

**Adoption of result
appropriation/dividend for 2023
Royal Heijmans N.V.**

Date	30 April 2024	From	Executive Board
Subject	Result appropriation/dividend for 2023	Telephone	+31 (0)6 222 11 956
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To *Shareholders/holders of Depositary Receipts for
Shares of Royal Heijmans N.V.*

Adoption of the result appropriation/dividend for the Royal Heijmans N.V. 2023 Financial Year

The shareholders and the holders of depositary receipts for shares of Royal Heijmans N.V. during the Annual General Meeting of Shareholders held on 30 April 2024, adopted the proposal of the Executive Board of Royal Heijmans N.V. to issue a dividend of € 0.89 per ordinary share or depositary receipt for share with a face value of € 0.30. At the option of the shareholder or holder of depositary receipts for shares, the dividend can be paid entirely in cash (subject to withholding 15% dividend tax) or entirely in the form of depositary receipts for shares chargeable to the tax-free premium reserve. In total, a dividend will be paid on 26,825,860 ordinary shares or depositary receipts for shares.

This resolution of the Annual General Meeting of Shareholders also implies that the Executive Board has been granted authority in accordance with Article 31 paragraph 7 of the Royal Heijmans N.V. articles of association to issue the number of ordinary shares chargeable to the premium reserve required to pay the stock dividend.

The Executive Board has been authorized by the General Meeting of Shareholders to establish the conversion ratio between the cash and stock dividend. The determination of the number of ordinary shares and depositary receipts for shares giving entitlement to one new depositary receipt for share will be fixed such that the value of the dividend in depositary receipts for shares will be virtually the same as the value of the dividend in cash.

Shareholders and holders of depositary receipts for shares will be given the opportunity to communicate their choice from 7 May 2024 up to and including 22 May 2024 (at the close of trading). On 23 May 2024, following the close of the Euronext Amsterdam by NYSE Euronext stock exchange, the number of dividend entitlements giving entitlement to one new Royal Heijmans N.V. share will be determined. The equivalent amount of the dividend in shares will be established on the basis of the average weighted share price of the last 3 trading days of the option period. If no option is exercised, the dividend will be paid in the form of depositary receipts for shares. In the event of payment in the form of depositary receipts for shares, any residual fraction will be settled in cash. There will be no trade in stock dividend entitlements. The maximum number of shares or depositary receipts for shares to be issued is equal to 26,825,860 divided by the still to be determined dividend entitlements giving entitlement to one new share. The depositary receipts for ordinary shares to be issued as stock dividend will be admitted for listing without prospectus pursuant to article 1(4)(h) and article 1(5)(g) of the Prospectus Regulation, provided a document is made available containing

information on the number and nature of the shares or depositary receipts for shares and the reasons for and particularities of the offer.

The information in the proposal for result appropriation on the basis of which the Annual General Meeting of Shareholders has adopted the proposal on 30 April 2024 in combination with the press releases Heijmans has issued, together constitute this document. It should be noted that neither the information in the proposal for result appropriation nor the aforementioned messages and press releases are a prospectus in the sense of the Prospectus Regulation.

Calendar:

Tuesday, 30 April 2024:	AGM
Friday 3 May 2024:	ex-dividend date
Monday 6 May 2024:	record date
Tuesday, 7 May 2024:	start of option period
Wednesday, 22 May 2024:	end of option period (at close of trading day)
Thursday, 23 May 2024:	publication of conversion ratio (following the close of the stock exchange).
Thursday, 30 May 2024:	payment of cash dividend/delivery of depositary receipts for shares.

Shareholders/holders of depositary receipts for shares are requested to communicate their choice via their intermediary as specified in the Securities (Bank Giro Transactions) Act (Wet giraal effectenverkeer), within the above-mentioned option period, to ING Bank N.V. in Amsterdam, email: iss.pas@ing.nl, including the dividend entitlements to which the choice applies. The payment of the cash dividend and the delivery of depositary receipts for shares resulting from the conversion of dividend entitlements will be effected on Thursday 30 May 2024. The delivery of depositary receipts for shares to the specified intermediary will be exclusively effected on the basis of the total dividend entitlements delivered on 23 May 2024; any residual fraction will be settled in cash. A fee will be paid to the institutions admitted to the Euronext Amsterdam stock exchange at NYSE Euronext for the conversion of the dividend entitlements, so that the conversion referred to is in principle exempt from any fees for the holders of dividend entitlements.

The share of the approximately €24 million put at the disposal of the shareholders and depositary receipt holders that does not have to be paid to the shareholders and depositary receipt holders in cash in the event the payment in depositary receipts for shares option is invoked will be added to the freely distributable reserves.

Royal Heijmans N.V.
Rosmalen, 30 April 2024