

**Royal Boskalis Westminster N.V.
Extraordinary General Meeting of Shareholders**

Agenda for the Extraordinary General Meeting of Shareholders (the “EGM”) of Royal Boskalis Westminster N.V. (the “Company”) to be held on Wednesday 15 August 2018, at 09:30 hours CET at the offices of the Company, Rosmolenweg 20, 3356 LK Papendrecht

AGENDA

1. Opening
2. Nomination of appointment of Mr. B.H. Heijermans, MSc, as member of the Board of Management (vote)
3. Any other business
4. Close

Papendrecht / Sliedrecht, 4 July 2018
Supervisory Board and Board of Management

Agenda

The agenda and explanatory notes will be posted on the website of the Company (www.boskalis.com) from 4 July 2018 onwards and will, with effect from the same date, be available for inspection and obtainable free of charge at the offices of the Company (tel. +31 78 696 9134) and at ABN AMRO Bank N.V. ("ABN AMRO") (tel. +31 20 344 2000 and e-mail: corporate.broking@nl.abnamro.com).

Registration date

In accordance with the statutory provisions of the Dutch Civil Code, shareholders entitled to attend and vote at the EGM, are the persons who (i) are registered as shareholder in one of the (sub)registers as described below on Wednesday 18 July 2018 (the "Registration Date"), after all debit and credit entries have been handled as per the Registration Date and (ii) in addition have registered themselves in the manner mentioned below. The designated (sub)registers are the administration records of the intermediaries in the meaning of the Securities Giro Act (*Wet Giraal Effectenverkeer*) and the shareholders' register of the Company.

Registration

The convocation is intended for holders of registered shares, as well as holders of rights of usufruct and pledgees with voting rights in respect of these shares and for whom written notification of registration, accompanied where applicable by written power of attorney, has been received no later than Wednesday 8 August 2018 at 17.00 hours CET by the Board of Management of the Company (Rosmolenweg 20, 3356 LK Papendrecht / postal address: PO Box 43, 3350 AA Papendrecht). The notice also applies to holders of bearer shares as well as, holders of rights of usufruct or pledge on those shares with voting rights who have registered their shares from Thursday 19 July 2018 until at the latest Wednesday 8 August 2018 at 17.00 hours CET at ABN AMRO. With the registration, a confirmation has to be provided of one of the intermediaries which indicates the number of shares held by the relevant holder at the Registration Date and that have been registered for application, as well as an electronic or written power of attorney, if applicable. The confirmation of registration issued by ABN AMRO will serve as proof of entry for the meeting.

Powers of Attorney and voting instructions

A shareholder or holder of a right of usufruct or pledge, who does not wish to attend the EGM in person, may grant an electronic or written power of attorney and voting instructions to a third person to vote at the EGM on his behalf. In such case, the shareholder shall have to register his shares in the manner as described above together with an (electronic) copy of the power of attorney. The shareholder may grant an electronic power of attorney and voting instruction(s) to R.A. Punt-Huizer or another office member of NautaDutilh N.V. via www.abnamro.com/evoting from Thursday 19 July 2018 until Wednesday 8 August 2018 at 17.00 hours CET at the latest. The shareholder may also notify the Company of a written power of attorney at the following e-mail address: else.buijs@boskalis.com. A template of the power of attorney can be obtained free of charge at the offices of the Company (tel. +31 78 696 9134) and through the website of the Company (www.boskalis.com). Prior to the EGM, the confirmation statement of registration as well as a copy of the written power of attorney shall have to be handed in by the authorized person at the registration desk.

Identification

Persons entitled to attend the EGM may be requested to identify themselves at the Registration Desk prior to admission to the EGM and are therefore requested to bring a valid identity document.

Issued capital and voting rights of the Company

At the day of this convocation the Company has an issued share capital of EUR 1,353,783.38 consisting of 135,378,338 ordinary shares with a nominal value of EUR 0.01 each. The number of voting rights at that day amounts to 134,067,826.

Social media and mobile phones

It is not permitted to use mobile phones, other means of communication or social media during the EGM.

EXPLANATORY NOTES TO THE AGENDA

The agenda item 2 shall be voted upon during the EGM on 15 August 2018.

Explanatory note to agenda item 2

The Supervisory Board regularly reviews whether the composition and size of the Board of Management matches the profile and strategy of the Company. In light of strengthening the Offshore Energy division, the Supervisory Board has decided to increase the Board of Management from three to four members. Therefore, a vacancy in the Board of Management needs to be filled.

In accordance with the statutory provisions of the Dutch Civil Code and the Articles of Association, the Supervisory Board makes a binding nomination to appoint Mr. B.H. Heijermans, MSc, as new member of the Board of Management.

Mr. Heijermans is 51 years old and has the Dutch nationality. He does not hold any shares or associated option rights in the Company. Mr. Heijermans has previously held the positions of chief executive officer of DeepOcean Group Holding B.V., executive vice-president and chief operating officer of Helix Energy Solutions Group Inc., senior vice-president Offshore & Gas Storage of Enterprise Products Partners L.P., vice-president Offshore of GulfTerra Energy Partners L.P., as well as various management positions at Shell in the United States of America and the United Kingdom. Mr. Heijermans has studied Civil Engineering at the Delft University of Technology and is a graduate of the Harvard Business School Advanced Management Program.

To the opinion of the Supervisory Board, the appointment of Mr. Heijermans represents a broadening of the expertise and knowledge of the Board of Management in the field of Offshore Energy. Mr. Heijermans has more than twenty-five years of experience in developing, executing and operating offshore oil and gas projects as well as a vast experience in the field of wind farms with international listed companies.

The nomination of the Supervisory Board is to appoint Mr. Heijermans for a period commencing on 1 September 2018 until and including the Annual General Meeting of Shareholders in 2022.

Mr. Heijermans has a contract for services with the Company. The terms of this agreement are the same as the terms of the agreements of the other members of the Board of Management. The most important elements of this agreement are reflected in the remuneration report.

At the time of the EGM, Mr. Heijermans does not hold any additional functions as defined in the Act on management and supervision (*Wet bestuur en toezicht*) and therefore meets the requirements of this Act.