

**POWER OF ATTORNEY**

**For the ANNUAL GENERAL MEETING of SHAREHOLDERS  
of  
ROYAL BOSKALIS WESTMINSTER N.V.  
on  
Thursday 12 May 2011  
(hereinafter referred to as the "Meeting")**

To be held on 14.30 hours at the offices of the company, Rosmolenweg 20, 3356 LK Papendrecht,

**The undersigned:**

Full name: \_\_\_\_\_

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

Postal code: \_\_\_\_\_ City of residence: \_\_\_\_\_

Hereinafter referred to as the "Shareholder",

Acting as holder of \_\_\_\_\_ (*amount*) ordinary shares in the share capital of Royal Boskalis Westminster N.V.<sup>1</sup>

**Declares to give power of attorney to:**

Full name<sup>2</sup>: \_\_\_\_\_

Place and date of birth: \_\_\_\_\_

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

Postal code: \_\_\_\_\_ City of residence: \_\_\_\_\_

To represent the Shareholder at the Meeting of Royal Boskalis Westminster N.V. and to speak on behalf of the Shareholder and to vote regarding the following agenda items in accordance with the following voting instructions:

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<sup>1</sup> If you wish to have yourself represented at the Meeting by means of this power of attorney, you will have to be registered as at the Registration Date in the designated registers for at least the amount of ordinary shares as filled out on this form and you will have to register those shares in conformity with the instructions stated in the notice of convocation for the Meeting. The amount of ordinary shares, wherefore the representative is authorised to vote, will be included in the registration list Royal Boskalis Westminster shall receive from ING Bank N.V.

<sup>2</sup> In the event you have no specific preference for a representative, you may leave this question blank. Royal Boskalis Westminster shall, in that case appoint a representative who will represent you at the Meeting and will vote according to your voting instructions. In the event that you do not fill out any voting instructions, the representative will vote to the proposed decisions as he will deem fit.

Nr.	Agenda	In Favour	Against	Abstain
1.	Opening	n.a.	n.a.	n.a.
2.	The discussion of the annual report of the Board of Management relating to the Company's affairs and management activities in the financial year 2010	n.a.	n.a.	n.a.
3a.	Discussion and adoption of the financial statements for the financial year 2010			
3b.	Discussion of the report of the Supervisory Board	n.a.	n.a.	n.a.
4a.	Appropriation of the profit for 2011	n.a.	n.a.	n.a.
4b.	Dividend proposal			
5.	Discharge of the members of the Board of Management in respect of their management activities over the past financial year			
6.	Discharge of the members of the Supervisory Board for their supervision of the management activities over the past financial year			
7.	Proposal to amend the Articles of Association of the Company			
8.	Proposal to reappoint, on recommendation of the Supervisory Board, mr. C. van Woudenberg to the Supervisory Board			
9.	Proposal to appoint, on recommendation of the Supervisory Board, mr. J. van Wiechen to the Supervisory Board			
10.	Announcement to the AGM concerning the intention of the Supervisory Board to reappoint mr T.L. Baartmans to the Board of Management	n.a.	n.a.	n.a.
11.	Authorisation for the Board of Management to have the Company acquire shares in its own capital			
12.	Any other business	n.a.	n.a.	n.a.
13.	Close	n.a.	n.a.	n.a.

In witness hereof this power of attorney has been signed

\_\_\_\_\_  
(signature)

Name: \_\_\_\_\_

Place: \_\_\_\_\_

Date: \_\_\_\_\_

For shareholders, holders of rights of usufruct and pledge with voting rights for these papers who qualify in this respect, the power of attorney needs to be received by the Board of Management of the Company at the latest on 5 May 2011  
(Rosmolenweg 20, 3356 LK Papendrecht / address: P.O. Box 43, 3350 AA  
Papendrecht, the Netherlands, fax: 00 31 78 69 69 020 or email: [e.buijs@boskalis.nl](mailto:e.buijs@boskalis.nl)).

For holders of bearer shares, holders of rights of usufruct and pledge with voting rights, the power of attorney needs to be received by the service desk of ING Bank N.V. (email: [lss.pas.hbk@ing.nl](mailto:lss.pas.hbk@ing.nl)) at the latest on 5 May 2011.