

ANNEX E

REGULATIONS OF THE SUPERVISORY BOARD SELECTION AND APPOINTMENT COMMITTEE

These regulations were revised on 31 December 2017 on the basis of the Regulations of the Supervisory Board of Royal Boskalis Westminster N.V.

Article 1; Role of the Selection and Appointment Committee

- 1.1 It is the role of the Selection and Appointment Committee to advise the Supervisory Board on:
- a) drawing up selection criteria and appointment procedures with respect to members of the Supervisory Board and members of the Board of Management of the company;
 - b) the periodic assessment of the size and composition of the Supervisory Board and the Board of Management and submission of a proposal for a profile of the Supervisory Board;
 - c) the periodic assessment of the performance of individual members of the Supervisory Board and Board of Management and reporting thereon to the Supervisory Board;
 - d) drawing up a plan for the succession with respect to members of the Supervisory Board and members of the Board of Management;
 - e) proposing appointments/reappointments;
 - f) supervising the policy of the management with respect to selection criteria and appointment procedures for senior management of the company.
- 1.2 The Selection and Appointment Committee shall prepare the decision-making of the Supervisory Board and report to the Supervisory Board its deliberations and findings. The Selection and Appointment Committee shall annually draw up and publish a Report on its activities in the financial year.

Article 2; Composition, expertise and independence

- 2.1 The Selection and Appointment Committee shall consist of three members.
- 2.2 Without prejudice to article 3.5 of the Supervisory Board Regulations, the following criterium must be taken into account with respect to the composition of the Selection and Appointment Committee:
- the majority of its members shall be independent within the meaning of article 3.5 (d) of the Supervisory Board Regulations;

Article 3; Chairman

Subject to the provisions of article 2 of these regulations, the Selection and Appointment Committee shall appoint one of its members as chairman. The chairman shall in particular be responsible for the proper performance of the Selection and Appointment Committee. The chairman shall also act as spokesman for the Selection and Appointment Committee and be the main point of contact for the Supervisory Board.

Article 4; Meetings (agenda, participants and minutes)

- 4.1 The Selection and Appointment Committee shall meet at least once a year and otherwise as often as one or more of its members deem necessary. Meetings will usually be held in the Company's offices, but may also be convened elsewhere.
- 4.2 The chairman of the Selection and Appointment Committee shall decide per meeting who, apart from the members, should be invited to attend the meeting.
- 4.3 The chairman of the Selection and Appointment Committee shall convene meetings. Wherever practicable, the convening notice and the agenda of the matters to be discussed shall be distributed to the members of the Selection and Appointment Committee seven days in advance of the meeting.
- 4.4 Minutes shall be taken of the meeting. These will normally be adopted at the next meeting, but may also be adopted before then if all the members of the Selection and Appointment Committee concur with their content. The minutes shall be signed by the chairman and shall be sent as soon as possible to the other members of the meeting.

Article 5: Application of the Supervisory Board Regulations

The relevant articles of the Supervisory Board Regulations, in particular articles 1.1, 1.2, 10.1, 10.2, 17 and 18, shall also apply to these regulations.