

## ROYAL BAM GROUP N.V.

### SUMMARY ADOPTED RESOLUTIONS

#### ANNUAL GENERAL MEETING OF SHAREHOLDERS OF 21 APRIL 2010

The Annual General Meeting of Shareholders of 21 April 2010 has adopted the following resolutions.

2c The annual accounts 2009 were adopted, as proposed.

<b>Casted votes in favour</b>	42,843,932 (99.95%)	31.50%
<b>Casted votes against</b>	22,904 (0.05%)	0.02%
<b>Total casted votes</b>	42,866,836	31.52%
<b>Abstention</b>	4,101	

3 A cash dividend of €0.10 for 2009 has been declared.

<b>Casted votes in favour</b>	42,835,297 (99.93%)	31.49%
<b>Casted votes against</b>	29,098 (0.07%)	0.02%
<b>Total casted votes</b>	42,864,395	31.51%
<b>Abstention</b>	6,641	

4 The decisions of the members of the Executive Board in their conduct of the business during 2009 has been ratified.

<b>Casted votes in favour</b>	42,819,445 (99.91%)	31.48%
<b>Casted votes against</b>	37,304 (0.09%)	0.03%
<b>Total casted votes</b>	42,856,749	31.51%
<b>Abstention</b>	13,842	

5 The supervision exercised by the members of the Supervisory Board during 2009 in respect of the Executive Board's conduct of the business has been ratified.

<b>Casted votes in favour</b>	42,813,690 (99.89%)	31.48%
<b>Casted votes against</b>	45,581 (0.11%)	0.03%
<b>Total casted votes</b>	42,859,271	31.51%
<b>Abstention</b>	11,421	

- 6a The Executive Board has been authorized to issue and grant rights to acquire ordinary shares in connection with the rights issue, as proposed.

<b>Casted votes in favour</b>	41,901,923 (97.76%)	30.81%
<b>Casted votes against</b>	962,271 (2.24%)	0.71%
<b>Total casted votes</b>	42,864,194	31.51%
<b>Abstention</b>	9,142	

- 6b The Executive Board has been authorized to restrict or exclude the priority right in relation to ordinary shares in connection with the rights issue, as proposed.

<b>Casted votes in favour</b>	41,691,892 (97.28%)	30.65%
<b>Casted votes against</b>	1,164,201 (2.72%)	0.86%
<b>Total casted votes</b>	42,856,093	31.51%
<b>Abstention</b>	11,715	

- 7a The Executive Board has been authorized to act on behalf of the company to acquire ordinary shares in the company's own capital, as proposed.

<b>Casted votes in favour</b>	42,834,177 (99.97%)	31.49%
<b>Casted votes against</b>	13,150 (0.03%)	0.01%
<b>Total casted votes</b>	42,847,327	31.50%
<b>Abstention</b>	18,779	

- 7b The Executive Board has been authorized to act on behalf of the company to acquire Class F preference shares in the company's own capital, as proposed.

<b>Casted votes in favour</b>	42,401,474 (98.96%)	31.17%
<b>Casted votes against</b>	445,953 (1.04%)	0.33%
<b>Total casted votes</b>	42,847,427	31.50%
<b>Abstention</b>	18,078	

- 8 The change of the articles of association in connection with the introduction of the mitigated structure regime has been adopted.

<b>Casted votes in favour</b>	42,830,458 (99.98%)	31.49%
<b>Casted votes against</b>	7,830 (0.02%)	0.01%
<b>Total casted votes</b>	42,838,288	31.49%
<b>Abstention</b>	22,919	

9 Mr W. van Vonno has been reappointed as member of the Supervisory Board.

<b>Casted votes in favour</b>	42,273,432 (98.70%)	31.08%
<b>Casted votes against</b>	556,457 (1.30%)	0.41%
<b>Total casted votes</b>	42,829,889	31.49%
<b>Abstention</b>	34,695	

10 PricewaterhouseCoopers has been reappointed as external auditor in charge of the audit of the 2010 annual report.

<b>Casted votes in favour</b>	31,799,558 (99.92%)	23.38%
<b>Casted votes against</b>	25,307 (0.08%)	0.02%
<b>Total casted votes</b>	31,824,865	23.40%
<b>Abstention</b>	11,032,075	

The number of issued shares: 136,016,230

The total votes that could be casted based on the attendance list: 42,882,550

The percentage of the total issued share capital present in the meeting was: 31.53%

Clarification:

- Line 1: column 2 reflects the total number of valid votes casted in favour of the proposal (with the percentage that this number represents of the total valid votes casted) and column 3 reflects the percentage that this total number represents of the total issued share capital.
- Line 2: column 2 reflects the total number of valid votes casted against the proposal (with the percentage that this number represents of the total valid votes casted) and column 3 reflects the percentage that this total number represents of the total issued share capital
- Line 3: column 2 the total number of valid votes casted (= the total number of shares for which votes have been validly casted) and column 3 reflects the percentage that this total number represents of the total issued share capital
- Line 4: column 2 the number of abstentions.