

The purpose of Stichting Preferente aandelen Grontmij (the 'Foundation') is to look after the interests of Grontmij, its business and those involved. This purpose can be pursued through acquiring preference shares and exercising the rights attached to those shares. The possibility of issuing preference shares to the Foundation is an anti-takeover measure (see page 48 of the annual report).

As at 31 December 2009, no preference shares were issued.

ACTIVITIES

The board of the Foundation met on two occasions during the year under review. The following topics were discussed during these meetings:

- the annual figures for 2008 and the interim figures for 2009;
- the Foundation's credit facility;
- the membership of the Foundation's board and its retirement schedule;
- the purpose of the Foundation, the option agreements entered into with Grontmij and the relevant developments on this matter in the Netherlands.

COMPOSITION

On 31 December 2009 the board consisted of the following members:

- **Jhr. R.J.M. de Beaufort** (chairman)
Year born 1947 **Nationality** Dutch **Term ends and eligible for reappointment** 2011 **Most important previous position** managing director of Bank Insinger De Beaufort.
- **S.C. Peij**
Year born 1970 **Nationality** Dutch **Term ends and eligible for reappointment** 2013 **Present position** director of Governance University (Netherlands) B.V.
- **A.J. ten Cate**
Year born 1953 **Nationality** Dutch **Term ends and eligible for reappointment** 2012 **Present position** owner-director of Enatco B.V., a consultancy firm for the pharmaceutical industry.

In 2009 Mr Peij was reappointed for another four year term.

As at 31 December 2009 Mr De Beaufort held 4,316 (2008: 4,316) Grontmij shares. As at 31 December 2009 Mr Peij and Mr Ten Cate did not hold (depository receipts) for Grontmij shares. The remuneration for the chairman and the other board members amounted to € 4,538 (2008: € 4,538).

OTHER

The operating costs of the Foundation amounted to € 16,540 (2008: € 16,541) and are borne by Grontmij, in accordance with existing agreements. The Foundation is independent of Grontmij in accordance with the provisions of article 5:71 paragraph 1 sub c of the Act on Financial Supervision (Wet op het financieel toezicht).

CONTACT

Stichting Preferente aandelen Grontmij
P.O. Box 203
3730 AE De Bilt
The Netherlands
Contact: Mr R.J.M. de Beaufort, T +31 20 521 52 13.

De Bilt, 10 March 2010

R.J.M. de Beaufort (chairman)
S.C. Peij
A.J. ten Cate