

## Royal Boskalis Westminster N.V.

### Extraordinary General Meeting of Shareholders

Agenda for the Extraordinary General Meeting of Shareholders (the "EGM") of Royal Boskalis Westminster N.V. (the "Company") to be held on 17 August 2011, at 13.30, at the offices of Royal Boskalis Westminster N.V., Rosmolenweg 20, 3356 LK Papendrecht

#### **A G E N D A**

1. Opening
2. Proposal to appoint, on recommendation of the Supervisory Board, Mr J.M. Hessels as Chairman to the Supervisory Board (vote)
- 3 Any other business
4. Close

Papendrecht / Sliedrecht, 6 July 2011

Supervisory Board and Board of Management

#### **Agenda**

The agenda and explanatory notes will be posted on the website of the Company ([www.boskalis.com](http://www.boskalis.com)) from Wednesday 6 July 2011 onwards and will, with effect from the same date be available for inspection and obtainable free of charge at the offices of the Company (tel. +31 78 69 69 314) and at the service desk of ING Bank N.V. (tel. +31 20 56 36 900 or e-mail [Iss.pas.hbk@ing.nl](mailto:Iss.pas.hbk@ing.nl)).

#### **Registration Date**

In accordance with the statutory provisions of the Dutch Civil Code, shareholders entitled to attend and vote at the EGM, are the persons who (i) will be registered as shareholder in one of the (sub)registers as described below on Wednesday 20 July 2011 (the "Registration Date"), after the administrations of all debit and credit entries as per the Registration Date and (ii) in addition have given notice in the manner mentioned below. The designated (sub)registers are the administration records of the institutions affiliated to the Netherlands Central Depository for Book-Entry Securities ("Euroclear Nederland") and the shareholders' register of the Company.

#### **Notification**

The notice is intended for holders of registered shares, holders of rights of usufruct and pledge with voting rights for these shares who qualify in this respect and for whom written notification of registration, accompanied where applicable by written power of attorney, has been received by no later than Wednesday 10 August 2011 by the Board of Management of the Company (Rosmolenweg 20, 3356 LK Papendrecht / postal address: P.O. Box 43, 3350 AA Papendrecht). The notice also applies to holders of bearer shares, holders of rights of usufruct or pledge with voting rights for these papers who have registered their shares by no later than Wednesday 10 August 2011 at the offices in Amsterdam of ING Bank N.V. (the "Bank"). With the registration of the application for the EGM, a confirmation has to be provided of one of the institutions affiliated to Euroclear Nederland which indicates the number of shares held by the relevant shareholder at the Registration Date and that have been registered for application, as well as a written power of attorney if applicable. The confirmation of registration issued by the Bank will serve as proof of entry for the meeting.

***Powers of Attorney and voting instructions***

A shareholder, who does not wish to attend the EGM in person, may give a written power of attorney and voting instructions to a third person to vote at the EGM on his behalf. In that event the shareholder shall have to register his shares in the manner as described above together with an (electronic) copy of the power of attorney. The shareholder may also send the power of attorney to the following e-mail address: [e.buijs@boskalis.nl](mailto:e.buijs@boskalis.nl). A template of the power of attorney can be obtained free of charge at the offices of the Company (+31 78 69 69 134) and via the website of the Company ([www.boskalis.com](http://www.boskalis.com)). Prior to the EGM, the confirmation of registration as well as a copy of the power of attorney shall have to be handed in at the Registration Desk by the attorney.

***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 requested to bring a valid identity document.

***Issued capital and voting rights of the Company***

At the day of this notice the Company has an issued capital of EUR 82,777,393.60 existing of 103,471,742 ordinary shares of each EUR 0.80 nominal. The number of voting rights at that day amount to 103,471,736.

**Explanatory notes to agenda item 2**

The Supervisory Board announces that a vacancy in the Supervisory Board needs to be filled, due to the sudden and sad demise of Mr. H. Heemskerk, chairman of the Supervisory Board of the Company.

The Supervisory Board is nominating for appointment to the Supervisory Board by the EGM, Mr J.M. Hessels. Mr Hessels is 68 years old and has the Dutch nationality. He has no shares or any other associated option rights in the capital of the Company. Mr Hessels fulfills the function of chairman of the Executive Board of Euronext Amsterdam N.V. and is member of the Supervisory Board of Heineken N.V. Furthermore Mr Hessels is member of the International Advisory Board of SC Johnson Corporation and chairman of the Netherlands Committee for Economic Policy Analysis and the Honorary Committee Mauritshuis. Mr Hessels has formerly occupied the position of Chief Executive Officer of Royal Vendex KBB N.V. and has been a member of the Supervisory Boards of Vopak N.V., Laurus N.V., B&N.com Inc, Schiphol Group N.V., and Fortis N.V. In addition Mr Hessels chaired the Supervisory Boards of SC Johnson Europlant N.V. and Royal Philips Electronics N.V.

Mr Hessels is recommended for appointment in accordance with the Profile of the Supervisory Board. Mr Hessels is considered to be a very qualified candidate to fulfill the role as chairman of the Supervisory Board due to his extensive management experience which he has gathered at a diverse group of international stock listed companies. The recommendation is to appoint Mr Hessels for a period of four years.

This nomination is under the condition that the EGM will not recommend any other persons for appointment. The Works Council has informed the Supervisory Board that they do not recommend any other persons and that they fully support the appointment of Mr Hessels.