

REMUNERATION COMMITTEE REGULATIONS

BALLAST NEDAM N.V.

20 November 2015

INTRODUCTION

These Regulations have been adopted on 21 July 2015 pursuant to Article 6 of the Regulations of the Supervisory Board and are valid as of 20 November 2015.

1. DUTIES REMUNERATION COMMITTEE

- 1.1. Notwithstanding article 2.2 of the Regulations of the Supervisory Board, the Remuneration Committee's task is to support and advise the Supervisory Board in relation to the subjects listed in article 1.2 of said Regulations and to prepare the decision-making of the Supervisory Board.
- 1.2. The Remuneration Committee has the following duties:
 - a. to make proposals for the Supervisory board regarding the policy around remuneration of members of the Board of Management, as well as any material change of such policy, for approval by the General Meeting of Shareholders;
 - b. to make proposals, in line with the remuneration policy adopted by the General Meeting of Shareholders, with regard to the remuneration of the individual members of the Board of Management, which proposal should address at least the following topics: (i) salary structure, (ii) height of fixed and variable salary components (amongst which the granting (or not) of (certificates of) shares and/or options), pension rights, severance scheme and other types of compensation, as well as the performance criteria and the use thereof;
 - c. to make proposals for the remuneration of the individual members of the Supervisory Board, to be approved by the General Meeting of Shareholders;
 - d. to prepare a remuneration report on the execution of the remuneration policy, to be approved by the Supervisory Board.
- 1.3. The Remuneration report should contain (i) a description of the manner in which the remuneration policy has been executed in the previous financial year, (ii) a forecast of the remuneration policy for the upcoming financial years by the Supervisory Board, (iii) description of how the current remuneration policy will contribute to the realisation of long term goals of the Company; and (iv) at least the following other information:
 - a. a scheme of costs incurred by the Company in the current financial year in respect of the remuneration of the members of the board of Management. This scheme should distinguish between fixed salary, cash annual bonus, awarded (certificates of) shares, options and pension rights and other benefits. The appreciation of the awarded (certificates of) shares, options and pension rights should take place in accordance with the standards applicable to the Annual Report;
 - b. A statement that the 'scenario-analysis', as mentioned in best practice clause 11.2.1 of the Dutch Corporate Governance Code 2008, has been made;
 - c. If applicable, a minimum and maximum range per individual member of the Board of Management of conditional shares or other remuneration elements that may be awarded within the financial year at the moment the member of the Board of Management has realised the required performance(s) in relation thereto;

- d. If applicable, a table with information, including amongst others the value of shares, options and other remuneration components based on shares, as mentioned and required in best practice clause 11.2.13 sub d of the Dutch Corporate Governance Code 2008;
- e. An overview of the significance of the variable and non-variable parts of the remuneration and, if applicable, the motivation for any nominal changes in the non-variable part of the remuneration;
- f. If applicable, the composition of the group of companies ("peer group") the remuneration policy of which also determines the height and composition of the remuneration of members of the Board of Management;
- g. A description of (i) the performance criteria that underpin any variable remuneration, to the extent this does not breach commercial confidentiality obligations, and (ii) the part of the variable remuneration that is determined by the Supervisory Board;
- h. A motivated summary of the methods used to establish if any performance criteria are met;
- i. A motivated summary of (i) the choice for performance criteria; (ii) the relation between the chosen performance criteria and the currently applicable strategic goals; and (iii) the relation between remuneration and performance ex ante and ex post;
- j. Applicable arrangements for pensions and the financial costs in relation thereto;
- k. Arrangements for employment termination payments (golden handshakes) for members of the Board of Management;
- l. Explanation of the additional types of compensations paid or payable to a (previous) member of the Board of Management during the pending financial year;
- m. A motivated summary of the severances paid/payable or pledged to a (previous) member of the Board of Management that is leaving the Company in the pending financial year.

2. COMPOSITION, EXPERTISE AND INDEPENDENCE OF THE REMUNERATION COMMITTEE

- 2.1 The Remuneration Committee is a standing committee of the Supervisory Board.
- 2.2 The Remuneration Committee shall consist of at least two members of the Supervisory Board. The terms of office of a member of the committee will generally not be determined in advance. The terms of office shall, amongst other things, be conditional upon the composition of the Supervisory Board as a whole and the other committees from time to time.
- 2.3 Notwithstanding article 3.4 of the Regulations of the Supervisory Board, the following requirements should be considered in composing this committee:
 - a. neither the chairman of the Supervisory Board, nor one or more (previous) members of the Board of Management, nor one or more members of a Board of Management of another company listed at a Stock Exchange, is entitled to be chairman of the Remuneration Committee at the same time.

3. CHAIRMAN

- 3.1 With due observance of article 2 of these Regulations, the Supervisory Board will appoint one of its members of the Remuneration Committee as its Chairman. The Chairman's main responsibility is the proper functioning of the Remuneration Committee. The Chairman will be the spokesman of the Remuneration Committee and will be the primary point of contact towards the Supervisory Board..

4. REMUNERATION COMMITTEE MEETINGS (AGENDA, PARTICIPANTS AND NOTES)

- 4.1 The Remuneration Committee shall at least meet once a year and more often if deemed necessary by one or more of its members. Meetings will generally be held in the office of the Company, but may take place elsewhere.
- 4.2 The Remuneration Committee may also advise outside a regular meeting, provided that all members of the Remuneration Committee agree on the procedures around establishment and content of its proposed advice. The Chairman will monitor the proper recording in writing of said advice and its signing by the members of the Remuneration Committee.
- 4.3 The Remuneration Committee will decide whether and when one or more members of the Board of Management, employees of Ballast Nedam or external experts should be present at the committee's meeting.
- 4.4 Meetings are called by or on behalf of the Chairman or another member of the Remuneration Committee. The announcement of and agenda for the meetings shall be provided to the members of the Remuneration Committee at the earliest possible moment before the meeting.
- 4.5 A report of a concluded meeting will be drawn up. By rule this report will be approved by the committee during the next meeting. If however all members of the Remuneration Committee agree with the content of the report, approval may also take place earlier.

5. RELEVANT APPLICATION OF ARTICLES FROM THE REGULATIONS OF THE SUPERVISORY BOARD

Articles 1.1, 1.2, 11.1, 19 and 20 of the Regulations of the Supervisory Board are applicable to these Regulations.

• DEFINITIONS

Remuneration Committee shall mean the Remuneration Committee of the Supervisory Board.

Board of Management shall mean the Company's Board of Management.

Company shall mean Ballast Nedam N.V., including, where appropriate, the subsidiaries and any other group companies of the Company, the financial data of which is included in the Company's consolidated Annual Accounts.

Supervisory Board shall mean the Company's Supervisory Board.