

ANNEX A PROFILE OF THE SUPERVISORY BOARD

1. Introduction

The Supervisory Board of Royal Boskalis Westminster N.V. ("Boskalis") draws up a profile of its size and composition, taking into account the nature of the business, its activities and the requisite expertise, background, competencies and independence of the Supervisory Board members. This profile is made available on the website of Boskalis.

2. Task Supervisory Board

The main consideration is the statutory task of the Supervisory Board. Section 140 (2) of Book 2 of the Netherlands Civil Code as well as the Articles of Association of Boskalis. This task is described as "supervising the conduct of business of the management and the general course of affairs in the company and its affiliated enterprise. The Board shall assist the management by providing advice. The members of the Supervisory Board shall be guided in the performance of their duties by the interests of the company and those of its affiliated enterprise." Members may however place special emphasis on specific interests, but will always need to subordinate those specific interests to the interests of the company.

Section 162 of Book 2 of the Netherlands Civil Code also lays down that the Supervisory Board is responsible for the appointment and dismissal of the members of the company's Board of Management.

3. Size of the Supervisory Board

Based on the Articles of Association of Boskalis the minimum amount of members of the Supervisory Board is three. The Supervisory Board itself determines the amount of members in line with the interests of the company. At present the Supervisory Board has six members.

4. The appointment and re-appointment of the Supervisory Board.

The members of the Supervisory Board are appointed by the General Meeting of Shareholders upon binding nomination by the Supervisory Board. The General Meeting of Shareholders may pass a resolution to deprive the binding nature of a nomination by a majority of at least two-thirds of the votes cast representing more than one-half of the company's issued share capital.

5. Criteria for the appointment and re-appointment of the Supervisory Board

Each Supervisory Director shall have the specific expertise required for the fulfilment of his duties. Each Supervisory Director shall be capable of assessing the broad outline of the overall policy of the company.

In assessing proposed appointments and reappointments of members of the Supervisory Board care needs to be taken in order to ensure that:

- a. the nominated individuals are "suitable" for performing the task of members of the Supervisory Board, and;
- b. the Supervisory Board is "properly" composed.

In order to discharge the aforementioned task vis-à-vis Boskalis, the Supervisory Board as a whole must be able to perform the following functions satisfactorily:

- a. putting together the Board of Management and assessing the way in which it is operating;
- b. assessing the overall strategy of the company and the overall policy;
- c. assessing the development of the company's financial position;
- d. assessing the company's organizational structure;
- e. assessing the company's social policy.

The duties noted above are not stated in order of importance but are of equivalent significance.

The Supervisory Board shall be properly composed if the Supervisory Board satisfies the following requirements:

1. spread of specialist expertise in relation to one more aspects of company policy;
2. spread of social expertise;
3. close involvement with social developments.

In order to provide these criteria with greater substance in relation to Boskalis, various aspects are noted below that need to be taken into particular account for an appointment. These are aspects relating to the specialized and capital-intensive nature of Boskalis's commercial activities and the wide diversity of interfaces with society characteristic of Boskalis's operations, both in the Netherlands and abroad. This requires understanding of or familiarity with:

- activities in relation with the acquisition and execution of major projects in the field of maritime infrastructure, maritime services and inland infrastructure for among others governments and oil and gas companies, both in the Netherlands and internationally;
- experience in the management of a large organization with operations both in the Netherlands and abroad;
- international experience, preferably based on work experience abroad for shorter or longer periods, either as a national or as an expat;
- the interests of customers and of certain groups of companies at home and abroad with which Boskalis has commercial relations;
- human relations within the companies and the relations between the company and society;
- financial markets and the interests of shareholders;
- technology and innovation;
- the field of financial administration, ICT and accounting among listed companies and other large legal entities.
- the design and effectiveness of the internal risk management and control systems.

At least one member of the Supervisory Board shall be a financial expert, which means that such Supervisory Director has gained relevant knowledge and experience in the field of financial reporting or the audit of listed companies or other large legal entities.

Finally it is important that every member of the Supervisory Board - i.e. also including those proposed for appointment or reappointment – should be able to cooperate effectively with the existing members. As applies in any organization, good team spirit is highly conducive to the effective functioning of the Supervisory Board. Each member of the Supervisory Board is expected to identify to a certain extent with Boskalis or - when a new member is appointed - to be prepared to develop such a sense of identity. In principle each member of the Supervisory Board should be able to attend every meeting of the Board.

All the above considerations apply in the case of both the appointment and the reappointment of a Supervisory Board member.

The above criteria are the main criteria to determine whether a candidate is fit to become a member of the Supervisory Board. Within that framework the Supervisory Board shall aim as much as possible for a diverse composition, where possible in age and gender as described in the Diversity Policy of Boskalis.

6. Independence of the Supervisory Board and its members

The composition of the Supervisory Board is such that the members are able to operate independently and critically vis-à-vis one another, the management board, and any particular interests involved. In order to safeguard its independence, the Supervisory Board is composed in accordance with the criteria regarding independence as laid down in the Regulations of the Supervisory Board.

Royal Boskalis Westminster N.V.

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Supervisory Board