

## PROXY FORM

for the **GENERAL MEETING of SHAREHOLDERS**  
of  
**ROYAL BOSKALIS WESTMINSTER N.V. (the "Company")**  
on  
**Wednesday 8 May 2019**  
(hereinafter referred to as: the "**Meeting**")

to be held at 14:30 hours at the offices of the Company, Rosmolenweg 20, 3356 LK Papendrecht.

**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 Company<sup>1</sup>

**hereby grants Proxy to:**

Full (first and last) name: \_\_\_\_\_

Address: \_\_\_\_\_

Postal code: \_\_\_\_\_ City: \_\_\_\_\_

hereinafter referred to as: "Proxyholder",

to represent the Shareholder at the Meeting of the Company to speak and vote on behalf of the Shareholder<sup>2</sup> regarding the following agenda items in accordance with **the following voting instructions (on page 2)**:

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<sup>1</sup> If you wish to be represented at the Meeting 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 Meeting. The amount of ordinary shares, wherefor the proxy holder will vote, shall be registered on the registration list the Company shall receive from ABN AMRO Bank N.V..

<sup>2</sup> 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 at the Meeting and who will vote at the Meeting 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 favour	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 2018	n.a.	n.a.	n.a.
3	Execution remuneration policy 2018	n.a.	n.a.	n.a.
4a	Discussion and adoption of the Financial Statements for the financial year 2018 <i>(vote)</i>			
4b	Discussion of the report of the Supervisory Board	n.a.	n.a.	n.a.
5a	Appropriation of the profit or loss for 2018	n.a.	n.a.	n.a.
5b	Dividend proposal <i>(vote)</i>			
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>			
8a	Nomination of appointment of Mrs. J.A. Tammenoms Bakker as member of the Supervisory Board <i>(vote)</i>			
8b	Nomination of appointment of Mr. D.A. Sperling as member of the Supervisory Board <i>(vote)</i>			
8c	Nomination of reappointment of Mr. J. van der Veer as member of the Supervisory Board <i>(vote)</i>			
8d	Nomination of reappointment of Mr. J.N. van Wiechen as member of the Supervisory Board <i>(vote)</i>			
9a	Nomination of appointment of Mr. C. van Noort as member of the Board of Management <i>(vote)</i>			
9b	Nomination of reappointment of Mr. P.A.M. Berdowski as member of the Board of Management <i>(vote)</i>			
9c	Nomination of reappointment of Mr. T.L. Baartmans as member of the Board of Management <i>(vote)</i>			
10	Authorization to the Board of Management to have the Company acquire ordinary shares in the capital of the Company <i>(vote)</i>			
11	Proposal for cancelling the repurchased ordinary shares in the capital of the Company <i>(vote)</i>			
12	Any other business	n.a.	n.a.	n.a.
13	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 1 May 2019.

Address: Rosmolenweg 20  
3356 LK Papendrecht

Postal address: Postbus 43  
3350 AA Papendrecht

Fax: +31 78 69 69 338

E-mail: [else.buijs@boskalis.com](mailto:else.buijs@boskalis.com)