



Financial statements

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Consolidated income statement

(x €1,000)	Notes	2025	2024
<i>Continued operations</i>			
Revenue	6	7,039,900	6,454,951
Materials and third party services		(5,104,709)	(4,698,352)
Personnel expenses	7	(1,323,064)	(1,228,767)
Depreciation and amortisation		(157,791)	(127,769)
Impairments	9	7,050	(4,433)
Exchange rate differences		(314)	(3,058)
Other operating expenses		(247,538)	(276,802)
Other income	8	2,053	673
Share in result of joint ventures and associates	17	22,608	(57,651)
Operating result		238,195	58,792
Finance income	10	25,984	23,400
Finance expense	10	(15,631)	(14,862)
Result before tax		248,548	67,330
Income tax	11	(37,560)	(5,164)
Result from continued operations		210,988	62,166
<i>Discontinued operations</i>			
Result from discontinued operations	12	-	20,069
Net result		210,988	82,235
<i>Attributable to:</i>			
Shareholders of the Company		210,990	82,248
Non-controlling interests		(2)	(13)
Earnings per share (x €1)			
Basic earnings per share	13	0.81	0.31
Diluted earnings per share	13	0.80	0.30
Earnings per share from continued operations (x €1)			
Basic earnings per share	13	0.81	0.23
Diluted earnings per share	13	0.80	0.23

Consolidated statement of comprehensive income

(x €1,000)	Notes	2025	2024
Net result		210,988	82,235
<i>Items that may be reclassified to the income statement</i>			
Fair value movement of cash flow hedge in joint ventures (net)	17	-	3,448
Reclassification of hedging reserve to income statement		-	(29,793)
Reclassification of translation reserve to income statement		-	(1,500)
Exchange rate differences		(23,527)	22,017
<i>Items that will not be reclassified to the income statement</i>			
Remeasurements of post-employment benefit obligations		(14,507)	(17,012)
Tax on remeasurements of post-employment benefit obligations		3,035	4,277
Remeasurements of post-employment benefit obligations (net)	25	(11,472)	(12,735)
Other comprehensive income		(34,999)	(18,563)
Total comprehensive income		175,989	63,672
<i>Attributable to:</i>			
Shareholders of the Company		175,995	63,674
Non-controlling interests		(6)	(2)

Consolidated statement of financial position

<i>(x €1,000)</i>	<i>Notes</i>	31 December 2025	31 December 2024
Non-current assets			
Property, plant and equipment	14	251,179	244,476
Right-of-use assets	15	282,790	241,214
Intangible assets	16	376,000	348,155
Investments in joint ventures and associates	17	180,640	177,014
Other financial assets	18	138,001	122,425
Employee benefits	25	35,095	46,123
Deferred tax assets	11	110,904	111,875
		1,374,609	1,291,282
Current assets			
Inventories	19	532,894	464,589
Trade and other receivables	20	1,290,259	1,260,883
Income tax receivable		20,314	20,288
Cash and cash equivalents	21	883,427	763,420
		2,726,894	2,509,180
Assets classified as held for sale	22	-	90,544
		2,726,894	2,599,724
Total assets		4,101,503	3,891,006

	<i>Notes</i>	31 December 2025	31 December 2024
Equity			
Equity attributable to owners of the Company		958,047	895,513
Non-controlling interests		394	26
Group equity	23	958,441	895,539
Non-current liabilities			
Borrowings	24	56,347	59,838
Lease liabilities	15	190,364	178,100
Employee benefits	25	21,121	27,248
Provisions	26	85,806	64,646
Deferred tax liabilities	11	9,071	6,919
		362,709	336,751
Current liabilities			
Borrowings	24	34,591	7,012
Lease liabilities	15	100,446	78,263
Trade and other payables	27	2,503,589	2,433,603
Provisions	26	133,329	116,155
Income tax payable		8,398	23,683
		2,780,353	2,658,716
Total equity and liabilities		4,101,503	3,891,006

Consolidated statement of changes in equity

	Notes	Attributable to the shareholders of the Company					Non-controlling interests	Total equity
		Share capital and premium	Translation reserve	Hedging reserve	Retained earnings	Total		
(x €1,000)								
As at 1 January 2024		839,311	(86,723)	26,369	141,538	920,495	324	920,819
Cash flow hedges in joint ventures		-	-	3,448	-	3,448	-	3,448
Reclassification of reserves to income statement	22	-	(1,500)	(29,793)	-	(31,293)	-	(31,293)
Remeasurements of post-employment benefit obligations	25	-	-	-	(12,735)	(12,735)	-	(12,735)
Exchange rate differences		-	22,006	-	-	22,006	11	22,017
Other comprehensive income, net of tax		-	20,506	(26,345)	(12,735)	(18,574)	11	(18,563)
Net result		-	-	-	82,248	82,248	(13)	82,235
Total comprehensive income		-	20,506	(26,345)	69,513	63,674	(2)	63,672
Repurchase of ordinary shares	23	-	-	-	(65,525)	(65,525)	-	(65,525)
Dividend	23	-	-	-	(25,840)	(25,840)	(296)	(26,136)
Share-based payments	29	-	-	-	2,709	2,709	-	2,709
Total transactions with owners		-	-	-	(88,656)	(88,656)	(296)	(88,952)
As at 31 December 2024		839,311	(66,217)	24	122,395	895,513	26	895,539
Remeasurements of post-employment benefit obligations	25	-	-	-	(11,472)	(11,472)	-	(11,472)
Exchange rate differences		-	(23,523)	-	-	(23,523)	(4)	(23,527)
Other comprehensive income, net of tax		-	(23,523)	-	(11,472)	(34,995)	(4)	(34,999)
Net result		-	-	-	210,990	210,990	(2)	210,988
Total comprehensive income		-	(23,523)	-	199,518	175,995	(6)	175,989
Repurchase of ordinary shares	23	-	-	-	(50,036)	(50,036)	-	(50,036)
Cancellation of shares	23	(1,204)	-	-	1,204	-	-	-
Dividend	23	-	-	-	(65,998)	(65,998)	(47)	(66,045)
Share-based payments	29	-	-	-	2,573	2,573	-	2,573
Other		-	-	(24)	24	-	421	421
Total transactions with owners		(1,204)	-	(24)	(112,233)	(113,461)	374	(113,087)
As at 31 December 2025		838,107	(89,740)	-	209,680	958,047	394	958,441

Consolidated statement of cash flows

<i>x €1,000</i>	<i>Notes</i>	2025	2024		<i>Notes</i>	2025	2024
Net result from continued operations		210,988	82,235	Net cash flow from operating activities (<i>continued</i>)		344,683	257,330
Adjustments for:				Investments in property, plant and equipment	14	(63,523)	(72,999)
• Income tax	11	37,560	5,164	Investments in intangible fixed assets	16	(37,202)	(12,323)
• Depreciation, amortisation and impairments		150,741	132,202	Investments in non-current receivables and other financial assets	17/18	(40,614)	(48,418)
• Share in result of joint ventures and associates	17	(22,608)	57,651	Repayments of non-current receivables and other financial assets	17/18	22,723	20,607
• Result on sale of property, plant and equipment and intangible fixed assets	8	(2,053)	(673)	Proceeds from sale of property, plant and equipment and intangible fixed assets	8	12,669	4,899
• Share based payments	29	2,573	2,709	Net proceeds from sale of subsidiaries and associates	17	110,089	-
• Finance income	10	(25,984)	(23,400)	Net cash flow from investing activities		4,142	(108,234)
• Finance expense	10	15,631	14,862	Proceeds from borrowings	24	33,342	12,549
Interest received		24,318	22,767	Repayments of borrowings	24	(9,254)	(7,273)
Interest paid		(19,805)	(18,461)	Repayments of principal portion of lease liabilities	15	(105,877)	(86,008)
Income tax paid		(37,615)	(15,466)	Payment of dividend	23	(66,045)	(26,135)
Dividends received from joint ventures and associates	17	20,391	25,066	Repurchase of ordinary shares	23	(50,036)	(65,525)
Cash flow from operations		354,137	284,656	Net cash flow from financing activities		(197,870)	(172,392)
Changes in provisions and pensions		26,164	(30,247)	Total cash flow		150,955	(23,296)
Decrease/(increase) in inventories		(55,358)	15,612	Cash and cash equivalents on 1 January	21	763,420	757,333
Decrease/(increase) in trade and other receivables		(52,799)	26,341	Exchange rate differences on cash and cash equivalents		(30,948)	29,383
Increase/(decrease) in trade and other payables		72,539	(39,032)	Cash and cash equivalents on 31 December	21	883,427	763,420
Net cash flow from operating activities		344,683	257,330				

Notes to the consolidated financial statements

1. General information

Royal BAM Group nv ('the Company' or 'BAM') and its subsidiaries (together, 'the Group') design, build and maintain sustainable buildings, homes, and infrastructure for public and private clients. The Group has operations in the Netherlands, the United Kingdom, Ireland and Belgium. In earlier years, the Group also had operations in Germany and in niche markets worldwide.

The Company is a public limited company listed on the Euronext Amsterdam and has its registered seat and head office in Bunnik, the Netherlands. The address is Runnenburg 9, 3981 AZ, Bunnik, the Netherlands. The Company is registered at the Chamber of Commerce under number 30058019.

The Executive Board and the Supervisory Board authorised the financial statements for issue on 25 February 2026.

2. Accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union and also comply with the financial reporting requirements included in Part 9 of Book 2 of the Dutch Civil Code.

The financial statements have been prepared on a going concern basis and, unless otherwise stated, under the historical cost convention. The material accounting policies applied in the preparation of these consolidated financial statements have been consistently applied, unless otherwise stated.

The preparation of financial statements requires management to use certain critical accounting estimates and to make judgements and use assumptions that affect the amounts of assets and liabilities, income and expense. Areas involving a higher degree of judgments or complexity, or areas with significant assumptions and estimates are disclosed in note 4.

2.1.1 Climate-related matters

The Group continuously takes steps to reduce its footprint and create sustainable environments. The Group's strategy focuses amongst other things on the themes of decarbonisation, circularity and climate adaptation and is working towards the following targets:

- an 80% relative reduction (versus 2015) of Scope 1 and 2 CO₂ intensity by 2026.
- a 50% relative reduction (versus 2019) of Scope 3 CO₂ emissions in 2030.
- a 75% reduction (versus 2015) of construction and office waste intensity by 2030.

On a long term basis, the Group's ambition is to have a reduced impact on climate and resources by 2050.

The following table summarises the most relevant financial impacts of these targets:

Target	Financial impact
<i>Reduction of Scope 1 and 2 CO₂ intensity</i>	The target is planned to be achieved by amongst others the use of renewable energy in all offices, the replacement of use of diesel on project sites by biofuels or establishing early grid-connections in combination with the use of electrical equipment. Most of these initiatives predominantly require a change to ways of working rather than significant investments, but some may also result in higher costs, for example the use of biofuel instead of diesel. The financial impact of these initiatives is assessed as limited and is not considered material. Part of the reduction of CO ₂ emissions is expected to be achieved by increasing the use of electrical equipment and by electrification of the car fleet. Any associated financial effects are not considered material, as this is mostly achieved through generic replacements investments.
<i>Reduction of Scope 3 CO₂ emissions</i>	The vast majority of the Group's Scope 3 CO ₂ emissions are related to purchased goods and services (mainly concrete, steel and asphalt) and the energy use of assets that the Group has constructed. The target is planned to be achieved by offering alternative products (e.g. based on timber), low carbon product alternatives (e.g. low carbon asphalt and concrete) and recycled materials (e.g. steel) and by optimising the energy performance of assets that the Group has constructed. The Group is generally able to compensate higher costs, if any, by increased revenue and higher margins.
<i>Reduction of construction and office waste</i>	The target is planned to be achieved by supply chain collaboration and product innovation as part of the Group's ongoing activities, i.e. it is not expected to result in a material increase in costs or investments. The financial impact is therefore not considered material.

In its 2025 double materiality assessment, the Group identified the Dutch nitrogen regulatory environment as a material pollution-related risk and the energy transition as a material long-term opportunity with potential financial effects. Nitrogen developments were assessed for their possible impact on permitting, project timing and compliance costs, and they remain subject to political dynamics around future nitrogen standards. However, based on information available at year-end, no project delays, impairments or provisions were applicable (Note 6.3). The energy transition creates strategic opportunities supported by strong market demand and long-term investment programmes, but related financial impacts from capacity expansion and upskilling is considered limited.

Taking the above into consideration, the Group assessed that climate related matters do not have a significant adverse financial impact on the Group's financial statements.

2.2 Changes in accounting policies

The only IFRS amendment effective from 1 January 2025 is IAS 21 “Lack of Exchangeability” and does not have a material effect on the financial statements of the Group.

A number of new standards and amendments to existing standards and interpretations are effective for annual periods beginning on or after 1 January 2026 and have not been applied in preparing these financial statements. None of these are expected to have a material effect on the financial statements of the Group except for IFRS 18 Presentation and Disclosure in Financial Statements. This standard will replace IAS 1 and is expected to be effective on 1 January 2027. The standard intends to respond to investors' demand for better information about companies' financial performance. It includes updated and/or new requirements for presentation of the income statement, guidance on aggregation and disaggregation of information and disclosure of management-defined performance measures. The Group has completed an initial assessment and is preparing for implementation to ensure readiness by the effective date.

In 2025, BAM completed the divestment of its share in Invesis. Therefore, remaining loans and receivables previously presented as 'PPP receivables', together with the related borrowings, were reclassified to 'Other financial assets' and 'Other loans' to align their presentation with the underlying contractual characteristics. This reclassification is reflected in the statement of financial position and the related disclosures, and the comparative 2024 figures have been adjusted accordingly. This affects the following notes: Note 4 (Financial risk management), Note 20 (Trade and other receivables) and Note 24 (Borrowings).

2.3 Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The cost of an acquisition is measured as the aggregate of the consideration transferred, exclusive of acquisition related costs, which are expensed as incurred. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in the income statement. Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in the income statement. The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised in the income statement.

Intercompany transactions, balances and unrealised gains and losses on transactions between group companies are eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity.

When the Group ceases to have control in a business, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in the income statement. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that business are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the profit or loss or to retained earnings.

2.4 Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in 'euro' (€), which is the Group's presentation currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement within 'exchange rate differences'.

The results and financial position of the group companies that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet;
- income and expenses are translated at average exchange rates; and
- all resulting exchange rate differences are recognised in equity in 'other comprehensive income'.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange rate differences arising from the translation of these items are recognised in 'other comprehensive income'.

The following exchange rates of the euro against the pound sterling (£) have been used in the preparation of these financial statements:

- closing exchange rate: 0.872 (2024: 0.829)
- average exchange rate: 0.854 (2024: 0.846)

2.5 Derivative financial instruments and hedging

Derivatives are used for economic hedging purposes and not as speculative investments and are recognised at fair value. The recognition of subsequent gains or losses depends on whether the derivative is designated as a hedging instrument and if so, the nature of the hedged item. The Group designates the derivatives as hedges of a particular risk associated with a recognised asset or liability, a highly probable forecast transaction or the foreign currency risk of an unrecognised commitment.

At inception of the transaction the Group documents the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are effective in offsetting changes in fair values or cash flows of hedged items. A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- there is 'an economic relationship' between the hedged item and the hedging instrument;
- the effect of credit risk does not 'dominate the value changes' that result from that economic relationship;
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

The fair value of a hedging derivative is classified as a non-current when the remaining hedged item is more than twelve months and as a current when it is less than twelve months. The effective portion of changes in the fair value of cash flow hedges is recognised in other comprehensive income, the ineffective portion is recognised immediately in the income statement.

Amounts accumulated in equity are reclassified to the income statement in the periods when the hedged item affects profit or loss. The gain or loss relating to the effective portion of interest rate swaps is recognised within ‘finance income/expense’ and the gain or loss relating to the effective portion of forward foreign exchange contracts is recognised within ‘exchange rate differences’. When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecasted transaction is ultimately recognised in the income statement. When a forecasted transaction is no longer highly probable, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement. When a disposal group is classified as held for sale, the Group concludes that any forecast transactions subject to hedge accounting are no longer highly probable. Hedge accounting is then discontinued and the cumulative gain or loss in equity is reclassified to the income statement.

2.6 Statement of cash flows

The statement of cash flows is prepared using the indirect method. Cash flows in foreign exchange currencies are converted using the average exchange rate. Exchange rate differences on the net cash position are separately presented in the statement of cash flows. Payments in connection with interest and income tax are included in the cash flow from operations. Paid dividend is included in cash flow from financing activities.

The purchase price paid for acquisitions of subsidiaries is included in the cash flow from investing activities, net of cash and cash equivalents acquired. In the statement of cash flows the interest paid related to leases is presented as part of the cash flow from operating activities, while the repayments are presented as part of the cash flows from financing activities.

Non-cash transactions are not included in the statement of cash flows.

3. Critical accounting judgements and key sources of estimation uncertainties

The preparation of these financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The reported amounts are based on factors which inherently are associated with uncertainties and actual results may therefore differ materially. The most significant judgments and estimates are summarised below.

3.1 Revenue recognition

The Group’s revenue recognition policies require management to make judgments and estimates, particularly for revenue that is recognised over time. Such revenue is generally recognised using the cost-to-cost method (i.e. an input method), which requires a forecast to be made of the profit margin on the performance obligation upon its completion and the costs yet to incur. The stage of completion is then determined by comparing actual costs incurred to date to total costs to complete the performance obligation. The Group has coordinated systems for cost estimations, forecasting and revenue and costs reporting.

Making forecasts of the profit margin upon completion of the performance obligation involves judgments and estimates on costs as well as revenue. On the cost side, estimates are to be made for costs to be incurred to complete the performance obligation as well as costs for maintenance and defect liabilities. On the revenue side estimates are to be made with respect to the amount of variable consideration and judgments are required to determine whether such variable consideration should be constrained. Variable consideration includes fees for changes in scope of work (‘variation orders’), variation orders for which the related fee is under discussion (“unapproved variation orders”) or under a legal procedure (“claims”) as well as performance bonuses and/or penalties (‘liquidated damages’). Estimates of variable consideration are to be constrained to an amount that is not highly probable of a significant reversal. The Group quantifies highly probable as a probability of 75% or more.

Variable consideration is generally included in total revenue (i.e. not constrained) when:

- the amount is already covered by a client payment;
- the Group has a formal approval from the client on the respective amount or fee proposed by the Group;
- the Group has a written instruction or approval on a change in the scope of work from the client and
- the related amounts of compensation are contractually agreed based on specific contract rates or based on costs or plus a normal profit margin;
- the additional amounts are covered by a written settlement offers from the client.

In exceptional circumstances, variable consideration may also be included in total revenue when none of the above criteria are met and/or when there is a dispute with the client. In such circumstances, the highly probable criterion is generally substantiated by an advice or opinion of a lawyer.

3.2 Income taxes

The Group is subject to income taxes in numerous jurisdictions. Judgement and estimates are required in determining the provision for income taxes, particularly in determining the carrying amount of deferred tax assets and the amount of liabilities for (potential) uncertain tax positions.

The Group decreases its tax assets or increases its liabilities for anticipated tax audit issues based on estimates of whether less tax will be received respectively additional taxes will be due. Such decrease or increase is based on the technical merits of the underlying position.

Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax assets and liabilities in the period in which such determination is made. Deferred tax assets are recognised for tax losses carry-forwards, temporary differences and tax credits, to the extent that realisation of the related tax benefit through future taxable profits is probable. This requires an estimation of the amount of future taxable profits, for which a forecast window of five years is generally applied, and judgments to assess the probability of actually achieving the forecasted levels.

3.3 Impairment of goodwill

Goodwill is tested for impairment annually. The recoverable amounts of cash-generating units are determined based on value-in-use calculations. These calculations are determined using discounted cash flow projections and require estimates in connection with the future development of revenues, profit before tax margins and the determination of appropriate discount rates. An impairment loss is recognised if the carrying amount of an asset of CGU exceeds its recoverable amount. Sensitivity analyses in respect of key assumptions are disclosed in note 16.

3.4 Impairment of land and building rights

Land and building rights are generally acquired at a premium on their value in current condition. The premium is paid as future intentions (i.e. development) represent a considerable value increase. The ultimate value of land and building rights upon development depends on a number of factors such as the number of buildings and their expected sales prices. In case the Group is not able to proceed development, e.g. upon adverse decision of a governmental body, the respective land and building rights is generally subject to an impairment.

The valuation of land and building rights, to test their respective carrying amount for impairments, is based on a net realisable value model. The net realisable value model is generally supported by a valuation of an external valuator (by rotation) to benchmark.

3.5 Pension obligations

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost for pensions include the discount rate, expected salary growth rates and expected indexation of pensions. Any changes in these assumptions will impact the carrying amount of pension obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds (AA) that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation. Other key assumptions are based on current market conditions and envisaged developments. Sensitivity analyses in respect of these assumptions are disclosed in note 25.

4. Financial risk management

4.1 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital. To maintain or adjust the capital structure, the Group may adjust dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group's aim is for a financing structure that ensures continuing operations and minimises cost of equity. For this, flexibility and access to the financial markets are important conditions. As usual within the industry, the Group monitors its financing structure through its liquidity (see note 4.2.3) and capital ratio. Capital ratio is calculated as the capital base divided by total assets. The Group's capital base consists of equity attributable to shareholders of the company. The Group's target capital ratio is above 20%. On 31 December 2025, the capital ratio was 23.4% (2024: 23.0%).

4.2 Financial risk factors

The Group's activities are exposed to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk, price risk and geopolitical and macroeconomic risk), credit risk and liquidity risk.

The Group's risk management system is designed to identify and manage risks and opportunities.

Effective risk management enables the Group to capitalise on opportunities in a carefully controlled environment. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to limit potential adverse effects on the Group's financial performance.

Financial risk management is carried out by the treasury function under policies approved by the Executive Board. These policies provide written principles for overall risk management and for specific aspects, such as foreign exchange risk, interest rate risk, credit risk and the use of (non-)derivative financial instruments. The treasury function identifies, evaluates and, when necessary, hedges financial risks.

4.2.1 Market risk

(a) Foreign exchange risk

A substantial part of the Group's activities takes place in the United Kingdom (in pound sterling) and, to a limited extent, in other non-euro countries. The Group's results and equity are therefore affected by fluctuations in foreign exchange rates. Generally, the Group is active in these non-euro countries through local subsidiaries, limiting the exchange risk as both income and expense are denominated largely in the same currency. The associated translation risk to the Group (arising from the translation of the local currency into euro) is not hedged. Due to changes in the exchange rate of the euro to pound sterling, revenue, results, equity and order book from the United Kingdom slightly decreased in 2025. At year end 2025, a 10% change in the exchange rate will impact the Group's equity by approximately €46 million (2024: circa €45 million).

A limited part of the group's activities involves projects in a different currency than the functional currency of the respective entity. Group policy is that costs and revenue for these projects are in the same currency, thus limiting foreign exchange risks. The Group may hedge the residual exchange risk using forward exchange contracts. This involves the hedging, using cash flow hedge accounting, of unconditional project-related exchange risks in excess of €1 million as soon as these occur. Any exchange risks in the tender stage and arising from contractual amendments are assessed on a case by case basis. Procedures have been established for the proper recording of hedge transactions. Systems are in place to ensure regular assessments of the hedge effectiveness measurements.

(b) Interest rate risk

The Group is exposed to interest rate risk on interest-bearing receivables and cash and cash equivalents, on the one hand, and to interest-bearing borrowings, on the other. If the interest rate is variable, the Group is exposed to a cash flow risk, i.e. future interest payments vary with (changes in) the interest rate. If the interest rate is fixed, the group is exposed to a fair value risk. For interest-bearing borrowings, the Group may manage cash flow risks. Interest rates on borrowings are generally variable and are hedged to fixed rates on a case-by-case basis with reference to the asset or operation that is funded.

Interest rates on cash and cash equivalents is variable. The overall analysis of the interest rate risk profile takes into account cash and cash equivalents, the debt position and the usual fluctuations in the Group's working capital requirements.

The composition of borrowings by interest rate is as follows:

	Up to 1 year	1 to 5 years	Over 5 years	Total
31 December 2025				
Total borrowings	34,591	52,129	4,218	90,938
Fixed interest rates	(5,124)	(33,699)	(129)	(38,952)
Variable interest rates	29,467	18,430	4,089	51,986
31 December 2024				
Total borrowings	7,012	55,011	4,827	66,850
Fixed interest rates	(3,109)	(7,733)	(139)	(10,981)
Variable interest rates	3,903	47,278	4,688	55,869

If variable interest rates had been 100 basis points higher, the Group's result before tax would have been €3.4 million higher (2024: €3.3 million higher). If the variable interest rates had been 100 basis points lower, the Group's result before tax would have been €3.4 million lower (2024: €3.3 million lower).

(c) Geopolitical and Macroeconomic Risk

The Group is indirectly exposed to geopolitical risks, including the conflicts in the Middle East and Ukraine as well as broader global tensions such as intensifying US-China competition and the impact of trade tariffs. These risks primarily affect the Group through potential changes in energy prices and supply chain dynamics that influence energy-intensive construction activities and input costs. Based on current information and management's assessment, these geopolitical risks did not have a material impact on the financial statements. This is supported by the Group's strong order book, the presence of indexation clauses within construction contracts, its diversified project portfolio, and the continuous monitoring of market developments.

4.2.2 Credit risk

The Group's exposure to credit risks on financial assets is as follows:

	Notes	2025	2024
Non-current assets			
Non-current receivables	18	136,107	120,398
Current assets			
Trade receivables	20	459,535	451,771
Contract assets	20	640,910	600,016
Amounts due from related parties	20	34,020	21,786
Other receivables	20	83,065	91,964
Other financial assets		1,109	2,565
Derivative financial instruments	20	1,640	700
Cash and cash equivalents	21	883,427	763,420
		2,239,813	2,052,620

A substantial part of trade receivables and contract assets are due from governments or government bodies in the Netherlands, the United Kingdom and Ireland. Considering these countries have a strong credit rating, the credit risk related to these assets is therefore inherently assessed as very low. Furthermore, a significant part of trade receivables is based on contracts involving advance payments or payments proportionate to progress of the work, which limits the credit risks, in principle, to the overall balances outstanding. Credit risk on trade and other receivables and contract assets is monitored continuously. Clients' creditworthiness is analysed before entering into a contract and then monitored during performance of the project. This involves taking account the client's financial position, previous collaborations and other factors. Group policy is designed to mitigate credit risks. This can, for example, be achieved by retaining ownership of assets until payment has been received, by obtaining prepayments and through the use of bank guarantees.

Non-current receivables predominantly concern loans granted to property joint ventures. Credit losses are identified based on the financial position and forecasts of these joint ventures, which also include the value of the underlying property development positions. For a part of these loans, the underlying property developments are held as security, but generally subordinated to the providers of the external financing.

Cash and cash equivalents are held in various banks. The Group limits the credit risk by working with respectable banks and financial institutions. This involves holding cash and cash equivalents in excess of €10 million at banks and financial institutions with a minimum credit rating of 'A'.

The Group assessed the credit risk for these assets and concluded that no significant expected credit loss provisions are required. In addition, the Group is also exposed to credit risk on parental guarantees (note 32) and financial guarantees. A provision for financial guarantees of €3.0 million has been recognised (2024: €3.0 million), see note 26.

4.2.3 Liquidity risk

Liquidity risk is the risk that the Group will not be able to satisfy its financial liabilities. It is the Group's policy to ensure that, at all times, sufficient liquidity is available to satisfy its liabilities when due. To monitor liquidity requirements, the group maintains a rolling cash-flow forecast for the next 12 months. The forecast takes into account the amount of cash and cash equivalents, available credit facilities and expected working capital requirements which, given the large size of individual transactions, is subject to relatively large fluctuations.

The main instruments to ensure that sufficient liquidity is available are the Group's cash pools and its credit facilities. The cash pools provide the flexibility to optimise the use of cash that is available in the group, while the Group's committed syndicated credit facility of €330 million and other credit facilities (see note 24), allow it to draw loans when required. As of 31 December 2025 and 2024, no loans were drawn from these facilities. The expected contractual cash flows as of 31 December 2025 and 2024 are as follows:

	Carrying amount	Contractual cash flows	< 1 year	1 – 5 years	> 5 years
2025					
Non-recourse property financing	36,242	39,484	21,860	17,624	-
Other non-recourse financing	21,285	24,009	6,009	13,599	4,401
Recourse property financing	32,619	37,917	9,928	27,826	163
Other recourse financing	792	806	499	307	-
Lease liabilities	290,810	329,795	105,910	172,736	51,149
Provisions ¹	3,000	3,000	3,000	-	-
Trade and other payables ²	1,241,868	1,241,868	1,241,868	-	-
	1,626,616	1,676,878	1,389,074	232,092	55,713
2024					
Non-recourse property financing	36,852	42,402	4,705	37,697	-
Other non-recourse financing	15,619	17,320	3,505	8,717	5,098
Recourse property financing	12,160	13,548	1,210	12,160	178
Other recourse financing	2,219	2,254	833	1,421	-
Lease liabilities	256,363	267,868	88,881	119,001	59,986
Provisions ¹	3,000	3,000	3,000	-	-
Trade and other payables ²	1,220,923	1,220,923	1,220,923	-	-
	1,547,136	1,567,315	1,323,057	178,996	65,262

¹ Consisting of financial guarantees relating to the sale of BAM Deutschland as disclosed in note 26.

² Consisting of financial trade and other payables in note 25: Trade payables, amounts due to related parties, amounts due for work performed and other liabilities.

4.3 Financial instruments and their fair values

The fair value of financial instruments can be determined in various manners. The fair value hierarchy is defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data. The valuation takes into consideration (changes in) the credit risks of the Group and the counter party.

The following overview indicates the carrying amounts of each category of financial instrument per balance sheet account, their level in the fair value hierarchy and/or their estimated fair value.

	Includes financial instruments at				Estimated fair value
	Amortised cost	Fair value	L ¹	Total	
2025					
Other financial assets	59,451	76,656	3	136,107	123,027
Trade and other receivables ²	666,780	1,640	2	668,420	668,420
Cash and cash equivalents	883,427	-	-	883,427	883,427
Borrowings	90,938	-	3	90,938	80,523
Provisions ³	-	3,000	3	3,000	3,000
Trade and other payables ²	1,241,868	-	-	1,241,868	1,241,868
2024					
Other financial assets	60,032	60,366	3	120,398	107,758
Trade and other receivables ²	681,669	700	2	682,369	682,369
Cash and cash equivalents	763,420	-	-	763,420	763,420
Borrowings	66,850	-	3	66,850	59,416
Provisions ³	-	3,000	3	3,000	3,000
Trade and other payables ²	1,220,923	-	-	1,220,923	1,220,923

1 Fair value level applied in fair value measurement of the respective financial asset / liability.

2 Due to the short-term nature of the trade and other receivables and payables, their carrying amounts are considered to be a reasonable approximation of their fair values.

3 Consisting of financial guarantees relating to the sale of BAM Deutschland as disclosed in note 26.

Level 3 fair value measurements are generally based on a discounted cash-flow model. The Group discounts expected future contractual cash flows of the respective financial instrument at an appropriate discount rate. As at 31 December 2025, the Group applies a discount rate in the range of 4.0% to 7.1% for financial assets and 4.0% to 5.0% for financial liabilities. The wider range for financial assets primarily reflects rates of 4-5% for the majority of projects, with the higher end of 7.1% only applied to a limited number of commercial property joint venture exposures.

The estimated fair values of financial instruments accounted at amortised costs has been determined by discounting expected future cash flows (level 3) as described above. The estimated fair values are not necessarily indicative of the amounts that will be realised upon maturity or disposal. Changes in assumptions and/or estimation methods may have a material effect on the estimated fair values.

5. Segment information

The Group's activities are grouped into two divisions, one dedicated to the Netherlands, which also includes the Group's activities in Denmark, and the other to the United Kingdom and Ireland. The Group allocates resources and analyses performance and identified three reportable segments: Division Netherlands ('division NL'), Division United Kingdom and Ireland ('division UK&I') and, up to the divestment in Q1 2025, Invesis. Belgium, Germany and International are considered individual operating segments that are not individually reportable, and thus combined. The performance of the segments division NL, division UK&I and Invesis is separately reported to and reviewed by the Executive Board. The Executive Board is considered the Chief Operating Decision Maker.

2025	Division NL	Division UK&I	Belgium, Germany and International	Invesis	Other including eliminations	Total
Revenue and results						
Revenue	3,487,468	3,432,592	119,890	-	(50)	7,039,900
Adjusted EBITDA ¹	249,630	160,018	(8,801)	-	(538)	400,309
Adjusted items	(1,974)	(6,021)	105	-	-	(7,890)
EBITDA	247,656	153,997	(8,696)	-	(538)	392,419
Depreciation and amortisation	(93,086)	(61,794)	(2,286)	-	(625)	(157,791)
Impairments	5,746	1,304	-	-	-	7,050
Impairments in joint ventures and associates	(180)	(3,303)	-	-	-	(3,483)
Finance income and expense	(10,206)	17,934	2,843	-	(218)	10,353
Result before tax	149,930	108,138	(8,139)	-	(1,381)	248,548
Balance sheet						
Assets						
Assets	1,751,563	1,928,517	226,538	-	14,245	3,920,863
Equity-accounted investees	144,380	29,915	6,345	-	-	180,640
Total assets	1,895,943	1,958,432	232,883	-	14,245	4,101,503
Liabilities						
Liabilities	1,786,083	1,526,973	109,829	-	(279,823)	3,143,062
Group equity	109,860	431,459	123,054	-	294,068	958,441
Equity and liabilities	1,895,943	1,958,432	232,883	-	14,245	4,101,503

2024	Division NL	Division UK&I	Belgium, Germany and International	Invesis ²	Other including eliminations	Total
Revenue and results						
Revenue	3,230,707	3,112,407	112,562	-	(725)	6,454,951
Adjusted EBITDA ¹	160,803	114,068	6,405	29,806	2,198	313,280
Adjusted items	(5,796)	(6,440)	-	-	-	(12,236)
EBITDA	155,007	107,628	6,405	29,806	2,198	301,044
Depreciation and amortisation	(82,668)	(42,351)	(2,027)	-	(723)	(127,769)
Impairments	(4,433)	-	-	-	-	(4,433)
Impairments in joint ventures and associates	(3,056)	-	-	(106,994)	-	(110,050)
Finance income and expense	(6,148)	19,500	5,264	-	(10,078)	8,538
Result before tax	58,702	84,777	9,642	(77,188)	(8,603)	67,330
Balance sheet						
Assets						
Assets	1,520,741	1,797,700	241,148	80,389	74,018	3,713,996
Equity-accounted investees	134,569	32,922	8,953	-	570	177,014
Total assets	1,655,310	1,830,622	250,101	80,389	74,588	3,891,010
Liabilities						
Liabilities	1,603,748	1,373,418	112,337	-	(94,032)	2,995,471
Group equity	51,562	457,204	137,764	80,389	168,620	895,539
Equity and liabilities	1,655,310	1,830,622	250,101	80,389	74,588	3,891,010

1 Adjusted EBITDA is the main segment performance measure. Refer to 9.3 Glossary for definition and reconciliation.

2 A breakdown of Invesis' result is included in note 22. Adjusted EBITDA includes Invesis' operational result up to held-for-sale classification of negative €1.5 million and reclassification of reserves of €31.3 million.

Other disclosures

2025

	Division NL	Division UK&I	Belgium, Germany and International	Other including eliminations	Total
Additions to property, plant and equipment, right-of-use assets and intangible assets	111,021	113,416	2,276	368	227,081
Share in result of joint ventures and associates	25,968	(8,817)	6,027	(570)	22,608
Average number of FTE	6,684	6,320	219	100	13,323
Number of FTE at year-end	6,737	6,387	220	99	13,443

2024

Additions to property, plant and equipment, right-of-use assets and intangible assets	116,132	68,210	2,525	672	187,539
Share in result of joint ventures and associates	20,064	(680)	153	-	19,537
Average number of FTE	6,606	6,254	211	101	13,172
Number of FTE at year-end	6,560	6,229	213	101	13,103

6. Revenue and projects

The Group recognises revenue when it transfers control over a product or service to its customer, in an amount that reflects the consideration the Group expects to be entitled to in exchange for those goods or services. The Group's revenue is generally related to construction contracts, property development, maintenance and service contracts and service concession arrangements.

Revenue recognition is subject to judgments and uncertainties as described in note 4. A provision is recognised when contracts for which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received. This assessment is for the full contract, which is not necessarily the same as if evaluated on project level, because a contract may include multiple performance obligations. In determining the amount of variable considerations as part of the economic benefits expected to be received under the contract, the policies below apply.

Construction contracts

Construction contracts are contracts that are specifically negotiated for the construction of an asset for a client. The construction of an asset is generally one performance obligation and the transaction price generally consists of a fixed part and several variable parts. Variable parts include (but are not limited to) contractual options to a customer to make changes to the design or construction of the asset, inflation reimbursement clauses, performance incentives and liquidated damages. Variable revenue may also include changes to the design or construction of the asset for which the respective price has not been agreed.

Variable revenue is generally constrained and recognised only to the extent it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. It is common practice for a contract to be subject to variation orders. These variation orders generally do not result in additional distinct goods and services and do not have a distinct price. Therefore, they are accounted for as cumulative catch-up adjustment.

In general, the Group is building on the land of the customer or improving an asset of the customer, which results in creating an asset that the customer controls as the asset is created. As a result, revenue for construction contracts is recognised over time, generally using the cost-to-cost method (i.e. an input method). Costs are recognised as incurred and revenue is recognised on the basis of the proportion of total costs at the reporting date to the estimated total costs of the contract. Estimated total costs of the contract may include cost contingencies to take account of the specific risks that have been identified during the early stages of the contract. The cost contingencies are reviewed on a regular basis throughout the contract life and are adjusted where appropriate.

Property development

The Group also develops and constructs property development at its own risk and rewards. Developed properties may be sold during the construction process or upon completion. When the property is sold during the construction process, the property changes into a construction contract and it follows the accounting policies described earlier. When the property is sold upon completion, revenue is recognised at a point in time. This happens generally when ownership of the asset is transferred and the Group has a legal right to receive payment. Sale of completed property generally occurs for a fixed price.

Maintenance and service contracts

The Group also operates maintenance and service contracts. These services can be sold as separate contracts (e.g. facilities management) but also as part of a larger contract with other promised goods or services (e.g. maintenance of a highway that was also constructed). When part of a larger contract, the maintenance and service component generally represent a separate service and the transaction price is allocated to performance obligations based on the relative stand-alone selling price. Revenue from maintenance and service contracts is recognised over time.

Progress for these contracts may be measured in different ways, depending on the nature of the service. The Group applies the progress measure that best depicts the way the customer receives and consumes the benefits. E.g. for a facilities management contract, progress may be measured based on time; the number of months or years that the service has been provided as compared to the number of months of years that the service was contracted.

Measuring progress based on time is generally not appropriate for highway maintenance contracts as the amount of service (and costs) fluctuate significantly during the contract period. For these contracts, progress is measured based on the cost-to-cost method.

Service concession arrangements

The Group's service concession arrangements generally comprise construction as well as operating and maintenance activities. Revenue for these activities is recognised in conformity with the respective policies described above and the consideration (concession payments) is allocated to the activities using the relative stand-alone selling prices of the individual performance obligations. PPP receivables are financial assets in the form of concession payments to be received from the client. These concession payments are unconditional and contain a significant financing component and therefore are discounted at a market interest rate.

6.1 Revenue disaggregation

Revenue is further disaggregated to the underlying businesses as follows:

	Division NL	Division UK&I
2025		
Construction and property	2,399,398	1,119,555
Civil engineering	1,125,766	1,776,517
BAM Ireland	-	603,095
Other including eliminations	(37,696)	(66,575)
	3,487,468	3,432,592
2024		
Construction and property	2,255,096	1,048,635
Civil engineering	1,005,373	1,638,524
BAM Ireland	-	492,106
Other including eliminations	(29,762)	(66,858)
	3,230,707	3,112,407

Starting 2025, the organisational structure within division UK&I has been amended. The business units formerly accumulating into “Ventures” have been restructured and are now fully monitored and managed within the other three businesses. The 2024 figures have been restated accordingly.

Revenue of Belgium, Germany and International comprises Belgium of €120 million (2024: €112 million), Germany of nil (2024: nil) and International of nil (2024: nil).

Revenue is further disaggregated by nature as follows:

	Division NL	Division UK&I	Belgium, Germany and International	Other including eliminations	Total
2025					
Construction and maintenance	2,998,730	3,285,049	87,666	(50)	6,371,395
Property development	479,652	14,748	10,724	-	505,124
Service concessions arrangements and other	9,086	132,795	21,500	-	163,381
	3,487,468	3,432,592	119,890	(50)	7,039,900
2024					
Construction and maintenance	2,776,458	2,955,432	71,527	(725)	5,802,692
Property development	439,586	-	19,455	-	459,041
Service concessions arrangements and other	14,663	156,975	21,580	-	193,218
	3,230,707	3,112,407	112,562	(725)	6,454,951

Performance obligations could be satisfied once construction is completed and control has been transferred to the client. It is common to finalise the last discussions about variable consideration (including claims) after control has been transferred. Revenue recognised in 2025 from performance obligations satisfied in previous periods amounts to €23 million (2024: nil).

As at 31 December 2025, the Group considered in its revenue an aggregate variable consideration amount of €570 million (2024: €436 million). The Group considers the amount as highly probable, although inherent estimation uncertainty exists. Included are:

- Claims amounting to €143 million for a construction project in division UK&I (2024: €143 million). This amount was awarded by an independent mediator in accordance with contractual terms and conditions and a part is due to the project’s supply chain. The client paid the amount to the Group in 2024 but continues to challenge the award. In addition, variation orders of €23 million were recognised in 2025 (2024: nil). The project has progressed positively in 2025.
- Unapproved variation orders amounting to €28 million for a civil engineering project in division UK&I (2024: €84 million). In 2025, the Group’s negotiations reached a settlement based on an agreed methodology, thereby reducing commercial risk (without an impact on revenue recognition). The Group considers additional revenue up to the amount of additional costs as highly probable.
- Unapproved variation orders amounting to €362 million for a civil engineering project in division NL (2024: €193 million). For the major part of the increase in 2025, the Group agreed on the underlying principles, which remain subject to the achievement of certain future milestones, and is currently negotiating the corresponding amounts with the client. The Group considers additional revenue up to the amount of additional costs as highly probable.

The ultimate outcome of negotiations and settlements can differ and could impact the Group’s results.

6.2 Projects

An overview of the balance sheet items attributable to construction contracts and property development is stated below:

	Construction contracts	Property development	Total
2025			
Land and building rights	-	330,618	330,618
Property development	-	189,716	189,716
Amounts due from customers	434,821	6,271	441,092
Project assets	434,821	526,605	961,426
Non-recourse property financing	-	(36,242)	(36,242)
Recourse property financing	-	(32,619)	(32,619)
Amounts due to customers	(781,516)	(73,578)	(855,094)
Provision for onerous contracts	(111,742)	-	(111,742)
Project liabilities	(893,258)	(142,439)	(1,035,697)
As at 31 December 2025	(458,437)	384,166	(74,271)
2024			
Land and building rights	-	269,143	269,143
Property development	-	179,905	179,905
Amounts due from customers	378,220	6,923	385,143
Project assets	378,220	455,971	834,191
Non-recourse property financing	-	(36,852)	(36,852)
Recourse property financing	-	(12,160)	(12,160)
Amounts due to customers	(735,275)	(88,204)	(823,479)
Provision for onerous contracts	(125,526)	-	(125,526)
Project liabilities	(860,801)	(137,216)	(998,017)
As at 31 December 2024	(482,581)	318,755	(163,826)

Amounts due to customers at the beginning of the year have been fully recognised as revenue in the year. Advance payments from customers do not result in significant pre-financing longer than a year.

6.3 Order book

The contract value related to unsatisfied performance obligations is as follows. The Group has not used the practical expedient to exclude performance obligations with an expected duration of one year or less.

(x € million)	2025	2024
Up to 1 year	5,570	5,771
2 to 5 years	7,434	7,237
	13,004	13,008
Over 5 years	1,705	1,247
Total	14,709	14,255

Uncertainty regarding the regulatory framework for nitrogen emissions applicable to construction projects in the Netherlands remains, reflecting the ongoing political debate. As at the reporting date, this development has not resulted in any projects being halted or delayed. The Group's order book remains robust and flexible, providing resilience to these regulatory changes.

7. Personnel expenses

	Note	2025	2024
Wages and salaries		1,051,374	976,815
Social security costs		149,097	135,050
Share-based payment expense	29	2,573	2,709
Pension costs - defined contribution plans		114,021	103,646
Pension costs - defined benefit plans	25	1,736	1,548
Other post-employment benefits		4,263	8,999
		1,323,064	1,228,767

Personnel expenses include restructuring costs and other termination benefits of €7 million (2024: €12 million). At year-end 2025, the Group employed 13,443 FTE (2024: 13,103). The average number of FTE in 2025 was 13,323 (2024: 13,172), of which 6,539 in other countries than the Netherlands (2024: 6,465).

8. Other income

Other income consists of income that is not related to the Group's core activities such as gains on the sale of property, plant and equipment and intangible fixed assets, gains on the sale of subsidiaries, joint ventures or associates and other non-recurring income.

Other income can be specified as follows:

	2025	2024
Gain on sale of PP&E and intangible fixed assets	2,053	673
	2,053	673

9. Impairments

Non-financial assets that have an indefinite useful life and intangible assets that are not ready to use are not subject to depreciation or amortisation but are tested annually for impairment. Non-financial assets that are subject to depreciation or amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (CGUs). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

	Notes	2025	2024
Property, plant and equipment	14	150	5,140
ROU assets	15	784	1,487
Goodwill	16	1,230	-
Inventories	19	(9,214)	(2,194)
Impairments		(7,050)	4,433

10. Finance income and expense

Finance income is recognised using the effective interest method. Finance income on impaired loans and receivables is recognised using the original effective interest rate.

Finance expenses comprise interest expenses on borrowings, deposits, cash positions, lease liabilities, finance lease expenses, gains and losses relating to hedging instruments and other financial expenses. Interest expenses on borrowings and lease liabilities are recognised in the income statement using the effective interest method.

	2025	2024
Finance income		
Interest income	25,984	23,400
Finance expense		
Interest expense on lease liabilities	12,727	10,043
Interest expense on other financial liabilities	6,638	8,601
Less: capitalised interest on property development projects	(3,734)	(3,782)
	15,631	14,862
Net finance result	10,353	8,538

The average interest rate for capitalised interest on property development projects for 2025 is 5.1% (2024: 5.5%).

11. Income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income respectively directly in equity. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. The Group adjusts and/or establishes tax assets and tax liabilities where appropriate on the basis of amounts expected to be paid to or received from tax authorities. Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

11.1 Income tax expense

	2025	2024
Current tax	34,197	38,666
Deferred tax	3,363	(33,502)
	37,560	5,164

The weighted average tax rate applicable was 24.3 % (2024: 20.5%). Income tax on the Group's result before tax differs from the theoretical amount that would arise using BAM's weighted average tax rate, caused by the main items:

- Reassessment of the utilisation potential for available tax losses has resulted in recognition of previously unrecognised tax losses, mainly in the Netherlands, which decreased the effective tax rate. This includes the effect of the envisaged wind down of foreign operations and subsequent liquidation of legal entities, which results in additional future tax deductions in the Netherlands.
- The Group's share in results of joint ventures and associates is subject to the participation exemption. This decreases the effective tax rate.
- For operational losses in several countries, no deferred tax assets have been recognised as no or insufficient future taxable profits are expected, increasing the effective tax rate.
- Several general and operational expenses incurred are non-deductible for tax purposes, increasing the effective tax rate.

This can be further specified as follows

	2025	2024
Result before tax (including discontinued operations)	248,548	87,400
Tax calculated at Dutch tax rate of 25.8%;	64,125	22,549
<i>Tax effects of:</i>		
• Tax rates in other countries	(3,737)	(4,665)
• Results of investments and other participations	1,712	18,171
• Non deductible expenses	4,481	18,576
• Adjustments from filing tax returns	345	(8,566)
• Previously unrecognised tax losses	(29,272)	(48,488)
• Tax losses no(t) (longer) recognised	3,395	5,031
• Change in uncertain tax provisions	(3,544)	2,556
• Pillar 2 Top-up tax	658	-
• Tax incentives	(603)	-
Tax charge/(gain)	37,560	5,164
Effective tax rate	15.1%	5.9%

In December 2023, the Council of the European Union unanimously adopted the Directive implementing Pillar Two global minimum tax rules. This directive aims to ensure a global minimum level of taxation of 15% in all countries in which multinationals are present. The Group completed an assessment of the impact of the new rules based on initiatives presented by governments in countries in which the Group is active. Based on this assessment the Group expects to meet the transitional safe harbour requirements in almost all jurisdictions. In jurisdictions where transitional safe harbour requirements are not met, the Pillar Two charge is assessed to be nil or immaterial. The adoption of the Pillar Two Model rules by the jurisdictions in which the Group operates, is expected to have no material impact.

In all relevant jurisdictions the applicable tax rate is around 25%, well above the minimum rate of 15%. The only exception is Ireland, where the corporate income tax rate is 12.5% for trading income and 25% for non-trading income. At the current mix of income, the Group expects an effective tax rate in Ireland in the range of 13% to 16% and thus no material additional Pillar Two charge is expected. The Group applies the mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules.

11.2 Deferred income tax

	2025	2024
Deferred tax assets	110,904	111,875
Deferred tax liabilities	(9,071)	(6,919)
Deferred tax assets (net)	101,833	104,956

Deferred tax assets in a country are recognised only to the extent that it is probable that future taxable profits in that country are available against which the deductible temporary differences, available tax credits and available tax losses carry-forwards can be utilised. The assessment as to whether an entity will have sufficient taxable profits in the future is a matter requiring careful judgement based on the facts and circumstances available. Although the profit forecast shows that sufficient profit should be available in coming years to recognise a deferred tax asset for compensating losses, the Group performed further analysis of all positive and negative evidence to substantiate the position. The nature of the convincing evidence did not change significantly compared to 31 December 2024, except for the forecasted future taxable profits.

The net amount of deferred taxes slightly decreased. However, on one hand it contains a decrease due to regular utilization of tax losses offsetting operational profits for the year and on the other hand an increase driven by the reassessment of the Group's forecasted taxable profits for the years 2026 - 2030, which resulted in the recognition of additional deferred tax assets relating to available tax losses mainly in the Netherlands. Furthermore, the envisaged wind down of foreign operations and subsequent liquidation of legal entities resulted in future tax deductions (reflected as intangible assets and financial assets in the deferred tax movement schedule below) in the Netherlands.

The breakdown of deferred Income tax assets and liabilities is as follows:

	Deferred tax assets		Deferred tax liabilities		Net deferred tax	
	2025	2024	2025	2024	2025	2024
Intangible and financial assets	38,125	36,975	2,670	-	35,455	36,975
Tangible assets	1,435	2,300	51,844	44,420	(50,409)	(42,120)
Work in progress	4,704	1,096	-	-	4,704	1,096
Trade and other receivables	-	19	-	-	-	19
Loans and borrowings	48,138	42,349	125	265	48,013	42,084
Derivatives	-	-	423	181	(423)	(181)
Employee benefits provision	63	25	8,728	10,954	(8,665)	(10,929)
Other provisions	2,861	8,229	-	-	2,861	8,229
Current liabilities	250	-	74	-	176	-
Tax loss and tax credits	70,121	69,783	-	-	70,121	69,783
Subtotal	165,697	160,776	63,864	55,820	101,833	104,956
Netting	(54,793)	(48,901)	(54,793)	(48,901)	-	-
Total reported	110,904	111,875	9,071	6,919	101,833	104,956

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

	As at 1 January 2025	(Charged)/ credited to the income statement	(Charged)/ credited to other comprehensive income	Acquisition / Disposal of subsidiary	Exchange rate differences	Other	As at 31 December 2025
Intangible and financial assets	36,975	1,621	-	(3,141)	-	-	35,455
Tangible assets	(42,120)	(8,423)	-	-	135	-	(50,408)
Work in progress	1,096	3,608	-	-	-	-	4,704
Trade and other receivables	19	(19)	-	-	-	-	-
Loans and borrowings	42,084	5,919	-	-	-	10	48,013
Derivatives	(181)	(242)	-	-	-	-	(423)
Employee benefits provision	(10,929)	(1,258)	3,035	-	487	-	(8,665)
Other provisions	8,229	(5,082)	-	-	(286)	-	2,861
Current liabilities	-	175	-	-	-	-	175
Tax loss and tax credits	69,783	338	-	-	-	-	70,121
Total	104,956	(3,363)	3,035	(3,141)	336	10	101,833

	As at 1 January 2024	(Charged)/ credited to the income statement	(Charged)/ credited to other comprehensive income	Acquisition / Disposal of subsidiary	Exchange rate differences	Other	As at 31 December 2024
Intangible and financial assets	24,680	12,295	-	-	-	-	36,975
Tangible assets	(35,735)	(3,171)	-	-	(183)	(3,031)	(42,120)
Work in progress	1,096	-	-	-	-	-	1,096
Trade and other receivables	19	-	-	-	-	-	19
Loans and borrowings	36,485	2,573	-	-	-	3,026	42,084
Derivatives	309	(490)	-	-	-	-	(181)
Employee benefits provision	(12,861)	(2,178)	4,277	-	(549)	382	(10,929)
Other provisions	5,249	2,695	-	-	285	-	8,229
Current liabilities	(1,092)	1,092	-	-	-	-	-
Tax loss and tax credits	49,447	20,686	-	-	-	(350)	69,783
Total	67,597	33,502	4,277	-	(447)	27	104,956

Tax loss and tax credits can be further specified by country as follows:

	Total available income tax	Total available trade tax	of which recognised	Tax rate	Deferred tax asset
2025					
Netherlands	339,788	-	255,641	25.8%	65,956
United Kingdom	1,519	-	-	25.0%	-
Ireland	20,594	-	1,637	12.5%	205
Belgium	25,747	-	15,840	25.0%	3,960
Germany	324,189	281,676	-	30.0%	-
Total	711,837	281,676	273,118		70,121
2024					
Netherlands	392,913	-	251,500	25.8%	64,887
United Kingdom	-	-	-	25.0%	-
Ireland	19,589	-	2,563	12.5%	328
Belgium	28,905	-	18,270	25.0%	4,568
Germany	325,174	282,335	-	30.0%	-
Total	766,581	282,335	272,333		69,783

In addition to the unrecognised tax losses available for carry forward, the Group has unrecognised deductible temporary differences available in the amount of €44 million.

Netherlands

Tax losses available to the fiscal unity in the Netherlands at 31 December 2025 amount to approximately €340 million (2024: €393 million). These available tax losses relate to the years 2013 – 2017 and result to a large extent from identifiable causes, including significant impairments on properties and significant restructuring costs which are both unlikely to recur. Available tax losses can be carried forward to be offset against future profits indefinitely and can be utilised up to 50% for a taxable profit exceeding €1 million. Based on estimates and timing of future taxable profits within the fiscal unity in the Netherlands for the upcoming five years, approximately €256 million of these losses are recognised (2024: €252 million). Management estimates of forecasted taxable profits in the Netherlands are based on financial budgets approved by management, extrapolated using growth rates for revenue and profit before tax margins that take into account external market data and benchmark information and taking into account past performance. Growth rates for revenue and profit before tax margins are in line with the Group's mid- and

long-term expectations. Subsequently these forecasts have been reduced to meet the recognition criteria for deferred tax assets. No specific tax planning opportunities have been taken into account. Furthermore, envisaged wind down of foreign operations and subsequent liquidation of legal entities resulted in additional future tax deductions in the Netherlands, resulting in deferred tax assets of €38 million relating to intangible assets.

Ireland

In Ireland the Group has several legal entities that have available tax losses. These entities do not form a tax group and available tax losses can only be settled by the legal entity that has incurred the losses. At 31 December 2025 the total amount of tax losses available are €21 million, of which €1.6 million is recognised (2024: €20 million of which €3 million is recognised). The legal term within which these losses may be offset against future profits is indefinite.

Belgium

In Belgium the Group has several legal entities that have available tax losses. These entities do not form a tax group and available tax losses can only be settled by the legal entity that has incurred the losses. At 31 December 2025 the total amount of tax losses available are €26 million, of which €16 million is recognised (2024: €29 million of which €18 million recognised). The legal term within which these losses may be offset against future profits is indefinite.

Germany

Although the group has sold its German activities, a number of German legal entities remain present in the Group's legal structure. These entities have tax losses available for future settlement of in total approximately €324 million (corporate income tax) and €282 million (trade tax), for which no deferred tax asset has been recognised. The legal term within which these losses may be offset against future profits is indefinite.

12. Discontinued operations

A discontinued operation is a component of the Group that has been disposed or is classified as held for sale and represents a separate major line of business or geographical area of operations or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations. The results of discontinued operations are excluded from the results of continued operations and are presented separately as a single amount in the income statement. When applicable, the results of prior periods are represented.

In December 2020, the Group sold 50% of the shares of BAM PPP (currently known as Invesis) to PGGM Infrastructure Fund (“PGGM”). Consequently, the 2020 consolidated results of BAM PPP were reported as results from discontinued operations. As part of the sale, the Group and PGGM agreed on a contingent consideration of up to €25 million, becoming payable when secured equity commitments in the period 2021-2025 exceeded a certain threshold. At the time of the sale, the fair value of the contingent consideration was estimated at €2 million.

In December 2024, the Group agreed to sell its remaining 50% interest in Invesis to PGGM and classified the investment as held for sale. Upon this transfer to held for sale in 2024, the Group reassessed the fair value of the contingent consideration. The reassessment was based on the performance in 2024, taking into account the significant increase in secured equity commitments achieved by Invesis that year, and the business plan for 2025. The fair value was estimated at €22.1 million, representing a gain of €20.1 million. The gain, not subject to tax, directly related to the partial divestment to PGGM in 2020 and was therefore recognised within discontinued operations in 2024.

13. Earnings per share

Basic EPS is the profit or loss attributable to ordinary shareholders of the Company divided by the weighted average number of ordinary shares outstanding during the year. Diluted EPS adjusts both the profit or loss attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares for the effect of dilution. Basic EPS and diluted EPS from continued operations solely include the profit or loss from continued operations.

	2025	2024
Weighted average number of ordinary shares in issue (x 1,000)	260,414	268,969
Net result attributable to shareholders	210,990	82,248
Basic earnings per share (in €)	0.81	0.31
Net result from continued operations attributable to shareholders	210,990	62,179
Basic earnings per share from continued operations (in €)	0.81	0.23
Net result from discontinued operations attributable to shareholders	-	20,069
Basic earnings per share from discontinued operations (in €)	-	0.07
Diluted weighted average number of ordinary shares in issue (x 1,000)	263,489	270,597
Diluted earnings per share (in €)	0.80	0.30
Diluted earnings per share from continued operations (in €)	0.80	0.23
Diluted earnings per share from discontinued operations (in €)	-	0.07

The dilution effect to the number of ordinary shares is 3.1 million shares (2024: 1.6 million) and relates to share-based payment plans. It represents the number of shares that would vest at the balance sheet date if that would be the end of the vesting period. There is no dilution effect on the Group’s result.

14. Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition or construction of the asset. Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Other costs are charged to the income statement when incurred.

Land is not depreciated. Depreciation on other assets is determined using the straight-line method to allocate their cost to their residual values over their estimated useful lives. The useful life of buildings is between 10 and 50 years, the useful life of other assets is between 4 and 10 years.

At the end of the reporting period, the assets' residual values and useful lives are reviewed and adjusted if appropriate. Also, the carrying amounts of assets are reviewed to assess whether there is an indication of impairment. If such an indication exists, the asset's recoverable amount is determined. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds of the disposal to the carrying amount of the asset. A gain is recognised in other income, a loss is recognised as an impairment.

	Land and buildings	Plant and equipment	Construction in progress	Other assets	Total
As at 1 January 2024					
Cost	129,669	318,723	34,149	96,710	579,251
Accumulated depreciation and impairments	(70,306)	(199,060)	-	(73,474)	(342,840)
	59,363	119,663	34,149	23,236	236,411
Additions	10,997	38,077	12,720	11,205	72,999
Disposals	(248)	(927)	(2,774)	(172)	(4,121)
Reclassifications	10,184	8,084	(24,340)	788	(5,284)
Transfer to assets held for sale	-	(10,155)	-	-	(10,155)
Impairment charges	(1,502)	(3,638)	-	-	(5,140)
Depreciation charges	(7,031)	(22,936)	-	(11,940)	(41,907)
Exchange rate differences	321	880	278	194	1,673
	72,084	129,048	20,033	23,311	244,476
As at 31 December 2024					
Cost	146,913	300,907	20,033	106,816	574,669
Accumulated depreciation and impairments	(74,829)	(171,859)	-	(83,505)	(330,193)
	72,084	129,048	20,033	23,311	244,476
Additions	6,649	36,050	4,928	15,896	63,523
Disposals	-	(428)	-	(32)	(460)
Reclassifications	1,111	1,248	(5,321)	158	(2,804)
Impairment charges	-	(150)	-	-	(150)
Depreciation charges	(7,163)	(30,963)	-	(13,400)	(51,526)
Exchange rate differences	(589)	(889)	(249)	(153)	(1,880)
	72,092	133,916	19,391	25,780	251,179
As at 31 December 2025					
Cost	152,806	315,187	19,391	113,771	601,155
Accumulated depreciation and impairments	(80,714)	(181,271)	-	(87,991)	(349,976)
	72,092	133,916	19,391	25,780	251,179

15. Leases

The group is lessee for a range of assets that are used in the ordinary course of business. At inception of a contract, the Group assesses whether it is or contains, a lease. A contract is or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and it applies the lease of low-value assets recognition exemption that are considered of low value (i.e., below €5,000). Payments for short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

The Group recognises a right-of-use asset and lease liability at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairments and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. At the end of each reporting period the carrying amounts of right-of-use assets are reviewed to assess whether there is an indication of impairment. If such an indication exists, the asset's recoverable amount is determined. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

The estimated useful life of the majority of right-of-use assets are as follows:

Land and buildings	5 to 25 years
Cars	1 to 6 years
Equipment and installation	1 to 11 years
IT equipment	1 to 6 years
Other	1 to 10 years

The Group recognises lease liabilities at the present value of lease payments. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date, if the interest rate implicit in the lease is not readily determinable. The lease term comprises the non-cancellable term of the lease plus any periods covered by an option to extend the lease if it is reasonably certain to be exercised and any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. For several leases, the Group has renewal and/or extension options. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy). Usually, the Group is able to be reasonably certain if an option is exercised around two years before the lease term ends. The renewal options for car leases are generally not exercised. Lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, non-lease components related to the leased asset, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option that is reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the profit and loss.

After the commencement date, the lease liability is measured at amortised cost using the effective interest method. It is remeasured when:

- there is a change in future lease payments arising from a change in an index. The lease liability is then remeasured by discounting the revised lease payments by using the initial discount rate;
- the Group changes its assessment of whether it will exercise a purchase, extension or termination option. In this case, the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- a lease contract is modified and the lease modification is not accounted for as a separate lease. In this case, the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

15.1 Right of use assets

	Land and buildings	Equipment and installation	IT equipment	Cars	Other	Total
As at 1 January 2024	75,349	26,362	160	111,389	4,173	217,433
Additions	4,691	29,634	52	67,721	120	102,218
Disposals	(109)	-	-	-	-	(109)
Depreciation charges	(15,509)	(14,998)	(163)	(50,426)	(874)	(81,970)
Remeasurements	(1,487)	-	-	-	-	(1,487)
Reclassifications	7,178	(5,400)	-	300	(28)	2,050
Exchange rate differences	658	1,207	4	1,160	50	3,079
	(4,578)	10,443	(107)	18,755	(732)	23,781
As at 31 December 2024	70,771	36,805	53	130,144	3,441	241,214
Additions	15,635	52,137	39	75,259	343	143,413
Disposals	(30)	(3,139)	-	(1,753)	(25)	(4,947)
Depreciation charges	(18,856)	(25,066)	(48)	(56,194)	(815)	(100,979)
Impairment	(784)	-	-	-	-	(784)
Remeasurements	7,346	(58)	-	2,238	-	9,526
Exchange rate differences	(903)	(2,181)	-	(1,540)	(29)	(4,653)
	2,408	21,693	(9)	18,010	(526)	41,576
As at 31 December 2025	73,179	58,498	44	148,154	2,915	282,790

15.2 Lease liabilities

Set out below are the movements in lease liabilities during the period:

	2025	2024
As at 1 January	256,363	234,215
Additions	141,919	103,885
Accretion of interest	12,727	10,043
Payments	(118,604)	(97,036)
Remeasurements	2,424	2,103
Reclassifications	469	-
Exchange rate difference	(4,488)	3,153
As at 31 December	290,810	256,363
Current	100,446	78,263
Non-current	190,364	178,100

Refer to note 4.2.3 for further details on the maturities of the Group's lease liabilities.

15.3 Other lease disclosures

The following are the amounts recognised in profit or loss and statement of cash flows:

	2025	2024
Profit or loss		
Depreciation expense of right-of-use assets	100,979	81,970
Interest expense on lease liabilities	12,727	10,043
Impairment of right-of-use assets	784	1,487
Rent expenses – short term leases	63,470	58,681
Total	177,960	152,181
Statement of cash flows		
Repayments of principal portion of lease liabilities	105,877	86,993
Rent expenses	63,470	58,681
Interest	12,727	10,043
Total	182,074	155,717

Commitments for short-term leases as at 31 December 2025 is €61 million (2024: €61 million). Given the applied practical expedient, these leases are not included in the lease liabilities. The Group has several lease contracts that include extension options. As of 31 December 2025, the undiscounted potential future rental payments relating to extension options, which are not included in the lease liabilities are €34.5 million (2024: €37.8 million).

15.4 Lease commitments

The Group has various lease contracts that have not yet commenced as at 31 December 2025. The undiscounted future lease payments for these contracts are €1.8 million within one year, €7.1 million within one to five years and nil thereafter (2024: €4.6 million within one year, €18.2 million within one to five years and nil thereafter).

16. Intangible assets

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest in net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree and the amount of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in business combinations is allocated, at acquisition date, to the cash-generating units (CGUs) or groups of CGUs expected to benefit from that business combination. Each unit to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill impairment reviews are undertaken annually in the fourth quarter or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(b) Software

Software is stated at cost less accumulated amortisation and impairment losses. The cost of software includes direct labour and any other costs directly attributable to developing the software for its intended use. Amortisation for software is determined using the straight-line method to allocate their cost to their residual values over their estimated useful lives (between four and ten years). The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

(c) Other

Other intangible assets relate to market positions (including brand names) are stated at cost less accumulated amortisation and impairment losses. Amortisation on other intangible assets is calculated over their estimated useful lives (generally between two and ten years). The assets' useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

	Goodwill	Software	Other	Total
As at 1 January 2024				
Cost	686,757	38,088	11,232	736,077
Accumulated amortisation and impairments	(367,997)	(30,909)	(9,317)	(408,223)
	318,760	7,179	1,915	327,854
Additions	-	12,323	-	12,323
Amortisation	-	(3,109)	(782)	(3,891)
Reclassifications	-	5,222	-	5,222
Exchange rate differences	6,491	156	-	6,647
	325,251	21,771	1,133	348,155
As at 31 December 2024				
Cost	693,743	55,970	11,228	760,941
Accumulated amortisation and impairments	(368,492)	(34,199)	(10,095)	(412,786)
	325,251	21,771	1,133	348,155
Additions	-	20,145	-	20,145
Acquisition	4,760	-	12,297	17,057
Amortisation	-	(2,683)	(2,603)	(5,286)
Impairments	(1,230)	-	-	(1,230)
Reclassifications	-	4,532	-	4,532
Exchange rate differences	(7,054)	(319)	-	(7,373)
	321,727	43,446	10,827	376,000
As at 31 December 2025				
Cost	690,912	80,212	23,204	794,328
Accumulated amortisation and impairments	(369,185)	(36,766)	(12,377)	(418,328)
	321,727	43,446	10,827	376,000

16.1 Goodwill

Starting 2025, the organisational structure within division UK&I has been amended. The business units previously presented under “Ventures” were restructured and are now fully monitored and managed within the other three businesses. As a result, the goodwill previously allocated to ‘Ventures’ has been re-allocated and restated to BAM Infrastructure UK and BAM Construct UK. Goodwill related to BAM Infrastructure UK and BAM Construct UK are assessed as significant balances. The carrying amounts of goodwill for these CGUs are as follows:

	2025	2024
BAM Infrastructure UK	69,391	72,998
BAM Construct UK	64,067	67,398
Other CGUs (with non-significant goodwill balance)	188,269	184,855
As at 31 December	321,727	325,251

On 7 January 2025, the Group completed the acquisition of 100% of the shares of WL Winet bv (‘WL Winet’). WL Winet is specialised in technical installations of mobile networks in the Netherlands. Its activities are a valuable addition to the services provided by BAM Telecom (within Division NL), enabling the Group to offer clients integrated services for the construction, management and maintenance of fixed and mobile telecom networks.

The acquisition is accounted for as a business combination under IFRS 3. The purchase price amounted to €14.8 million and was settled in cash on the acquisition date. The most significant identifiable assets acquired relate to customer relationships, which were recognised and valued at €10.9 million with a corresponding deferred tax liability of €2.8 million. The customer relationships are amortised over 6 years. The remaining assets and liabilities were not individually material and the resulting goodwill of €4.8 million represents the anticipated synergies and growth potential. WL Winet has been consolidated as part of the Construction and Property business in Division NL, effective from the acquisition date.

The recoverable amount of each CGU was determined based on value-in-use calculations. Value-in-use was determined using discounted cash flow projections that cover an explicit period of five years based on financial plans approved by management and a terminal value. Key assumptions applied in determining the value-in-use are the discount rate (WACC), revenue growth rate and profit before tax margin. If and when these assumptions would change in the future, this could have significant impact on the CGU's value in use, which might give rise to an impairment. The discount rate has been determined consistent with the other parameters of the impairment test.

The (pre-tax) WACC used to determine the value in use of each CGU is 9.4% (2024: 7.9%) subject to country specific adjustments. The key assumptions used in the value-in-use calculations for CGUs with significant allocated goodwill are as specified in the following table.

	Discount rate (pre-tax)		Revenue growth in forecast period		Revenue growth beyond forecast period		Profit margin in forecast period		Profit margin after forecast period	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
BAM Infrastructure UK	10.9%	8.6%	3.2%	0.9%	2.0%	2.0%	4.2%	3.6%	4.3%	3.7%
BAM Construct UK	11.1%	8.8%	2.9%	3.4%	2.0%	2.0%	3.4%	3.3%	3.6%	3.6%

Revenue growth rates are based on the average annual growth rate from past performance and management's expectations of market development referenced to external sources of information. The profit margin is the profit before tax margin as a percentage of revenue and is based on past performance and the development to a realistic normalised margin in the respective CGU.

The impairment tests in 2025 did not result in impairments at CGU level (2024: no impairments). The recoverable amounts of all CGUs exceed their carrying amounts with sufficient headroom. During the year, a goodwill impairment of €1.2 million (Note 9) was recognised relating to Modern Homes Ireland (MHI), following the termination of its operations in October 2025.

17. Investments in joint ventures and associates

Investments in joint arrangements are classified as either joint ventures or joint operations, depending on the contractual rights and obligations. Joint ventures are joint arrangements whereby the Group and other parties that have joint control of the arrangement have rights to the net assets of the joint venture. The parties to the arrangement contractually agreed that control is shared and decisions regarding relevant activities require unanimous consent of the parties that have joint control. Joint ventures are accounted for using the equity method. Joint operations are joint arrangements whereby the Group and other parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities of the joint operation. The Group recognises its share in the joint operations' individual revenues and expenses, assets and liabilities and recognises it on a line-by-line basis in the Group's financial statements (see note 30).

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights or based on the representation on the board of directors. Investments in associates are accounted for using the equity method.

Under the equity method, an investment is initially recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The carrying amount of the investment includes goodwill. The Group's share of post-acquisition profit or loss is recognised in the income statement and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses equal or exceed the net investment including any unsecured loans, the Group does not recognise further losses, unless it has incurred legal or constructive obligations for made payments on behalf of the investment. Unrealised gains and losses on transactions between the Group and its investments are eliminated to the extent of the Group's interest in the investment.

The Group determines at each reporting date whether there is any objective evidence that the investment is impaired. If this is the case, the Group recognises an impairment in profit or loss equal to the difference between the carrying amount of the investment and its recoverable amount.

The Group's investment in joint ventures and associates and its share in their results can be specified as follows. Inveisit was a material joint venture, all other joint ventures and associates are individually immaterial.

	2025			2024		
	Joint ventures	Associates	Total	Joint ventures	Associates	Total
Property development	131,198	6,778	137,976	130,555	7,627	138,182
Other	31,926	10,738	42,664	28,644	10,188	38,832
As at 31 December	163,124	17,516	180,640	159,199	17,815	177,014
Share in result	20,704	1,904	22,608	(63,540)	5,889	(57,651)
<i>of which impairments</i>	<i>(3,482)</i>	<i>-</i>	<i>(3,482)</i>	<i>(110,050)</i>	<i>-</i>	<i>(110,050)</i>

In March 2025, the Group completed its sale of the remaining 50% share in Inveisit to PGGM, following its classification as held for sale at year-end 2024. As the carrying amount had already been adjusted to fair value less costs to sell in 2024 (Note 22), there was no resulting gain or loss on the disposal in 2025. The total consideration of €107.5 million was received in two tranches, half in June 2025 and the remainder in December 2025. The consideration received included the settlement of the contingent consideration originally agreed in the 2020 partial sale to PGGM, and therefore relates to discontinued operations (Note 12).

Certain individually immaterial joint ventures have a carrying amount below nil. Depending on the funding structure of these joint ventures and the Group's contractual commitments to them, any further losses are reflected in an allowance for loans receivable or a provision for joint ventures. As at 31 December 2025, the Group recognised a provision for joint ventures amounting to €4 million (2024: €1 million) and an allowance for non-recoverable loans amounting to €2 million (2024: €14 million) within other financial assets.

17.1 Property development joint ventures and associates

The summarised financial information of the Group's share in property development joint ventures and associates is as follows:

	2025			2024		
	Joint ventures	Associates	Total	Joint ventures	Associates	Total
Current assets	379,629	17,804	397,433	323,328	12,541	335,869
Non-current assets	5,358	6,566	11,924	5,087	6,561	11,648
Current liabilities	(157,825)	(10,231)	(168,056)	(153,211)	(4,114)	(157,325)
Non-current liabilities	(101,737)	(7,361)	(109,098)	(60,360)	(7,361)	(67,721)
Net assets	125,425	6,778	132,203	114,844	7,627	122,471
Profit or loss	14,201	124	14,325	6,686	3,942	10,628
Other comprehensive income	(243)	-	(243)	260	-	260
Total comprehensive income	13,958	124	14,082	6,946	3,942	10,888

Dividends received from property development joint ventures and associates amounts to €16 million in 2025 (2024: €20 million).

17.2 Other joint ventures and associates

The summarised financial information of the Group's interest in other joint ventures and associates is as follows:

	2025			2024		
	Joint ventures	Associates	Total	Joint ventures	Associates	Total
Profit or loss	6,503	1,780	8,283	6,962	1,947	8,909
Total comprehensive income	6,503	1,780	8,283	6,962	1,947	8,909

Dividends received from other joint ventures and associates amount to €4 million in 2025 (2024: €6 million).

18. Other financial assets

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification depends on the purpose for which the financial assets were acquired or issued. In principle, the financial assets are held in a business model whose objective is to collect contractual cash flows over the lifetime of the instrument. Financial assets that do not meet Solely Payments of Principal and Interest (SPPI) criterion (for which the test is performed at instrument level) are classified as other financial assets at fair value through profit or loss.

Financial assets at amortised costs are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than twelve months after the end of the reporting period which are classified as non-current assets.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

If the credit risk on a financial asset has not increased significantly since initial recognition, the loss allowance for that financial instrument is the 12-month expected credit loss (ECL). If the credit risk on a financial asset has significantly changed since initial recognition the loss allowance equals the lifetime expected credit losses. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Indications of increase in credit risk for financial assets include debtors experiencing significant financial difficulty or being in default or delinquency in interest or principal payments. The amount of lifetime credit losses is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate, taking into account the value of collateral, if any. The carrying amount of the asset is reduced and the amount of the loss is recognised in the income statement.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

Financial assets are derecognised when the right to receive cash flows has expired or has been transferred and the Group has transferred substantially all risks and rewards of ownership.

	Receivables at fair value through profit or loss	Receivables at amortised cost	Other	Total
As at 1 January 2024	64,541	40,781	1,112	106,434
Investments	-	-	915	915
Loans granted	18,139	22,435	474	41,048
Loan repayments	(22,314)	(3,807)	(474)	(26,595)
Transfer to current		(46)	-	(46)
Exchange rate differences	-	670	-	670
As at 31 December 2024	60,366	60,033	2,027	122,426
Investments	-	-	84	84
Loans granted	36,843	2,354	-	39,197
Loan repayments	(20,553)	(2,170)	(217)	(22,940)
Transfer to current	-	11	-	11
Exchange rate differences	-	(777)	-	(777)
As at 31 December 2025	76,656	59,451	1,894	138,001

Receivables at fair value through profit or loss mainly comprise loans to project development joint ventures and are classified as level 3 valuation method; their fair value is determined using a discounted cash flow model of the expected contractual cash flows of the respective instrument. These expected cash flows are discounted using a discount rate in the range of 2.7% to 4.5%.

19. Inventories

Land, building rights and property developments are recorded at the lower of cost and net realisable value. The Group capitalises interest expenses on loans and borrowings that fund these assets to facilitate the development. Interest costs are capitalised once development commences and until practical completion, based on the total actual finance cost incurred on the borrowings during the period. When properties are acquired for future redevelopment, interest on borrowings is recognised in the income statement until redevelopment commences.

Raw materials and finished goods are stated at the lower of cost and net realisable value. Cost is determined using the 'first-in, first-out (FIFO) method'. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

	2025	2024
Land and building rights	330,618	269,143
Property development	189,716	179,905
	520,334	449,048
Raw materials	10,273	9,650
Work in progress and semi-manufactures	677	4,783
Finished products	1,610	1,108
	532,894	464,589

Land and building rights are presented as current assets in the ordinary course of business, however by its nature, the realisation of the majority of these assets will be past one year. The main part of the carrying amount of property development is expected to be sold within one year. The increase in land and building rights reflects BAM's efforts to benefit from the growing demand for affordable and sustainable housing through investment within division NL to strengthen the Group's position in the Dutch residential market.

Impairments relating to land and building rights and property developments are as follows:

	Note	2025	2024
Impairment charges		1,836	3,212
Reversal of impairment charges		(11,050)	(5,406)
	9	(9,214)	(2,194)

The reversal of impairments of €11 million reflects updated planning and building rights of certain land positions, resulting in a higher net realisable value and the reversal of previously recognised impairments.

Property development includes the following completed and unsold property:

	2025		2024	
	Number/m ²	Carrying amount	Number/m ²	Carrying amount
Completed and unsold property				
Houses	5	2,895	8	4,148
Commercial property - rented	17,480	2,847	2,073	1,918
Commercial property - unrented	5,807	6,702	6,002	6,894
		12,444		12,960

Other inventories were not subject to impairments in 2025 or 2024.

20. Trade and other receivables

Trade and other receivables are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method less any impairment losses.

A contract asset is recognised when the Group has a right to consideration in exchange for goods or services that the entity has transferred to a customer when that right is conditioned on something other than the passage of time. It is recognised as the revenue recognised minus the invoiced amount.

When the invoiced amount exceeds the amount of revenue recognised, the balance is classified as amount due to customer.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

	2025	2024
Trade receivables	466,112	454,260
Less: Provision for impairment of receivables	(6,577)	(2,489)
Trade receivables - net	459,535	451,771
Amounts due from customers	441,092	385,143
Amounts to be invoiced	89,051	113,582
Retentions	110,767	101,291
Contract assets	640,910	600,016
Amounts due from related parties	34,020	21,786
Other financial assets	1,109	2,565
Derivative financial instruments	1,640	700
Other receivables	83,066	91,964
Prepayments	69,979	92,081
	1,290,259	1,260,883

The concentration of credit risk with respect to trade receivables is limited, as the Group's customer base is large and geographically spread. As at 31 December 2025 a part of the trade receivables amounting to €36 million (2024: €30 million) is past due over one year but partly impaired. These overdue receivables relate to a number of customers and remain outstanding mainly due to ongoing discussions about claims and/or variation orders.

Retentions relate to amounts retained by customers on progress billings. In the United Kingdom and Ireland in particular, it is common practice to retain a percentage of invoiced amounts until completion of the project. Amounts due from related parties mainly comprise receivables from joint ventures and associates. Other receivables include €13.6 million for the Group's entitlement to old receivables of BAM Deutschland AG (2024: €13.6 million).

The ageing analysis of trade receivables and related provisioning is as follows:

	2025		2024	
	Trade receivables	Provision for impairment	Trade receivables	Provision for impairment
Not past due	372,530	(10)	333,443	(11)
Up to 3 months	39,582	(73)	47,285	(79)
3 to 6 months	6,323	(35)	26,410	(155)
6 to 12 months	11,207	(1,305)	17,431	(907)
1 to 2 years	26,537	(391)	21,815	(643)
Over 2 years	9,933	(4,763)	7,876	(694)
	466,112	(6,577)	454,260	(2,489)

Movements in the provision for impairment of trade receivables are as follows:

	2025	2024
As at 1 January	2,489	6,425
Additions to provision for impairment	5,573	1,641
Release	(1,375)	(285)
Receivables written off during the year as uncollectable	(65)	(5,332)
Exchange rate differences	(45)	40
As at 31 December	6,577	2,489

Provision for impairment of receivables in 2025 and 2024 is mainly related to disputed balances and final negotiations on these balances with the customers. No significant credit losses were incurred. Additions to and releases of provisions for impaired receivables are included in other operating expenses in the income statement.

21. Cash and cash equivalents

Cash and cash equivalents include the Group's share in cash of joint operations of €187.5 million (2024: €197.9 million). Cash in joint operations is subject to project-specific funding agreements and embedded in the normal course of project activities, with distributions to the Group only available after consultation with relevant joint operation partners. From the remaining balance, an amount of €28.6 million (2024: €23.2 million) is restricted for specific VAT and wage tax payments.

22. Assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale rather than through continuing use. For this to be the case the asset (or disposal group) must be available for immediate sale in its present condition and its sale must be highly probable. Non-current assets (or disposal groups) classified as held for sale are measured at the lower of the asset's carrying amount and the fair value less costs to sell. Depreciation or amortisation of an asset and equity accounting for joint ventures and associates ceases when it is classified as held for sale.

The breakdown of assets held for sale is as follows:

	2024
Investment in joint venture Invesis	80,389
Other	10,155
	90,544

In December 2024, the Group reached an agreement to sell its remaining 50% interest in the joint venture Invesis (formerly BAM PPP) to PGGM Infrastructure Fund ("PGGM"). The carrying amount of €187.4 million was transferred to assets held for sale in December 2024 and measured at fair value less costs to sell. Upon this transfer, the Group accounted for the following effects in 2024:

- reassessed the fair value of the contingent consideration that was agreed in the partial sale of Invesis to PGGM in 2020, resulting in a gain of €20 million recognised as a result from discontinued operations (Note 12).
- recognised an impairment of €107.0 million on the carrying amount of the joint venture; and

- discontinued hedge accounting and therefore reclassified Invesis' reserves of €31.3 million to the income statement.

The 2024 impairment of the carrying amount of the joint venture is specified as follows:

	2024
Fair value of consideration	104,389
Settlement contingent consideration related to sale in 2020 and other items	(23,000)
	81,389
Cost to sell	(1,000)
Carrying amount of joint venture	(187,383)
Impairment	(106,994)

Invesis' result for 2024 can be summarised as follows:

	2024
Share in result joint venture before transfer to held for sale	(1,484)
Reclassification of reserves	31,290
Impairment	(106,994)
Share in result of joint ventures	(77,188)

The sale was completed in March 2025. The total consideration received of €107.5 million included the settlement of the contingent consideration agreed in the partial sale to PGGM in 2020. On a discounted basis, the fair value of the consideration at the date of disposal was €104.4 million

Other assets classified as held for sale in 2024 include equipment of BAM Infra Funderingstechnieken. The Group reached a sale agreement with a third party and the assets transferred in February 2025.

As at 31 December 2025, no assets are classified as held for sale.

23. Group equity

The Company's share capital is classified as equity. It consists of the Company's ordinary shares and preference shares. The surplus paid by shareholders above the nominal value of shares is recognised as share premium. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Repurchases of own shares are deducted from retained earnings on a cost basis.

The cost represents the market price paid on the acquisition date. When repurchased shares are sold or re-issued subsequently, any amount received is recognised as an increase in retained earnings, and the resulting surplus or deficit on the transaction remains in retained earnings.

Dividend is recognised as a liability in the period in which it is approved by the Annual General Meeting.

At year-end 2025, the authorised capital of the Group was 400 million ordinary shares (2024: 400 million) and 600 million preference shares (2024: 600 million), all with a nominal value of €0.10 per share (2024: €0.10 per share). All issued shares have been paid in full (only ordinary shares).

23.1 Outstanding shares

	Number of ordinary shares	Number of treasury shares	Number of ordinary shares in issue
As at 1 January 2024	284,037,876	15,059,622	268,978,254
Shares issued			
Repurchase of ordinary shares	-	16,449,195	(16,449,195)
Awarded LTIP shares	-	(3,778,374)	3,778,374
Dividends	-	(7,216,389)	7,216,389
As at 31 December 2024	284,037,876	20,514,054	263,523,822
Shares issued			
Repurchase of ordinary shares	-	7,222,303	(7,222,303)
Awarded LTIP shares	-	(900,723)	900,723
Cancellation of shares	(12,037,876)	(12,037,876)	-
As at 31 December 2025	272,000,000	14,797,758	257,202,242

On 17 May 1993, the Company granted Stichting Aandelenbeheer BAM Groep ('the Foundation') a call option to acquire class B cumulative preference shares in the Company's share capital. This option was granted up to such an amount as the Foundation might require, subject to a maximum of a nominal amount that would result in the total nominal amount of class B cumulative preference shares in issue and not held by the Company equalling no more than 99.9% of the nominal amount of the issued share capital in the form of shares other than class B cumulative preference shares and not held by the Company at the time of exercising of the right referred to above.

The board of directors of the Foundation has the exclusive right to determine whether or not to exercise this right to acquire class B cumulative preference shares.

In 2025, a portion of treasury shares was cancelled as these shares were no longer required following the cessation of stock-dividend issuances after 2024 and the repurchase and LTIP-related share movements described in note 23.3 below.

23.2 Dividend

On 8 May 2025, the annual general meeting approved a cash dividend of €0.25 per ordinary share with a scrip alternative. On 6 June 2025, the Group paid €66.0 million in cash (2024: €25.8 million in cash and distributed 7.2 million shares to shareholders that opted for stock dividend).

23.3 Treasury shares

During 2025, the Group repurchased 7.2 million own shares for a total consideration of €50.0 million (2024: €65.5 million), comprising of:

- the €50 million share buyback (6.8 million shares); and
- repurchases from employees (0.4 million shares) of a part of the shares that vested under long-term incentive plans to settle their wage tax and social security premiums.

23.4 Dividend proposal

The Company proposes to declare a cash dividend of €0.30 per ordinary share over 2025.

24. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. After initial recognition borrowings are measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised. The effective interest rate amortisation is included as finance costs in the income statement (unless the costs are capitalised). Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

	As at 1 January 2025	Changes from financing cash flows		Other changes		As at 31 December 2025
		Proceeds from borrowings	Repayments of borrowings	Effective interest method	Other	
Non-recourse property financing	36,852	-	(2,220)	-	1,610	36,242
Recourse property financing	12,160	23,000	(931)	-	(1,610)	32,619
Other non-recourse financing	15,619	10,342	(4,676)	-	-	21,285
Other recourse financing	2,219	-	(1,427)	-	-	792
	66,850	33,342	(9,254)	-	-	90,938

	As at 1 January 2024	Proceeds from borrowings	Repayments of borrowings	Effective interest method	Other	As at 31 December 2024
Recourse property financing	13,874	500	(2,214)	-	-	12,160
Other non-recourse financing	12,066	6,146	(2,593)	-	-	15,619
Other recourse financing	3,170	-	(951)	-	-	2,219
	61,574	12,549	(7,273)	-	-	66,850

24.1 Non-recourse property financing

Non-recourse property loans finance land positions and building rights acquired for property development and ongoing property development projects. The average term of non-recourse property financing is 1.8 years (2024: 2.8 years). Interest on these loans is generally based on Euribor plus a margin. The margin is generally fixed during the term of the loan. The terms of property loans are relatively short, therefore interest margins are generally in line with the market.

The carrying amount of the assets financed with these loans is €104 million at year-end 2025 (2024: €129 million). The assets are pledged as a security for lenders. These loans will be payable on demand if the agreed qualitative and quantitative conditions relating to interest and capital repayments, among other things, are not met.

24.2 Recourse property financing

Recourse property loans finance land and building rights and property development. The average term of these loans is 3.2 years (2024: 2.3 years). Interest on these loans is generally based on Euribor plus a margin. The margin is generally fixed during the term of the loan. For loans amounting to €24 million, the interest is (partially) fixed (2024: €1 million). The carrying amount of the assets financed with these loans is €152 million at year-end 2025 (2024: approximately €98 million). These assets constitute a security for lenders and additional securities exist in the form of a guarantee provided by the Group, in some cases supplemented by a bank guarantee. These loans will be repayable on demand if the agreed qualitative and quantitative conditions relating to interest and capital repayments, among other things, are not met.

24.3 Other non-recourse financing

Other non-recourse loans finance assets other than property, mainly cars and installations. Of the non-current part, €4.1 million has a term to maturity of more than five years (2024: €4.7 million). The average term to maturity of these loans is 8 years (2024: 8 years). The average interest rate is 3.7% (2024: 3.3%).

24.4 Committed syndicated credit facility

On 30 November 2022, the Group entered into a revolving credit facility agreement that provides a facility of maximum €330 million which can be used for general corporate purposes, including working capital financing. The facility had a term of four years (until 30 November 2026) plus two one-year extension options. In 2024, the second extension option was exercised and the maturity is extended to 30 November 2028.

Loans obtained under the facility are subject to variable market interest rates (EURIBOR) plus a margin in the range of 1.75% - 3.00% depending on the Group's recourse leverage ratio. On an annual basis, the margin is adjusted based on the Group's performance on four ESG KPIs. The maximum margin adjustment is plus/minus 0.05%, depending on the number of ESG KPI's meeting their respective target. The RCF is subject to financial covenants (see note 23.6) and to market conform commitment and utilisation fees. The facility has not been used in 2024 and 2025.

24.5 Bank overdrafts

Besides the committed syndicated credit facility, the Group holds €153 million (2024: €153 million) in bilateral credit facilities.

24.6 Covenants

Terms and conditions, including covenants, for project specific financing, being non-recourse PPP loans and (non-) recourse property financing loans, are directly linked to the respective projects. A relevant ratio in non-recourse property financing is the loan to value ratio, i.e. the ratio between the value of the loan and the carrying amount of the assets of the project. In PPP loans and recourse property financing the debt service cover ratio is generally applicable. This is a ratio of the interest and repayment obligations to the operational cash flows of the respective project. A breach of covenants may require immediate repayment of the respective outstanding loan. During 2025, no early payments were made as a result of not adhering to the financing conditions of project related financing (2024: nil).

The Group's revolving credit facility is subject to a number of financial covenants. Non-compliance with the covenants could qualify as an event of default based on which the lenders may require immediate repayment of outstanding loans and cancel their commitments. Terms and conditions for the committed syndicated credit facility are based on the Group as a whole, excluding non-recourse elements. The ratios for this financing arrangement (all recourse) are the leverage ratio, the interest cover ratio, the solvency ratio and the guarantor cover.

The capital base in the financial covenants, as part of the solvency ratio, is adjusted for, among other things, the hedging reserve and remeasurements of post-employments benefits. The requirements and realisation of the financial covenants is as follows:

	Calculation	Requirement	2025	2024
Leverage ratio	Net borrowings/EBITDA	≤ 2.50 ¹	(3.1)	(4.3)
Interest cover ratio	EBITDA/net interest expense	≥ 4.00	N/A	N/A
Solvency ratio	Capital base ² /total assets	≥ 15%	31.9%	31.6%
Guarantor covers	EBITDA share of guarantors	≥ 70%	104.5%	103.2%
	Assets share of guarantors	≥ 70%	104.8%	100.5%

1 An increased recourse leverage ratio of 2.75 is permitted for each second and third quarter of the year.

2 The capital base in the financial covenant is adjusted for the hedging reserve and remeasurements of post-employment benefits, among other things

The Group reported a net recourse interest income instead of an expense for 2024 and 2025, making the recourse interest cover ratio not applicable.

25. Employee benefits

(a) Pension obligations

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension obligation. When the plan assets exceed the defined benefit obligation, the Group recognises a pension asset, which is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. An economic benefit is available when it can be realised during the life of the plan, or upon settlement of the plan's liabilities. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited in other comprehensive income in the period in which they arise. Current service costs of defined benefit plans are recognised immediately in the income statement, as part of 'employee benefit expenses', and reflect the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past-service costs are recognised immediately in the income statement. Interest expenses are included in the 'employee benefit expenses'.

For defined contribution plans, the Group pays contributions to administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Other employment obligations

Other employment obligations comprise jubilee benefits, retirement gifts, temporary leaves and similar arrangements and have a non-current nature. These obligations are discounted to their present value.

Remeasurements are recognised- in profit or loss.

	2025	2024
Defined benefit asset	35,095	46,123
Defined benefit liability	8,548	14,474
Other employee benefits obligations	12,573	12,774
	21,121	27,248

The Group operates defined contribution plans in the Netherlands, United Kingdom, Belgium, Germany and Ireland under broadly similar regulatory frameworks. All pension plans that are accounted as defined benefit arrangement are closed for new entrants. Defined benefit plans in the United Kingdom and Ireland are in a net asset position; there is no asset ceiling on these plans as the Group is entitled to a return of surplus at the end of the plans' lives. A further description of the post-employment benefit plans per country is as follows:

Netherlands

In the Netherlands, the Group makes contributions to defined benefit schemes as well as defined contribution schemes. The pension schemes in the Netherlands are subject to the regulations as stipulated in the Pension Act. Due to the Pension Act the pension plans need to be fully funded and need to be operated outside the Company through a separate legal entity. Several multi-employer funds and insurers operate the various pension plans. The Group has no additional responsibilities for the governance of these schemes. The Group has made agreements with a specific group of pensioners regarding a possible supplementary indexation, the granting of which is entirely at the discretion of the Group and will only be considered if, at a minimum, the associated conditions are met.

The basic pension for every employee is covered by multi-employer funds in which also other companies participate based on legal requirements. These funds have an indexed average salary scheme and are therefore defined benefit schemes. Specifically, these are the industry pension funds for construction, metal & technology and railways. As these funds are not equipped to provide the required information on the Group's proportionate share of pension liabilities and plan assets, the defined benefit plans are accounted

for as defined contribution plans. The Group is obliged to pay the predetermined premium for these plans. The Group may not reclaim any excess payment and is not obliged to make up any deficit, except by way of the adjustment of future premiums. The build-up of future pension entitlements for employees is covered by the multi-employer funds or external insurance companies. Defined benefit schemes are closed for future accumulation and indexation is mainly linked to the industry pension fund for construction. Pensions for salaries exceeding the basic pension amount (top-up part) are not covered by multi-employer funds and are carried out under separate contracts and qualify as defined contribution schemes. The Group has established an accountability committee, with representation from the Central Works Council (CWC) and the Socio-Economic Committee of the BAM pensioners association (SEC).

At year-end 2025, the (twelve-month average) coverage rate of the industry pension fund for construction is 133% (2024: 126%). The industry pension fund for metal and technical sectors has a (twelve-month average) coverage rate of 115% at year-end 2025 (2024: 113%). The (twelve-month average) coverage rate of the industry pension fund for railways is 136% (2024: 132%).

United Kingdom

In the United Kingdom, the Group makes contributions to defined benefit plans as well as defined contribution plans. The Group is responsible for making supplementary contributions to recover the historical financing deficits. The plan for supplementary contributions was last revised after the most recent actuarial valuations of the funds in April 2023 and led to supplementary contributions of €2 million in 2025 (2024: €6 million). The Group replaced the closed defined benefit pension schemes with defined contribution schemes, which are executed by an independent insurance company. Following the closure of future accumulation in defined benefit pension schemes in 2010, employees who participated in these schemes were invited to participate in the defined contribution schemes.

During 2023, the High Court in the United Kingdom concluded in a case between Virgin Media and NTL Pension Trustees II that a salary-related contracted-out scheme cannot be changed unless the actuary confirmed in writing (through a so-called section 37 confirmation) that the scheme would continue to satisfy the legal norms. If such confirmation would not exist, the High Court concluded that the change would automatically void. In 2024, an appeal of the case in the Court of Appeal was dismissed and the ruling upheld. The case has the potential to cause significant issues in the United Kingdom pensions industry. An

initial assessment of the historic scheme amendments has identified that the majority of amendments do not require further action at this stage. For some amendments, further investigation is required to identify as to whether the appropriate written actuarial confirmation was in place at the date of the amendment. Until the exercise is completed, it is impossible to estimate the potential impact, if any, on the Group's schemes.

In addition, several defined benefit schemes are accounted for as defined contribution schemes as the external parties administering the funds are not able to provide the required information. These schemes have a limited number of members. The Group is obliged to pay the predetermined premium for these plans. The Group may not reclaim any excess payment and is not obliged to make up any deficit, except by way of the adjustment of future premiums. The Group did not make material contributions in 2025 and 2024.

Ireland

In Ireland, the Group has a defined benefit scheme and a multi-employer pension scheme, which was fully converted from a defined benefit scheme to a defined contribution scheme with effect from 1 January 2006 for new entrants. The Group is responsible for making supplementary contributions to recover the historical financing deficits. The plan for supplementary contributions was last revised after the most recent actuarial valuations of the funds in 2017 and led to supplementary contributions of €4 million in 2025 (2024: €4 million).

Other

Includes pension plans in Belgium and Germany. In Belgium, the Group makes contributions to a relatively small defined benefit scheme that is executed by an external insurance company. The Group has also made arrangements for employees to participate in a defined contribution scheme. The defined contribution plans are subject to the law of 28 April 2003 on occupational pensions and due to changes in the law in December 2015 defined contribution plans are classified and accounted for as defined benefit plans.

In Germany, the Group operates one remaining small defined benefit pension scheme financed by the employer, which is closed to new participants.

The significant actuarial assumptions per country were as follows:

	Netherlands	United Kingdom	Ireland	Other
2025				
Discount rate	3.8%	5.5% - 5.7%	4.30%	3.8% - 4.2%
Salary growth rate	-	-	-	0% - 3%
Pension growth rate	0% - 3.5%	2.1% - 3.0%	0% - 2.1%	2.0% - 2.3%
2024				
Discount rate	3.3%	5.5% - 5.6%	3.8%	3.2% - 3.6%
Salary growth rate	-	-	-	2.0% - 2.3%
Pension growth rate	0% - 3.5%	2.1% - 3.2%	0% - 2.1%	2.0% - 2.3%

Assumptions regarding future mortality are based on actuarial advice in accordance with published statistics and experience in each country.

Movements in the defined benefit pension plans over the year are as follows:

	Netherlands	United Kingdom	Ireland	Other	Total
As at 31 December 2025					
Defined benefit liability	(1,180)	-	-	(7,368)	(8,548)
Defined benefit asset	-	34,739	356	-	35,095
	(1,180)	34,739	356	(7,368)	26,547
<i>Present value of obligation</i>					
As at 1 January 2025	260,646	560,925	69,033	21,367	911,971
Service cost	-	241	1,020	225	1,486
Interest expense	8,327	29,352	2,537	703	40,919
Remeasurements	(10,673)	(8,583)	(5,294)	(3,368)	(27,918)
Plan participants contributions	-	-	215	114	329
Benefit payments	(16,628)	(32,531)	(4,750)	(1,346)	(55,255)
Settlements	(49,076)	-	-	-	(49,076)
Transfer to held for sale	-	-	-	-	-
Disposals	-	-	-	-	-
Exchange rate differences	-	(27,473)	-	51	(27,422)
As at 31 December 2025	192,596	521,931	62,761	17,746	795,034
<i>Fair value of plan assets</i>					
As at 1 January 2025	254,853	602,455	73,626	12,686	943,620
Interest income	8,198	31,571	2,800	402	42,971
Remeasurements	(10,272)	(16,338)	(13,438)	(2,377)	(42,425)
Employer contributions	4,520	3,057	4,664	848	13,089
Plan participants contributions	-	-	215	113	328
Benefit payments	(16,628)	(32,531)	(4,750)	(1,346)	(55,255)
Administration cost	(179)	(2,123)	-	-	(2,302)
Settlements	(49,076)	-	-	-	(49,076)
Disposals	-	-	-	-	-
Transfer to held for sale	-	-	-	-	-
Exchange rate differences	-	(29,421)	-	52	(29,369)
As at 31 December 2025	191,416	556,670	63,117	10,378	821,581

	Netherlands	United Kingdom	Ireland	Other	Total
Amounts recognised in the income statement					
Service cost	-	241	1,020	225	1,486
Net interest expense	129	(2,219)	(263)	301	(2,052)
Changes and plan amendments and settlements	-	-	-	-	-
Administration cost	179	2,123	-	-	2,302
	308	145	757	526	1,736
Amounts recognised in other comprehensive income					
Remeasurements:					
• Return on plan assets, excluding interest income	10,272	16,338	13,438	2,377	42,425
• (Gain)/loss from change in demographic assumptions	-	(390)	-	-	(390)
• (Gain)/loss from change in financial assumptions	(10,102)	(12,858)	(5,294)	(1,164)	(29,418)
• Experience (gains)/losses	(571)	4,666	-	(2,205)	1,890
	(401)	7,756	8,144	(992)	14,507
Income tax	-	(1,939)	(1,018)	(78)	(3,035)
Remeasurement net of tax	(401)	5,817	7,126	(1,070)	11,472

	Netherlands	United Kingdom	Ireland	Other	Total
As at 31 December 2024					
Defined benefit liability	(5,793)	-	-	(8,681)	(14,474)
Defined benefit asset	-	41,530	4,593	-	46,123
	(5,793)	41,530	4,593	(8,681)	31,649
<i>Present value of obligation</i>					
As at 1 January 2024	277,423	588,648	68,838	22,256	957,165
Service cost	-	73	1,002	198	1,273
Interest expense	8,345	27,734	2,429	787	39,295
Remeasurements	(8,689)	(54,022)	(494)	(645)	(63,850)
Plan participants contributions	-	-	237	121	358
Benefit payments	(16,433)	(28,468)	(2,979)	(1,350)	(49,230)
Exchange rate differences	-	26,960	-	-	26,960
As at 31 December 2024	260,646	560,925	69,033	21,367	911,971
<i>Fair value of plan assets</i>					
As at 1 January 2024	267,116	639,689	69,691	13,373	989,869
Interest income	8,077	30,222	2,540	483	41,322
Remeasurements	(7,267)	(72,488)	(326)	(782)	(80,863)
Employer contributions	3,539	6,459	4,463	850	15,311
Plan participants contributions	-	-	237	120	357
Benefit payments	(16,433)	(28,468)	(2,979)	(1,350)	(49,230)
Administration cost	(179)	(2,114)	-	(8)	(2,301)
Exchange rate differences	-	29,155	-	-	29,155
As at 31 December 2024	254,853	602,455	73,626	12,686	943,620

	Netherlands	United Kingdom	Ireland	Other	Total
Amounts recognised in the income statement					
Service cost	-	73	1,002	198	1,273
Net interest expense	268	(2,488)	(111)	304	(2,027)
Administration cost	179	2,114	-	8	2,301
	447	(301)	891	510	1,547
Amounts recognised in other comprehensive income					
Remeasurements:					
• Return on plan assets, excluding interest income	7,267	72,488	326	782	80,863
• (Gain)/loss from change in demographic assumptions	(731)	2,475	2,146	-	3,890
• (Gain)/loss from change in financial assumptions	(7,958)	(58,398)	(3,186)	(21)	(69,563)
• Experience (gains)/losses	-	1,901	546	(625)	1,822
	(1,422)	18,466	(168)	136	17,012
Income tax	366	(4,615)	22	(50)	(4,277)
Remeasurement net of tax	(1,056)	13,851	(146)	86	12,735

The average duration of the defined benefit obligations per country were as follows:

	Netherlands	United Kingdom	Ireland	Other
Average duration (in years) - 2025	10	12	16	10
Average duration (in years) - 2024	11	13	17	10

Plan assets are comprised as follows:

	Netherlands	United Kingdom	Ireland	Other	Total
2025					
Equity instruments	-	44,747	6,962	-	51,709
Debt instruments	-	488,883	51,664	-	540,547
Property	-	830	3,121	-	3,951
Qualifying insurance policies	191,416	7,467	-	10,378	209,261
Cash and cash equivalents	-	14,743	1,370	-	16,113
	191,416	556,670	63,117	10,378	821,581
2024					
Equity instruments	-	71,288	5,291	-	76,579
Debt instruments	-	511,159	64,009	-	575,168
Property	-	3,899	3,086	-	6,985
Qualifying insurance policies	254,853	339	-	12,686	267,878
Cash and cash equivalents	-	15,770	1,240	-	17,010
	254,853	602,455	73,626	12,686	943,620

Plan assets do not include the Company's ordinary shares. Assets with a value of €252 million are unquoted (2024: €360 million).

The impact to the defined benefit obligation to changes in weighted principal assumptions is as follows:

	2025		2024	
	Increase by	Decrease by	Increase by	Decrease by
	0,5%	0,5%	0,5%	0,5%
Discount rate	(€43 million)	€47 million	(€52 million)	€58 million
Indexation	€23 million	(€22 million)	€29 million	(€27 million)
Salary increase	€0 million	(€0 million)	€0 million	(€0 million)

If the life expectancy increases or decreases by one year, the pension liability will increase or decrease by approximately €29 million (2024: increase or decrease by €34 million). The sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur as changes in assumptions are correlated. The sensitivity analyses are based on the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) as when calculating the pension liability recognised within the statement of financial position.

Through its defined benefit pension plans the Group is exposed to a number of risks, the most significant of which are detailed below:

Risk	Impact
<i>Asset volatility</i>	Plan liabilities are calculated using a discount rate set with reference to corporate bond yields; if plan assets underperform this yield, this will create a deficit.
<i>Bonds yields</i>	A decrease in corporate bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.
<i>Salary growth</i>	Plan liabilities are calculated based on future salaries of the plan participants, so increases in future salaries will result in an increase in the plan liabilities.
<i>Pension growth</i>	The majority of the plan liabilities are calculated based on future pension increases, so these increases will result in an increase in the plan liabilities.
<i>Life expectancy</i>	The majority of the plan liabilities are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan liabilities.

For funded plans, the Group ensures that the investment positions are managed within an asset-liability matching ('ALM') framework that has been developed to achieve long-term investments that are in line with the obligations under the pension schemes. The Group's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due and in the appropriate currency. The Group monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations. The Group has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

Employer contributions to post-employment benefit plans for 2026 are expected to decrease from €13 million in 2025 to €6 million. The contributions in 2024 and 2025 include extra amounts for indexation.

26. Provisions

Provisions for warranties, restructuring costs, claims/legal obligations, associates and joint ventures and onerous contracts are recognised when: (a) the Group has a present legal or constructive obligation as a result of past events; (b) it is probable that an outflow of resources will be required to settle the obligation; and (c) the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Restructuring provisions are recognised when a detailed formal plan has been approved, and the restructuring has either commenced or has been announced publicly. Restructuring provisions comprise lease termination penalties and employee termination payments. Future operating losses are not recognised. If the Group's share in losses exceeds the carrying amount of the investment (including separately presented goodwill and other uninsured receivables), further losses will not be recognised, unless the Group has provided securities to the associate or joint venture, committed to liabilities or payment on behalf of the associate and joint venture. In that case, the excess will be provided for.

Provisions are classified in the balance sheet as follows:

	2025	2024
Non-current	85,806	64,646
Current	133,329	116,155
	219,135	180,801

The non-current part of provisions is discounted at a rate in the range of 0% to 6% (2024: 0% to 6%).

The provision for onerous contracts is based on judgments and uncertainties as described in note 3.1. Approximately 49% of the provision is current in nature (2024: 65%).

The provision for warranty concerns the best estimate of the expenditure required to settle complaints and deficiencies that became apparent after the delivery of projects and that fall within the warranty period. In reaching its best estimate, the Group takes into account the risks and uncertainties that surround the underlying events which are assessed periodically. Approximately 67% of the provision is current in nature (2024: 55%).

The provision for claims and legal obligations represents the Group's best estimate, at the reporting date, of the expenditure required to settle present obligations arising from claims, building repair responsibilities and other compliance related matters. The recognised amount includes expected costs for investigations, remediation activities, building repair work and for addressing matters related to evolving building safety requirements. Approximately 89% of the provision is current in nature (2024: 100%).

	Warranty	Restructuring	Claims and legal obligations	Joint ventures	Onerous contracts	Other	Total
As at 1 January 2024	30,957	7,117	-	2,334	148,071	8,415	196,894
Charged/(credited) to the income statement:							
- Additional provisions	15,960	12,236	6,796	651	133,734	1,072	170,449
- Release	(3,307)	-	-	-	(3,880)	(1,499)	(8,686)
Used during the year	(6,798)	(15,559)	-	(1,584)	(153,471)	(1,691)	(179,103)
Exchange rate differences	-	-	139	-	1,073	35	1,247
As at 31 December 2024	36,812	3,794	6,935	1,401	125,527	6,332	180,801
Charged/(credited) to the income statement:							
- Additional provisions	23,570	8,563	40,757	3,571	98,302	4,575	179,338
- Release	(5,610)	(673)	-	-	(9,287)	(46)	(15,616)
Used during the year	(10,185)	(7,760)	(2,050)	(1,123)	(102,179)	(472)	(123,769)
Exchange rate differences	-	-	(934)	-	(621)	(64)	(1,619)
As at 31 December 2025	44,587	3,924	44,708	3,849	111,742	10,325	219,135

As at 31 December 2025, other provisions include €3.0 million for the remaining exposure on financial guarantees related to the sale of BAM Deutschland AG (2024: €3.0 million).

27. Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. A contract liability is recognised when the Group has an obligation to transfer goods or services to a customer for which the entity has received consideration (or the amount is due) from the customer.

	Notes	2025	2024
Trade payables		505,836	499,685
Amounts due to customers (contract liabilities)	6	855,094	823,479
Amounts due to related parties	28	38,521	47,171
Social security and other taxes		174,856	181,157
Pension premiums		8,817	8,126
Amounts due for work completed		92,269	86,713
Amounts due for work in progress		579,710	548,114
Other liabilities		25,532	39,240
Accrued expenses and deferred income		222,954	199,918
		2,503,589	2,433,603

Amounts due to related parties mainly comprises payables to joint ventures and associates.

The amounts due for work completed and for work in progress relate to suppliers of the Group for contract work performed.

28. Related parties

The Group identifies subsidiaries, associates, joint ventures, third parties executing the Group's defined benefit pension plans and key management as related parties. Transactions with related parties are conducted at arm's length, i.e. on terms comparable to transactions with third parties.

28.1 Key management compensation

Key management includes members of the Executive Board and the Supervisory Board. The compensation paid or payable to members of the Executive Board is as follows:

	(in € thousand)					
	2025					
	Fixed remuneration	Short-term incentive	Long-term incentive ¹	Other benefits ²	Post-employment benefits	Total
R.J.M. Joosten	892	877	1,231	22	196	3,218
H. de Pater ³	396	386	334	15	87	1,218
L.F. den Houter	103	-	178	4	23	308
	1,391	1,263	1,743	41	306	4,744
	2024					
	Fixed remuneration	Short-term incentive	Long-term incentive ¹	Other benefits ²	Post-employment benefits	Total
R.J.M. Joosten	854	706	974	22	188	2,744
L.F. den Houter	610	504	668	22	134	1,938
	1,464	1,210	1,642	44	322	4,682

¹ For Mr De Pater, this includes the value of an extraordinary restricted share plan awarded to him per 20 April 2023.

² The amount shown under 'Other benefits' consists of the car allowance or company car cost.

³ The remuneration of Mr De Pater has been included per his appointment as CFO with the exception of the value under 'Long-term incentive'.

The short-term incentive plan ('STIP') is part of the remuneration package of the Executive Board and is based on financial objectives (70%) and non-financial objectives (30%). Further information about STIP is specified in the remuneration report. For 2025, the Supervisory Board determined that payout over 2025 results is 98% of fixed remuneration (2024: 81%).

Post-employment benefits to members of the Executive Board are an age-independent gross allowance of 22% of their fixed remuneration from which they need to finance their own retirement savings, including a surviving dependent's pension.

The long-term incentive plan ('LTIP') relates to the Performance Share Plan. Additional information is included in the remuneration report and in note 29. No loans or advances have been granted to the members of the Executive Board. On 31 December 2025, Mr Joosten held 100,000 privately acquired BAM shares and Mr De Pater 63.

The supervisory board remuneration only comprises fixed remuneration, as further explained in the remuneration report, and is as follows:

<i>(in € thousand)</i>	2025	2024
H.Th.E.M. Rottinghuis, chair	133	131
B. Elfring, vice-chair	90	84
J.C. Hanson	83	13
D. Koopmans	89	87
M.P. Sheffield	83	82
N.M. Skorupska	83	88
G. Boon, former vice-chair	20	85
	581	570

No share options, loans or advances have been provided to the members of the Supervisory Board. On 31 December 2025, Mr Elfring, Mrs Hanson, Mrs Koopmans and Mr Rottinghuis respectively held 50,000, 2,254, 15,000 and 100,000 privately acquired BAM shares.

28.2 Sales and purchase of goods and services

A major part of the Group's activities is carried out in joint ventures. These activities include the assignment and/or financing of land as well as carrying out construction contracts. In 2025, the Group carried out transactions with associates and joint ventures related to the sale of goods and services for €158 million (2024: €84 million) and related to the purchase of goods and services for €55 million (2024: €48 million). Short term receivables from joint ventures and associates amount to €34 million (2024: €22 million) and short term liabilities amount to €39 million (2024: €47 million).

28.3 Loans to related parties

At year-end 2025, the Group had outstanding loans to joint ventures and associates for the amount of €110 million (2024: €93 million). These loans were provided on normal commercial terms and conditions, except that a number of loans does not have a fixed repayment date. Interest rates for these loans are at arm's length. Loans to related parties are included in 'Other financial assets' in the statement of financial position.

29. Share-based payments

The Group operates equity-settled share-based plans. The fair value of the employee services received in exchange for the grant of the shares is recognised as cost with a corresponding credit entry of equity. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. The total amount to be expensed is determined by reference to the fair value of the shares granted:

- including a market performance condition based on the Company's share price;
- excluding the impact of any service and non-market performance vesting conditions; and
- including the impact of any non-vesting conditions.

At the end of each reporting period, the Group revises its estimates of the number of shares that are expected to vest based on the non-market vesting conditions and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement within 'personnel expenses', with a corresponding adjustment to equity. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

The Group operates a Performance Share Plan for members of the Executive Board and for a limited group of senior management positions below the Executive Board. Under the Performance Share Plan, each year performance shares are conditionally awarded subject to performance over a vesting period of three years and, for members of the Executive Board, followed by a lock-up period of two years. Further information about the Performance Share Plan is included in the remuneration report.

In principle, conditionally awarded shares are forfeited if the participant is no longer employed by the company, unless agreed upon otherwise. However upon termination of employment due to retirement, disability or death the participant (or his or her heirs) reserves the right on the pro rata number of conditionally awarded shares to become unconditionally pursuant to the same vesting conditions as described above (pro rata means the number of full months that the participant was engaged by the Group during the performance period divided by 36 months). For the performance shares, the most recent expected results of the Group were included to calculate the expected vesting of performance shares.

Conditional shares in the Performance Share Plan include a dividend right like ordinary shares, however these dividends will be paid out in shares at the vesting date. Therefore, the dividend yield on the conditional shares equals nil.

In 2025, an amount of €2.6 million was charged (2024: €2.7 million) to the income statement arising from the share plans.

The movement of the Performance Share Plan (in number of conditionally awarded shares) during 2025 for the members of the Executive Board and for other participants is as follows:

<i>(in # of shares)</i>	As at 1	Awarded	Dividend rights	Vested	Unvested	Forfeited	As at 31
	January 2025			(including dividend)			December 2025
R.J.M. Joosten	869,872	181,521	22,748	(262,318)	(23,847)	-	787,976
H. de Pater	76,141	111,033	2,116	(20,023)	(1,820)	-	167,447
L.F. den Houter	403,651	-	8,651	(166,529)	(15,139)	-	230,634
Other participants	1,971,887	709,767	50,620	(430,010)	(41,073)	(263,939)	1,997,252
	3,321,551	1,002,321	84,135	(878,880)	(81,879)	(263,939)	3,183,309

The movements per plan for 2025 are as follows:

<i>(in # of shares)</i>	As at 1	Awarded	Dividend rights	Vested	Unvested	Forfeited	As at 31
	January 2025			(including dividend)			December 2025
2022-2024	960,759	-	-	(878,880)	(81,879)	-	0
2023-2025	1,252,256	-	45,646	-	-	(80,986)	1,216,916
2024-2026	1,108,536	-	38,489	-	-	(120,902)	1,026,124
2025-2027	-	1,002,321	-	-	-	(62,051)	940,270
	3,321,551	1,002,321	84,135	(878,880)	(81,879)	(263,939)	3,183,309

In 2025, the Performance Share Plan 2022-2024 vested at 91%.

The fair value per share of the 2025 award in connection with the TSR performance part amounted to €6.76 per share and is determined using a Monte Carlo simulation model. For the other (non) financial performance measures, the fair value equals the share price at the grant date. The key assumptions used in the valuations of the fair values were as follows:

	2025
Share price at grant date (in €)	6.38
Risk-free interest rate (in %)	1.82
Volatility (in %)	33.82

Expected volatility has been determined based on historical volatilities for a period of five years.

30. Joint operations

A part of the Group's activities is carried out in joint arrangements and classified as joint operations. These arrangements remain in place until a project is finished. In practice, the duration of the majority of the joint operations is generally limited to a period of one to four years, with the exception of joint operations in connection with land and building rights held for strategic purposes. Based on an assessment of balance sheet total, revenue and result, none of the joint operations is individually material to the Group. The Group's share in revenue of joint operations amounts to €769 million in 2025 (2024: €717 million), representing 11% of the Group's revenue (2024: 11%).

The Group's share in the balance sheets of joint operations is indicated below:

	2025			Total
	Division NL	Division UK&I	Belgium, Germany and International	
<i>(in € million)</i>				
Assets				
Non-current assets	16.0	15.2	-	31.2
Current assets	61.9	248.9	20.7	331.5
	77.9	264.1	20.7	362.7
Liabilities				
Non-current liabilities	12.6	4.7	-	17.3
Current liabilities	34.9	230.6	20.3	285.8
	47.5	235.3	20.3	303.1
Net assets	30.4	28.8	0.4	59.6

(in € million)	2024			Total
	Division NL	Division UK&I	Belgium, Germany and International	
Assets				
Non-current assets	2.1	14.0	-	16.1
Current assets	79.5	201.9	25.6	307.0
	81.6	215.9	25.6	323.1
Liabilities				
Non-current liabilities	9.1	9.1	-	18.2
Current liabilities	50.1	177.0	25.3	252.4
	59.2	186.1	25.3	270.6
Net assets	22.4	29.8	0.3	52.5

As of 31 December 2025, the Group has capital commitments for joint operations amounting to nil (2024: nil). Guarantees issued by banks and surety companies amount to nil (2024: nil).

31. Commitments

Capital expenditure contracted for at the end of the reporting period but not yet incurred and conditional contractual obligations to purchase land for property development activities is as follows:

	2025	2024
Property, plant and equipment	-	1,647
Land	171,740	134,304
	171,740	135,951

The conditional nature of the contractual obligations to purchase land relate to, among other items, the amendment of development plans, the acquisition of planning permissions and the actual completion of property development projects.

32. Contingencies

32.1 Claims and legal proceedings

In the normal course of business, the Group is exposed to claims from (sub)contractors and clients that generally arise from a dispute about the quality of work and the amount of compensation. Additionally, the Group is exposed to certain risks following guarantees and indemnities provided in divestments of (former) subsidiaries. The Group recognises provisions for claims and/or exposures when a cash outflow is probable. When not resolved or settled, claims may subsequently involve legal proceeding which, if decided or settled adversely, may have a material impact on the Group's financial position, operational result or cash flows.

Ethical misconduct or non-compliance with applicable laws and regulations (such as competition, bribery and corruption) could expose BAM to liabilities or have a negative impact on its business and reputation. BAM may be subject to administrative, civil or criminal liabilities including significant fines and penalties, as well as suspension or debarment from government or non-government contracts for some period of time.

32.2 Guarantees

Guarantees and bonds are provided in the ordinary course of business to clients, either by the Company (parental guarantees), by banks (bank guarantees), or by surety companies (surety bonds), to secure due performance of the Group's contractual obligations. These securities can only be called by the client in case of (proven) default. It is not expected that any material risks will arise from these securities. The parental guarantees issued by the Company amount to €120 million (2024: €111 million). Guarantees and bonds issued by banks and surety companies amount to €1.3 billion (2024: €1.3 billion). Guarantee facilities (capacity at banks and securities to issue guarantees and bonds) amount to €2 billion (2024: €2.1 billion).

33. Audit fees

The fees stated below for the audit of the financial statements are based on the total fees for the audit of the financial statements, regardless of whether the procedures were already performed in the financial year. Expenses for services provided by the Company's current independent auditor, EY Accountants BV ('EY') and its foreign member firms to the Group are specified as follows:

	2025			2024		
	EY	EY foreign member firms	Total	EY	EY foreign member firms	Total
€ thousands						
Audit fees	3,718	3,350	7,068	3,471	2,991	6,462
Audit-related fees	690	67	757	803	18	821
Other non-audit fees	-	-	-	-	-	-
	4,408	3,417	7,825	4,274	3,009	7,283

Audit-related fees include the provision of limited assurance on the Group's sustainability statement of €544,000 (2024: €675,000).

34. Events after the reporting period

In January 2026, the Group signed an agreement to acquire Gebroeders Blokland B.V., an integrated residential property developer and builder based in Hardinxveld-Giessendam, The Netherlands. The acquisition includes a portfolio of land and building rights for approximately 2,400 homes, strengthening the Group's position in the Dutch residential development market.

The agreed purchase consideration consists of a fixed amount of €62 million and a limited contingent consideration component, the outcome of which depends on future events. Completion of the business combination is subject to approval by the Dutch Authority for Consumers and Markets (ACM) under the Dutch Competition Decree.

As the agreement was concluded after the reporting date, the transaction is classified as a non-adjusting event. Therefore, no adjustments have been made to the consolidated financial statements as at 31 December 2025. The Group will recognise the identifiable assets, liabilities and goodwill upon completion in accordance with IFRS 3.

Company statement of financial position

	Notes	31 December 2025	31 December 2024
Non-current assets			
Intangible assets	2	313,578	320,792
Tangible fixed assets		1,181	1,395
Financial assets	3	913,622	801,084
Deferred tax assets	4	65,254	80,723
		1,293,635	1,203,994
Current assets			
Receivables	5	53,585	78,410
Cash and cash equivalents	6	321,827	239,777
		375,412	318,187
Total assets			
		1,669,047	1,522,181
<i>Equity attributable to shareholders of the Company</i>			
Issued and paid capital	7	27,200	28,404
Share premium	7	810,907	810,907
Legal reserves	7	(39,293)	(19,886)
Retained earnings	7	(51,757)	(6,160)
Net result	7	210,990	82,248
		958,047	895,513
Provisions			
	8	6,754	6,013
Non-current liabilities			
Lease liabilities		777	968
		777	968
Current liabilities			
Lease liabilities		466	481
Other liabilities	9	703,003	619,206
		703,469	619,687
Total equity and liabilities			
		1,669,047	1,522,181

Company income statement

	Notes	2025	2024
Internal charges	10	45,364	39,753
Other income	11	-	20,069
Personnel expenses	12	(26,391)	(22,665)
Depreciation and amortisation charges		(625)	(722)
Impairment charges		-	-
Other operating expenses		(18,913)	(14,890)
Operating result		(565)	21,545
Finance income		28,531	20,402
Finance expense		(28,749)	(30,480)
		(218)	(10,078)
Result before tax		(783)	11,467
Income tax	13	19,764	57,505
Share in result of subsidiaries, joint ventures and associates		192,009	13,276
Net result		210,990	82,248

Notes to the company financial statements

1. Summary of the accounting policies

1.1 Basis of preparation

The company financial statements of Royal BAM Group nv ('the Company' or 'BAM') have been prepared in accordance with Part 9, Book 2 of the Dutch Civil Code. In accordance with subsection 8 of section 362, Book 2 of the Dutch Civil Code, the recognition and measurement principles applied in these company financial statements are the same as those applied in the consolidated financial statements.

The expected credit losses on receivables from subsidiaries have not been included in the company financial statements, since these have been eliminated within the book value of the receivables.

1.2 Investments in subsidiaries

Investments in subsidiaries are measured at net asset value. The net asset value is determined using the accounting policies, as described in the consolidated financial statements. The net asset value of subsidiaries comprises the cost, excluding goodwill, of BAM's share in the net assets of the subsidiary plus BAM's share in income or losses since acquisition, less dividends received.

1.3 Income tax

Corporate income tax is charged and/or allocated to the subsidiaries forming part of the fiscal unity, as if they were independent taxable entities. Tax receivables and payables to the respective subsidiaries are included in current receivables and current other liabilities.

2. Intangible assets

	Goodwill	Non-integrated software	Other	Total
As at 1 January 2024				
Cost	517,454	3,855	883	522,192
Accumulated amortisation and impairments	(203,488)	(3,484)	(684)	(207,656)
	313,966	371	199	314,536
Additions	-	-	-	-
Amortisation	-	(148)	(89)	(237)
Exchange rate differences	6,493	-	-	6,493
	320,459	223	110	320,792
As at 31 December 2024				
Cost	524,441	3,855	883	529,179
Accumulated amortisation and impairments	(203,982)	(3,632)	(773)	(208,387)
	320,459	223	110	320,792
Amortisation	-	(72)	(88)	(160)
Exchange rate differences	(7,054)	-	-	(7,054)
	313,405	151	22	313,578
As at 31 December 2025				
Cost	517,387	3,855	883	522,125
Accumulated amortisation and impairments	(203,982)	(3,704)	(861)	(208,547)
	313,405	151	22	313,578

3. Financial assets

	Shares in subsidiaries	Receivables from subsidiaries	Other participating interests	Total
As at 1 January 2024	633,972	126,174	176,819	936,965
Net result for the year	90,464	-	(77,188)	13,276
Dividends	(135,748)	-	-	(135,748)
Investments	135	4,014	8,405	12,554
Movements in hedge reserves	-	-	(26,345)	(26,345)
Remeasurements of post-employment benefit obligations	(13,791)	-	-	(13,791)
Exchange rate differences	14,856	-	(683)	14,173
As at 31 December 2024	589,888	130,188	81,008	801,084
Net result for the year	192,579	-	(570)	192,009
Dividends	(160,302)	-	-	(160,302)
Investments	-	169,721	-	169,721
Disposal	-	-	(80,389)	(80,389)
Reclassifications	39,934	(19,773)	-	20,161
Remeasurements of post-employment benefit obligations	(11,873)	-	-	(11,873)
Exchange rate differences	(16,789)	-	-	(16,789)
As at 31 December 2025	633,437	280,136	49	913,622

The disposal of other participating interests in 2025 and the net result recognised in 2024 relate to Invesis (Note 22). Refer to Other Information (Note 8.4), for the list of principal subsidiaries, joint ventures and associates.

The 2025 investment in receivables from subsidiaries reflects a cash withdrawal by division NL as part of its internal funding arrangements with the Group.

4. Deferred tax assets

	2025	2024
Deferred tax assets	65,254	80,723

The Company carries the full balance of deferred tax assets on carry forward losses of the fiscal unity.

5. Receivables

	2025	2024
Amounts due from subsidiaries	43,823	37,196
Other receivables	5,969	28,086
Prepaid expenses	3,793	13,128
	53,585	78,410

Receivables are due within one year. Other receivables in 2024 included the contingent consideration due from PGGM related to the divestment of 50% of the shares of BAM PPP to PGGM Infrastructure Fund (“PGGM”) in December 2020, which has since been settled in 2025 as disclosed in note 12 to the consolidated financial statements.

6. Cash and cash equivalents

	2025	2024
Cash at bank and in hand	321,827	239,777

Cash and cash equivalents are at the free disposal of the Company.

7. Equity attributable to shareholders of the Company

At year-end 2025, the authorised capital of the Group was 400 million ordinary shares (2024: 400 million) and 600 million preference shares (2024: 600 million), all with a nominal value of €0.10 per share (2024: €0.10 per share). All issued shares have been paid in full.

Movements in shareholders' equity are as follows:

Movements in shareholders' equity are as follows:	Attributable to the shareholders of the Company					Total
	Issued and paid capital	Share premium	Legal reserves	Retained earnings	Net result	
As at 1 January 2024	28,404	810,907	79,488	(173,295)	174,991	920,495
Net result for the year	-	-	-	-	82,248	82,248
Appropriation of result	-	-	-	174,991	(174,991)	-
Dividend payment	-	-	-	(25,840)	-	(25,840)
Remeasurements of post-employment benefit obligations	-	-	-	(12,735)	-	(12,735)
Movements in cash flow hedges	-	-	(26,345)	-	-	(26,345)
Repurchase of ordinary shares	-	-	-	(65,525)	-	(65,525)
Share-based payments	-	-	-	2,709	-	2,709
Exchange rate differences	-	-	20,506	-	-	20,506
Transfers	-	-	(93,535)	93,535	-	-
As at 31 December 2024	28,404	810,907	(19,886)	(6,160)	82,248	895,513
Net result for the year	-	-	-	-	210,990	210,990
Appropriation of result	-	-	-	82,248	(82,248)	-
Dividend payment	-	-	-	(65,998)	-	(65,998)
Remeasurements of post-employment benefit obligations	-	-	-	(11,472)	-	(11,472)
Movements in cash flow hedges	-	-	-	-	-	-
Repurchase of ordinary shares	-	-	-	(50,036)	-	(50,036)
Cancellation of shares	(1,204)	-	-	1,204	-	-
Share-based payments	-	-	-	2,573	-	2,573
Exchange rate differences	-	-	(23,523)	-	-	(23,523)
Transfers	-	-	4,116	(4,116)	-	-
As at 31 December 2025	27,200	810,907	(39,293)	(51,757)	210,990	958,047

On 8 May 2025, the annual general meeting approved a cash dividend of €0.25 per ordinary share with a scrip alternative (2024: €0.20 per ordinary share). On 6 June 2025, the Group paid €66.0 million in cash (2024: €25.8 million in cash and distributed 7.2 million shares to shareholders that opted for stock dividend)

During 2025, the Group repurchased 7.2 million own shares for a total consideration of €50.0 million (2024: €65.5 million). This comprises the repurchase programme of the €50 million share buyback (6.8 million shares) and the repurchase from employees (0.4 million shares) of a part of the shares that vested under the performance share plan and special incentive plan to settle their wage tax and social security premiums.

7.1 Share premium, legal reserves, retained earnings and net result

Legal reserves comprise the reserves for (cash flow) hedging, translation differences and the Group's non-distributable reserve relating to undistributed profits accumulated in joint ventures and associates. These legal reserves are required by Dutch law and are not distributable.

The hedging reserve amounts to nil (2024: nil) and the translation reserve amounts to €90 million negative (2024: €66 million negative). The Group's non-distributable reserve relating to undistributed profits accumulated in joint ventures and associates amounts to €51 million (2024: €46 million). The sum of share premium retained earnings and net result are in principle distributable except for an amount of €90 million, which is to cover the negative translation reserve.

7.2 Dividends per share

The net result for 2025 amounting to €211 million has been attributed to shareholders' equity. The Company proposes to declare a cash dividend over 2025 of €0.30 per ordinary share.

8. Provisions

	2025	2024
Subsidiaries	5,397	-
Employee benefits	1,357	6,013
	6,754	6,013

Employee benefits provision mainly relates to the defined benefit liability of the Dutch pension plan as disclosed in note 25 of the consolidated financial statements.

9. Other liabilities

	2025	2024
Amounts due to subsidiaries	686,638	598,785
Income tax payable	4,740	10,375
Other liabilities	11,625	10,046
	703,003	619,206

Amounts due to subsidiaries is related to intercompany financing and the Group's cash pool structure. The amounts are payable on demand and are subject to an interest rate equal to one month EURIBOR or SONIA. Other liabilities mainly consist of trade and other payables.

10. Internal charges

Internal charges represent revenue from services that have been charged to subsidiaries in respect of management activities and responsibilities. The company charges these to its subsidiaries on a cost-plus basis.

11. Other income

Other income in 2024 included the gain on the contingent consideration related to the divestment of 50% of the shares of BAM PPP to PGGM Infrastructure Fund (“PGGM”) in December 2020, as disclosed in note 12 to the consolidated financial statements.

12. Employee benefit expenses

	2025	2024
Wages and salaries	20,886	18,244
Social security costs	1,747	1,514
Share-based payment expense	2,329	1,303
Pension costs - defined contribution plans	1,420	1,589
Pension costs - defined benefit plans	9	15
	26,391	22,665

At year-end 2025, the Company employed 99 FTE (2024: 101). The average number of FTE in 2025 was 100 (2024: 101). There are no employees in other countries than the Netherlands.

13. Income tax expense

The Company’s effective tax rate differs from the applicable nominal tax rate of 25.8%. The difference in both 2025 and 2024 is mainly attributable to the recognition of additional deferred tax assets relating to tax losses. This is based on the Group’s forecast of taxable profits for the next five years.

14. Related parties

The Company has entered into arrangements with a number of its subsidiaries and affiliated companies in the course of its business. These arrangements relate to service transactions and financing agreements and were conducted at market prices.

15. Commitments and contingencies

15.1 Guarantees

At 31 December 2025, the Company has issued parent company guarantees amounting to €120 million (2024: €111 million).

15.2 Third-party liability

The Company is jointly and severally liable for the debts of the subsidiaries based in the Netherlands pursuant to section 403, Book 2 of the Dutch Civil Code.

The Company, together with other participants, has a joint and several liability for deficits in the Group’s cash pool as a whole.

The Company forms a fiscal unity with BAM’s major Dutch and certain other subsidiaries for income tax and VAT purposes and, for that reason, it is jointly and severally liable for the Dutch income tax and Dutch VAT liabilities of the whole fiscal unity.

Bunnik, the Netherlands, 25 February 2026

Supervisory Board:

H.Th.E.M. Rottinghuis

B. Elfring

J. Hanson

D. Koopmans

N.M. Skorupska

M.P. Sheffield

Executive Board:

R.J.M. Joosten

H. de Pater