



BALLAST NEDAM ADMINISTRATION OFFICE

Invitation to attend the meeting of holders of depositary receipts

The meeting of holders of depositary receipts of the **Ballast Nedam Administration Office** (*Stichting Administratiekantoor van aandelen Ballast Nedam*) (the "Administration Office") shall be held at the offices of Ballast Nedam N.V., Ringwade 71, 3439 LM Nieuwegein, the Netherlands, at 9.00 a.m. on Tuesday 17 May 2016.

Agenda:

1. Opening
2. Comments by the board of the Administration Office on the annual report for 2015
3. Statement regarding the proposed manner of voting by the management board of the Administration Office at the annual General Meeting of Ballast Nedam N.V.
4. Any other business
5. Closing

Participation instructions

Record date

The persons that shall be entitled to attend this meeting are those, who on 19 April 2016 (the "Record Date"), have those rights and are registered as such in the records of the intermediaries under the *Wet Giraal Effectenverkeer*, after all additions and deductions at that date have been processed, and who have applied for attendance to the meeting in the manner described below.

Application

Holders of depositary receipts who have the right to attend the meeting and who wish to attend and address the meeting either in person or represented by a written proxy holder, will have access to the meeting if they have applied no later than on 10 May 2016 (12.00 p.m.) with ABN AMRO Bank N.V. ("ABN AMRO") via their bank or stockbroker in whose records they are listed as holders of depositary receipts or via www.abnamro.com/evoting.

The intermediaries have to issue, no later than on 10 May 2016 (5.30 p.m.), a statement to ABN AMRO with the number of depositary receipts that are held and registered by the holders of depositary receipts respectively on the Record Date. With the registration the intermediaries are requested to state the full name and address of the concerned holders, thus allowing an efficient check of the holdership at the date of registration.

Admission to the Meeting

Holders of depositary receipts will receive a registration confirmation from their bank after the Record Date by e-mail or mail. The registration confirmation will serve as attendance card to the meeting. The number of depositary receipts that the holder of depositary receipts holds, is stated on the registration list that Ballast Nedam N.V. will receive from ABN AMRO. In case a holder of depositary receipts will not timely be in the possession of a registration confirmation, this holder of depositary receipts or, if such holder is unable to attend the meeting in person, his/her authorized representative, is requested to, prior to the start of the meeting, prove his/her identity at the entrance counter with a valid identity card. After verification of the details as stated on the registration list, the holder of depositary receipts or its authorized representative receives an attendance card to the meeting.

The registration confirmation does not however serve as attendance card to the annual General Meeting of Ballast Nedam N.V., which meeting shall start at 10.00 a.m. Registration for the annual General Meeting is a separate procedure. However, at the occasion of signing the attendance list for the meeting of holders of depositary receipts, the attendance list for the above-mentioned General Meeting can also be signed.

Parking/public transport

Please see the attached route description for directions to our office. Once you are at the office, the parking places are pointed out. You are kindly requested to register at the entrance of the F-tower.

Nieuwegein, 5 April 2016

Ballast Nedam Administration Office
The Management Board