

Main elements contract of G.M.P.A. van Boekel

Date	19 July 2021	From	The Supervisory Board
Subject	Remuneration G.M.P.A. van Boekel	Telephone	+31 (0) 6 222 11 956
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To *Extraordinary General Meeting of
Shareholders of Heijmans N.V.*

The main elements of the contract of G.M.P.A. van Boekel

The Supervisory Board (RvC) of Heijmans N.V. will explain the intended appointment of Gavin van Boekel at the Extraordinary General Meeting of Shareholders of Heijmans N.V., which meeting will be held on Monday 30 August 2021. The RvC intends to appoint him effective as from 1 September 2021 as member of the Executive Board (RvB) and as CFO of Heijmans N.V. for a period of four years. The contract for services, the main elements of which are explained below in accordance with best practice provision 3.4.2 of the current Corporate Governance Code, includes a mutual notice period of three months. The contract was drawn up with due observance of the current Heijmans RvB Remuneration Policy, which was approved by the AGM on 15 April 2020 and published on the Heijmans website under Corporate Governance.

Fixed income

As from the commencement of the appointment, the agreed, fixed annual salary (including holiday pay) amounts to € 425,000,- gross per full calendar year. A tax-free expense allowance in the amount of € 5448,- is paid annually.

Variable remuneration

In accordance with the RvB Remuneration Policy, the variable remuneration scheme will apply, which comprises both a short-term and a long-term variable remuneration. Reference is made to the RvB Remuneration Policy for details regarding the variable remuneration.

Bonus Investment Share Matching Plan (SMP)

A member of the RvB may participate in the SMP on a voluntary basis by using at most 50% of the short-term variable remuneration to purchase (depository receipts) for shares in Heijmans. The so-called matching shares are allocated after three years provided that the participant is still in office at that point.

Pension and incapacity for work

In order to be able to provide an adequate pension scheme for own account and risk, a gross payment will be made that amounts to € 65,000,- per full calendar year effective as from the appointment. The customary provisions in the area of illness, incapacity for work and accidents apply as well.

Compensation upon dismissal

In accordance with best practice 3.2.3 of the current Corporate Governance Code, the severance payment amounts at most to once the agreed annual salary. In case of a 'change of control', there may be entitlement to a compensation of twice the agreed annual salary subject to conditions.

Miscellaneous

A non-recurring Sign-On bonus will be paid upon appointment, which will amount to € 150,000,- gross by way of compensation of the lapse of certain entitlements with the previous employer and that have to be paid back subject to certain conditions. A car matching the position will be made available. The customary provisions concerning confidentiality and non-competition apply as well.

Heijmans N.V.
Rosmalen, 19 July 2021