
PERSBERICHT

Koninklijke Boskalis
Westminster N.V.
Postbus 43
3350 AA Papendrecht

Papendrecht
10 januari 2013

NIET BESTEMD VOOR VRIJGAVE, PUBLICATIE OF VERSPREIDING IN OF NAAR
DE VERENIGDE STATEN, CANADA, JAPAN, ZUID AFRIKA OF AUSTRALIË

Boskalis kondigt EUR 320 miljoen aandelenemissie aan

- **Aandelenemissie van circa EUR 320 miljoen**
- **Accelerated bookbuild emissie van circa EUR 160 miljoen**
- **Onderhandse plaatsing van circa EUR 160 miljoen bij HAL Investments en Project Holland Fonds**
- **Netto opbrengst zal worden aangewend ter gedeeltelijke financiering van de acquisitie van Dockwise Ltd.**

Koninklijke Boskalis Westminster N.V. (**Boskalis**) kondigt de aanvang van een aandelenemissie aan (de **Emissie**) van circa EUR 320 miljoen middels de uitgifte van nieuwe gewone aandelen in het aandelenkapitaal van Boskalis (de **Aandelen**). De Emissie dient ter gedeeltelijke financiering van het vrijwillige openbare bod op Dockwise Ltd. (zie persberichten 26 november 2012, 21 december 2012, 24 december 2012 en 8 januari 2013). De Emissie is door de Boskalis aandeelhouders goedgekeurd op de eerder vandaag gehouden Buitengewone Vergadering van Aandeelhouders.

Boskalis is voornemens Aandelen ter waarde van circa EUR 160 miljoen te plaatsen, door middel van een "accelerated bookbuild" en met uitsluiting van voorkeursrecht, bij institutionele en andere gekwalificeerde beleggers (de **ABB Emissie**).

Naast de ABB Emissie, hebben HAL Investments en Project Holland Fonds zich gecommitteerd om via een onderhandse plaatsing (de **Onderhandse Plaatsing**) met uitsluiting van voorkeursrecht circa EUR 160 miljoen aan Aandelen te kopen. HAL Investments zal daarbij op basis van haar huidige aandelenbelang van 33,88% pro rata deelnemen aan de Emissie waardoor haar belang na de Emissie ongewijzigd blijft. De Onderhandse Plaatsing wordt gedaan tegen dezelfde uitgifteprijs en onder dezelfde voorwaarden die van toepassing zijn op de ABB Emissie.

De uitgifteprijs, het aantal uit te geven aandelen in de ABB Emissie en de Onderhandse Plaatsing en de totale omvang in de ABB Emissie zal na afloop van het bookbuilding proces worden bepaald en in een volgend persbericht bekend worden gemaakt. Het boek gaat per direct open en zal naar verwachting in de loop van morgen worden gesloten. Betaling en levering van de Aandelen zal naar verwachting op 16 januari 2013 plaatsvinden evenals toelating tot de notering op NYSE Euronext in Amsterdam.

VOOR MEER INFORMATIE

Investor Relations & Pers:
Martijn L.D. Schuttevåer
ir@boskalis.com

T +31 78 6969310
F +31 78 6969020

ABN AMRO en ING treden op als Joint Global Coordinators en Joint Bookrunners voor de ABB Emissie. Kempen & Co is de placing agent voor de Onderhandse Plaatsing en treedt op als adviseur van Boskalis bij de Emissie.

Dit bericht is uitgegeven ingevolge de bepalingen van sectie 5:25i paragraaf 2 van de Wet op het Financieel Toezicht.

PERSBERICHT

Papendrecht
10 januari 2013

Dit persbericht wordt ook in het Engels gepubliceerd; de Engelse versie zal prevaleren boven de Nederlandse versie.

Noot voor de redactie:

Koninklijke Boskalis Westminster N.V. is een toonaangevende internationale dienstverlener op het gebied van baggeren, maritieme infrastructuur en maritieme diensten. De onderneming levert wereldwijd creatieve en innovatieve totaaloplossingen voor infrastructurele uitdagingen in maritieme gebieden, kuststreken en rivierdelta's met ondermeer de aanleg en onderhoud van havens en vaarwegen, creatie van land in water en bescherming van kusten en oevers. Daarnaast voert Boskalis projecten uit en levert het een breed spectrum aan maritieme diensten voor de offshore energiesector, waaronder subsea, transport en heavy lift (uitgevoerd door Boskalis Offshore) en levert het sleepdiensten en scheepsbergingen (uitgevoerd door SMIT). Daarnaast heeft Boskalis strategische partnerships in het Midden-Oosten (Archirodon) en in terminaldiensten (Smit Lamnalco). Met een veelzijdige vloot van meer dan 1.100 eenheden is de onderneming actief in circa 75 landen, verspreid over zes continenten. Inclusief haar deel in partnerships heeft Boskalis circa 14.000 medewerkers in dienst.

Dit persbericht is opgenomen op de website www.boskalis.com.

Some of the statements contained in this release that are not historical facts are statements of future expectations and other forward-looking statements based on management's current views and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance, or events to differ materially from those in such statements. Such forward-looking statements are subject to various risks and uncertainties, which may cause actual results and performance of Boskalis business to differ materially and adversely from the forward-looking statements. Certain such forward looking statements can be identified by the use of forward-looking terminology such as "believes", "may", "will", "should", "would be", "expects" or "anticipates" or similar expressions, or the negative thereof, or other variations thereof, or comparable terminology, or by discussions of strategy, plans, or intentions. Should one or more of these risks or uncertainties materialise, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this release as anticipated, believed, or expected. Boskalis does not intend, and does not assume any obligation, to update any industry information or forward-looking statements set forth in this release to reflect subsequent events or circumstances, except as required by law.

The Joint Bookrunners are acting exclusively for Boskalis and for no one else in connection with the Offering and will not be responsible to anyone other than Boskalis for providing the protections afforded to the customers of the Joint Bookrunners or for providing advice in relation to the Offering or any transaction or arrangement referred to herein. No prospectus has been or will be published in connection with the Offering or the admission to listing and trading of the Shares on Euronext Amsterdam by NYSE Euronext. The Offering is subject to the placement agreement entered into between the Joint Bookrunners and Boskalis becoming unconditional and to such agreement not being terminated otherwise in accordance with its terms.

This press release is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy Shares in the United States, Australia, Canada, Japan, South Africa or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in jurisdictions may be similarly restricted. This press release should not be regarded as an opinion or recommendation concerning the purchase or sale of Shares or other securities issued by Boskalis. Persons into whose possession this communication comes should inform themselves about and observe any

PERSBERICHT

Papendrecht
10 januari 2013

such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions.

The Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "US Securities Act") and may not be offered or sold in the United States absent registration or an exemption from registration. Boskalis does not intend to register any portion of the Offering in the United States or to conduct a public offering of securities in the United States. No money, securities or other consideration is being solicited and, if sent in response to the information contained herein, will not be accepted.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (as defined below) (each, a "Relevant Member State"), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), the Offering will not be made to the public in that Relevant Member State, except, with effect from and including the Relevant Implementation Date:

(i) to any legal entity which is a qualified investor as defined under the Prospectus Directive;

(ii) at any time to fewer than 100, or if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons in the Relevant Member State (other than qualified investors as defined in the Prospectus Directive); or

(iii) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such Offering shall result in a requirement for the publication by Boskalis or any Joint Bookrunner of a prospectus pursuant to Article 3 of the Prospectus Directive

For the purposes of this provision and when used elsewhere in this announcement, the expression an "offer of Shares to the public" in relation to any Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" when used in this announcement means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

This document is only being distributed to and is only directed at: (i) persons who are outside the United Kingdom to whom it may lawfully be distributed; or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "Relevant Persons"). The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire the Shares will be engaged in only with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.