shows that he/she is

prepared to accept a possible appointment as well as the conditions attached to such an appointment. These documents must be received at the office of the Stichting at the address stated below no later than on Friday 3 April 2009, at 17.00 p.m. When appointing a member to the board, the board needs to have reasonable faith that he/she will work fruitfully and effectively on the board of the Stichting.

Without prejudice to the possibility indicated above of making a recommendation, the board announces that the intention is to fill the vacancy left by the standing down of Mr Heiden by appointing Mr A.G. van der Kolk as a member of the board of the Stichting. Mr Van der Kolk is the former Secretary and General Counsel of Koninklijke Sphinx in Maastricht and has a great deal of experience in the field of corporate law in general and in particular that part of the practice of corporate law that involves larger (stock market listed) companies, and the related corporate governance of such companies.

Furthermore, the board announces that the intention is to reappoint Mr Van Nederveen as a member of the board of the Stichting due to his proven abilities as a member of the board of the Stichting and his affinity with and knowledge of the business of Grontmij N.V.

The CVs of both Mr Van der Kolk and Mr Van Nederveen are available at the office of the Stichting at the address below and can also be read at [www.grontmij.com](http://www.grontmij.com).

De Bilt, 24 March 2009.

The Board of Management of

Stichting Administratiekantoor van Aandelen Grontmij N.V.

De Holle Bilt 22

3732 HM De Bilt