

PROXY FORM

**for the ANNUAL GENERAL MEETING of SHAREHOLDERS
of
ROYAL BOSKALIS WESTMINSTER N.V. (the “Company”)
on
Tuesday 30 June 2020
(hereinafter referred to as: the “AGM”)**

to be held at 14:30 hours CET via video webcast (www.boskalis.com)

The undersigned:

Full (first and last) name: _____

Address: _____

Postal code: _____ City: _____

hereinafter referred to as: the “Shareholder”,

acting in his/her capacity as holder of _____ (*number*) ordinary shares in the share capital of the Company¹

hereby grants Proxy to:

Full (first and last) name: _____

Address: _____

Postal code: _____ City: _____

hereinafter referred to as: “Proxyholder”,

to represent the Shareholder to vote on behalf of the Shareholder² regarding the following agenda items in accordance with **the following voting instructions (on page 2):**

¹ If you wish to be represented by means of this proxy, you must register the number of ordinary shares entered on this form, in accordance with the provisions in the notice for the AGM. The amount of ordinary shares, wherefor the proxy holder will be able to vote, shall be registered on the registration list the Company shall receive from ABN AMRO Bank N.V.

² If you have no specific preference for a proxy, you do not have to answer this question. In that case the Company will appoint a proxy holder to represent you and who will vote in accordance with your instructions. If you do not give instructions, the proxy will use his own discretion in casting his vote for the proposed resolutions.

No.	Agenda	In favor	Against	Abstain
1	Opening	n.a	n.a	n.a
2	Discussion of the Annual Report of the Board of Management relating to the Company's affairs and management activities in the financial year 2019	n.a	n.a	n.a
3a	Remuneration report 2019 (<i>advisory vote</i>)			
3b	Remuneration policy Board of Management (<i>vote</i>)			
3c	Remuneration policy Supervisory Board (<i>vote</i>)			
4a	Discussion and adoption of the Financial Statements for the financial year 2019 (<i>vote</i>)			
4b	Discussion of the report of the Supervisory Board	n.a	n.a	n.a
5	Appropriation of the profit for 2019	n.a	n.a	n.a
6	Discharge of the members of the Board of Management in respect of the management activities of the Board of Management over the past financial year (<i>vote</i>)			
7	Discharge of the members of the Supervisory Board for the supervision of the management activities of the Board of Management over the past financial year (<i>vote</i>)			
8	Nomination of appointment of Mrs. R.V.M. Jones - Bos as member of the Supervisory Board (<i>vote</i>)			
9	Authorization to the Board of Management to have the Company acquire ordinary shares in the capital of the Company (<i>vote</i>)			
10	Proposal for cancelling the repurchased ordinary shares in the capital of the Company (<i>vote</i>)			
11	Any other business	n.a	n.a	n.a
12	Close	n.a	n.a	n.a

in witness whereof:

This proxy form has been executed in accordance with the stipulations here above.

(signature)

Name: _____

City: _____

Date: _____

This written proxy form should be received by the Board of Management of the Company on or before 23 June 2020.

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3356 LK Papendrecht

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