

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

Agenda for the Extraordinary General Meeting of Shareholders (“**EGM**”) of Royal Boskalis Westminster N.V. (the “**Company**”) to be held on Wednesday 24 August 2022, at 10:30 hours CEST at the offices of the Company, Boskalis auditorium, building 6, Rosmolenweg 2, 3356 LK Papendrecht

AGENDA

1. Opening
2. Discussion of the voluntary public offer HAL
3. Any other business
4. Close

Papendrecht / Sliedrecht, 1 July 2022
Supervisory Board and Board of Management

Agenda

The agenda and explanatory notes will be posted on the website of the Company (www.boskalis.com) from Wednesday 1 July 2022 onwards. It is also possible to obtain a copy of the agenda of the EGM free of charge via telephone number +31 78 696 9134 or via e-mail: AGM@boskalis.com.

Registration date

In accordance with the statutory provisions of the Dutch Civil Code, shareholders entitled to vote for the EGM are persons who (i) are registered as shareholder in one of the (sub)registers as described below on Wednesday 27 July 2022 (the “**Registration Date**”), after all debit and credit entries have been handled as per the Registration Date and (ii) in addition have registered themselves in the manner as mentioned below. The designated (sub)registers are the administration records of the intermediaries in the meaning of the Securities Giro Act (Wet giraal effectenverkeer) and the shareholders’ register of the Company.

Registration

The convocation is intended for holders of registered shares, as well as holders of rights of usufruct and pledges with voting rights in respect of these shares and for whom written notification of registration, accompanied where applicable by a written or electronic power of attorney, has been received no later than Wednesday 17 August 2022 at 17.00 hours CEST by the Board of Management of the Company (Rosmolenweg 20, 3356 LK Papendrecht / postal address: PO Box 43, 3350 AA Papendrecht). The notice also applies to 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, who have registered their shares from Thursday 28 July 2022 until at the latest Wednesday 17 August 2022 at 17.00 hours CEST at ABN AMRO. With the registration, a confirmation has to be provided of one of the intermediaries which indicates the number of shares held by the relevant holder at the Registration Date and which have been registered for application, as well as an electronic or written power of attorney, if applicable. The registration certificate as issued by ABN AMRO will serve as proof of entry for the meeting.

Powers of Attorney

A shareholder or holder of a right of usufruct or pledge may grant an electronic or written power of attorney to a third person to attend the Meeting on his/her behalf. In such case, the shareholder shall have to register its shares in the manner as described above and submit an electronic or written copy of the power of attorney. The shareholder may also notify the Company of a written power of attorney at the following e-mail address: AGM@boskalis.com. A template of the power of attorney can be obtained free of charge at the offices of the Company (tel. +31 78 696 9134) and through the website of the Company (www.boskalis.com). Prior to the EGM, the confirmation statement of registration as well as a copy of the written power of attorney shall have to be handed in by the authorized representative at the registration desk.

Identification

Persons entitled to attend the EGM may be requested to identify themselves at the Registration Desk prior to admission to the EGM and are therefore requested to bring a valid identity document.

Issued capital and voting rights of the Company

At the date of the convocation, the Company has an issued share capital of EUR 1,293,248.98 consisting of 129,324,898 ordinary shares with a nominal value of EUR 0.01 each. The number of voting rights at that day amounts to 129,324,898.

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

Explanatory notes to agenda item 2

On 24 June 2022, an offer memorandum (the “**Offer Memorandum**”) was made publicly available containing the details of the voluntary public offer by HAL Bidco B.V., a direct wholly-owned subsidiary of HAL Investments B.V. (the “**Offeror**”) to all holders of issued and outstanding ordinary shares of EUR 0,01 (each a “**Share**”) and together the “**Shares**”; a holder of one or more Shares being a “**Shareholder**” and together the “**Shareholders**”) in the capital of the Company to purchase for a cash payment of EUR 32.00 per Share on the terms and subject to the conditions and restrictions set forth in the Offer Memorandum (the “**Offer**”).

The Offer Memorandum has been approved by the Dutch Authority for the Financial Markets (Stichting Autoriteit Financiële Markten). The acceptance period under the Offer (the “**Acceptance Period**”) commenced at 09.00 CEST on Monday 27 June 2022 and, unless extended, expires at 17.40 CEST on Friday 2 September 2022.

In addition to the key terms such as the Offer Price, the Acceptance Period, the acceptance procedure and the settlement of the Offer by transfer of Shares against payment of the Offer Price by the Offeror, the Offer Memorandum contains an explanation of the conditions to declaring the Offer unconditional and other relevant information regarding the Offer, its consequences and the persons involved in the Offer.

The Company published a position statement relating to the Offer today (the “**Position Statement**”).

During the EGM, the Supervisory Board and the Board of Management will give an explanation to the Position Statement and the Offer will be discussed in accordance with article 18, paragraph 1 of the Dutch Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*).

The Offer Memorandum and the Position Statement are available on, and can be obtained free of charge from, the website of the Company (www.boskalis.com).