

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

Agenda for the Extraordinary General Meeting of Shareholders (“EGM”) of Royal Boskalis N.V. (the “Company”) to be held on Monday 20 February 2023, at 10:00 hours CET at the offices of the Company, meeting room Maas, building 1, Rosmolenweg 20, 3356 LK Papendrecht

AGENDA

1. Opening
2. Remuneration policy Board of Management (vote)
3. Remuneration policy Supervisory Board (vote)
4. Any other business
5. Close

Papendrecht / Sliedrecht, 4 February 2023
Supervisory Board and Board of Management

Agenda

The agenda and explanatory notes will be available free of charge at the offices of the Company via telephone number +31 78 696 9134 or via e-mail AGM@boskalis.com from 4 February 2023 onwards.

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, as well as holders of bearer shares held in book entry form, as well as holders of rights of usufruct or pledge on those shares with voting rights. Those who wish to attend the EGM in person are requested to notify the Company, preferably no later than Monday 13 February 2023 at 17:00 hours CET via e-mail: AGM@boskalis.com.

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 contact the Company for the procedure and a power of attorney form via the following e-mail address: AGM@boskalis.com.

Identification

Persons entitled to attend the EGM shall be requested to identify themselves at the Registration Desk prior to admission to the EGM and to demonstrate the number of shares or the rights of usufruct or pledge on shares with voting rights that they currently hold in order to gain access to the meeting. All persons entitled to attend the EGM are therefore requested to bring a valid identity document and proof of holding the shares or proof of the existence of the aforementioned rights

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

Agenda items 2 and 3 shall be voted upon during the EGM on 20 February 2023.

Explanatory notes to agenda item 2

The remuneration policy for the Board of Management needs to be adapted to the situation that the listing of the shares of the Company on Euronext Amsterdam has been terminated. The text of the proposed remuneration policy for the Board of Management is attached to the explanatory notes as annex 1.

Explanatory notes to agenda item 3

The Supervisory Board has decided to reorganize its committees. Therefore, the remuneration policy of the Supervisory Board needs to be adapted. The text of the proposed remuneration policy for the Supervisory Board is attached to the explanatory notes as annex 2.

**PROPOSAL FOR THE REMUNERATION POLICY FOR THE BOARD OF MANAGEMENT
ROYAL BOSKALIS N.V.**

OBJECTIVES OF THE REMUNERATION POLICY

The remuneration policy aims to successfully recruit, motivate and retain qualified members for the Board of Management with the right level of experience and competencies to manage the Company.

REMUNERATION COMPONENTS

The remuneration for the Board of Management contains the following components: base salary, pension plan, short-term variable component, long-term variable component and other allowances.

a. Base salary

The amount of the base salary will be determined by the Supervisory Board. The base salary is in principle increased annually by the same percentage as the determined budget for the salary increase of the Dutch staff employees.

b. Pension plan

The members of the Board of Management participate in the Boskalis pension scheme, which is administered by the PGB pension fund. Pension accrual is based on a conditionally indexed non-contributory average earnings scheme. As the pension accrual has been capped as of 1 January 2015, a pension supplement is paid out for the part of the salary that exceeds the determined fiscal cap. The amount of the pension supplement depends on the age of the member of the Board of Management. The retirement target age which is used to calculate the pension premium is 68.

c. Short-term variable component

The short-term variable component consists of two elements of equal weight. The first element relates to the financial results of the Company in a financial year compared to the established budget for that year, whereby the realized EBITDA will be the financial performance measure. The other element relates to the extent wherein individual members of the Board of Management have met the objectives as set for them by the Supervisory Board.

The Supervisory Board has the authority to adjust the pay-out of the short-term variable component if exceptional circumstances have arisen during the performance period. The Supervisory Board also has the authority to demand repayment of the short-term remuneration in the event it was awarded on the basis of incorrect (financial) information ("claw back clause").

The payment of the short-term variable component over a financial year will take place at the beginning of the following year, after the preparation of the financial statements accounts over such financial year.

d. Long-term variable component

The long-term variable element shall be paid at the beginning of each year after the preparation of the financial statements for the previous year, based on the results of the Company over the three preceding years. The long term incentive is calculated based on the average realized EBITDA of the Company over the three preceding years in comparison with the average realised EBITDA over the prior period of three years, which shall be paid out in cash after three years, pro rata to the development of the average realized EBITDA.

The Supervisory Board has the authority to adjust the pay-out of the long-term variable component if exceptional circumstances have arisen during the performance period. The Supervisory Board also has the authority to demand repayment of the long-term remuneration in the event it was awarded on the basis of incorrect (financial) information (“claw back clause”).

e. Other allowances

The members of the Board of Management are entitled to certain company benefits as per Boskalis staff policies (including health insurance, expenses, car and (mobile) phone). No loans, advances or guarantees are extended to the members of the Board of Management.

**PROPOSAL FOR THE REMUNERATION POLICY FOR THE SUPERVISORY BOARD
ROYAL BOSKALIS N.V.**

OBJECTIVES OF THE REMUNERATION POLICY

The remuneration policy aims to successfully recruit, motivate and retain qualified members for the Supervisory Board with the right level of experience and competencies to supervise the Board of Management of the Company, the policies of the Board of Management and the general affairs of the Company and its affiliated enterprise. The remuneration packages for the Supervisory Board consist only of a fixed remuneration to promote an adequate performance of its role and to ensure that it is not being dependent on the results of the company.

REMUNERATION COMPONENTS

The remuneration for the Supervisory Board contains the following components: annual allowances committee allowances and an expenses allowance.

Furthermore, the remuneration of the Supervisory Board members is based on the time spent and the responsibilities of their role. The remuneration shall not be awarded in the form of shares and/or rights to shares. No loans, advances or guarantees will be extended to members of the Supervisory Board.

a. Annual allowances

The annual allowance for the chairman and the deputy chairman of the Supervisory Board are the amounts of EUR 75,000 and EUR 60,000 per year respectively. A member of the Supervisory Board is remunerated with EUR 55,000 per year.

b. Committee allowances

The annual allowance for the chairman of the Audit Committee is EUR 12,000. A member of the Audit and Sustainability Committee is remunerated with EUR 8,000 per year.

The annual allowance for the chairman of the Nomination & Remuneration Committee is EUR 12,000. A member of the Nomination & Remuneration Committee is remunerated with EUR 8,000 per year.

The annual allowance for the chairman of the ESG Committee is EUR 10,000. A member of the ESG Committee is remunerated with EUR 7,000 per year.

c. Expenses allowance

The members of the Supervisory Board receive an annual expenses allowance of EUR 2,368.