

# Press release

## Grontmij shareholders meeting adopted all proposed resolutions

**De Bilt, 9 May 2012 – The annual General Meeting of Shareholders of Grontmij N.V., which was held today, adopted all proposed resolutions.**

The General Meeting of Shareholders adopted the proposal to issue ordinary shares with the exclusion of the preferential subscription rights and to amend the articles of association to allow for the rights offering of approximately € 80 million.

The proposal for a second amendment of the articles of association was also adopted allowing for the introduction of deposit shares replacing the current depositary receipts for shares after completion of the rights offering.

Furthermore, the amendment of the remuneration policy was adopted. The Executive Board members will receive part of their variable remuneration through a long term incentive share plan. The initial proposal included the possibility for the Supervisory Board to apply a discount on the average share price when calculating the number of shares to be granted to the members of the Executive Board. Upon request of some major shareholders, the Supervisory Board agreed not to apply such discount. Further, the Supervisory Board withdrew its proposal for a new one-off cash bonus related to the dividend policy. Upon request of some major shareholders, this proposal will be put on the agenda of the next General Meeting of Shareholders in an amended form.

In addition, the other proposed resolutions that are customary for a general meeting were adopted, including the adoption of the annual accounts and the allocation of the loss for 2011, discharge of the (former) members of the Executive Board and the Supervisory Board, extension of the designation of the Executive Board to issue shares and to limit or exclude preferential rights (other than in connection with the rights offering), authorisation of the Executive Board to acquire own shares or depositary receipts for such shares by the company and the assignment of Deloitte Accountants B.V. to audit the annual accounts for 2012.

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