

**Koninklijke Boskalis N.V.
Buitengewone Algemene Vergadering van Aandeelhouders**

Agenda voor de Buitengewone Algemene Vergadering van Aandeelhouders (de "**Vergadering**") van Koninklijke Boskalis N.V. (de "**Vennootschap**") te houden op maandag 20 februari 2023, aanvang om 10.00 CET ten kantore van de Vennootschap, vergaderzaal Maas, gebouw 1, Rosmolenweg 20, 3356 LK Papendrecht

AGENDA

1. Opening
2. Remuneratiebeleid Raad van Bestuur (stempunt)
3. Remuneratiebeleid Raad van Commissarissen (stempunt)
4. Rondvraag
5. Sluiting

Papendrecht / Sliedrecht, 4 februari 2023
Raad van Commissarissen en Raad van Bestuur

Agenda

De agenda met toelichting is vanaf zaterdag 4 februari 2023 kosteloos verkrijgbaar ten kantore van de Vennootschap via het telefoonnummer +31 78 696 9134 of het e-mailadres AGM@boskalis.com.

Aanmelding

De oproep geldt voor houders van aandelen op naam alsmede vruchtgebruikers en pandhouders van die aandelen met stemrecht, evenals voor houders van giraal gehouden aandelen aan toonder alsmede vruchtgebruikers en pandhouders van die aandelen met stemrecht. Zij die de vergadering in persoon wensen bij te wonen, worden verzocht de Vennootschap hiervan in kennis te stellen, bij voorkeur uiterlijk maandag 13 februari 2023 om 17.00 uur CET via het navolgende e-mailadres: AGM@boskalis.com.

Volmachten en steminstructies

Een aandeelhouder of stemgerechtigde vruchtgebruiker of pandhouder die niet in persoon de Vergadering wenst bij te wonen, kan zich voor de procedure en een volmachtformulier tot de Vennootschap wenden via het navolgende e-mailadres: AGM@boskalis.com.

Legitimatie

Vergadergerechtigden zal worden verzocht om zich voorafgaand aan de toelating tot de Vergadering bij de inschrijfbalie te legitimeren en het aantal aandelen of de rechten van vruchtgebruik of pandrecht op aandelen met stemrecht die zij op dat moment houden aan te tonen om toegang tot de vergadering te verkrijgen. Vergadergerechtigden wordt daarom verzocht een geldig legitimatiebewijs en bewijs van het houden van de aandelen danwel een bewijs van het bestaan van de vorengenoemde rechten mee te nemen.

Sociale media en mobiele telefoons

Het is niet toegestaan om tijdens de Vergadering mobiele telefoons, andere communicatiemiddelen of social media te gebruiken.

TOELICHTING OP DE AGENDA

Agendapunten 2 en 3 zullen op de Vergadering op 20 februari 2023 in stemming worden gebracht.

Toelichting op agendapunt 2

Het remuneratiebeleid voor de Raad van Bestuur dient te worden aangepast aan de situatie dat de notering van de aandelen van de Vennootschap aan Euronext Amsterdam is beëindigd.

De tekst van het voorgestelde remuneratiebeleid voor de Raad van Bestuur is opgenomen als bijlage 1 bij deze toelichting op de agenda.

Toelichting op agendapunt 3

De Raad van Commissarissen heeft besloten tot een andere indeling van zijn commissies. Derhalve dient het remuneratiebeleid van de Raad van Commissarissen te worden aangepast. De tekst van het voorgestelde remuneratiebeleid van de Raad voor Commissarissen is opgenomen als bijlage 2 bij deze toelichting op de agenda.

**PROPOSAL FOR THE REMUNERATION POLICY FOR THE BOARD OF MANAGEMENT
ROYAL BOSKALIS N.V.**

OBJECTIVES OF THE REMUNERATION POLICY

The remuneration policy aims to successfully recruit, motivate and retain qualified members for the Board of Management with the right level of experience and competencies to manage the Company.

REMUNERATION COMPONENTS

The remuneration for the Board of Management contains the following components: base salary, pension plan, short-term variable component, long-term variable component and other allowances.

a. Base salary

The amount of the base salary will be determined by the Supervisory Board. The base salary is in principle increased annually by the same percentage as the determined budget for the salary increase of the Dutch staff employees.

b. Pension plan

The members of the Board of Management participate in the Boskalis pension scheme, which is administered by the PGB pension fund. Pension accrual is based on a conditionally indexed non-contributory average earnings scheme. As the pension accrual has been capped as of 1 January 2015, a pension supplement is paid out for the part of the salary that exceeds the determined fiscal cap. The amount of the pension supplement depends on the age of the member of the Board of Management. The retirement target age which is used to calculate the pension premium is 68.

c. Short-term variable component

The short-term variable component consists of two elements of equal weight. The first element relates to the financial results of the Company in a financial year compared to the established budget for that year, whereby the realized EBITDA will be the financial performance measure. The other element relates to the extent wherein individual members of the Board of Management have met the objectives as set for them by the Supervisory Board.

The Supervisory Board has the authority to adjust the pay-out of the short-term variable component if exceptional circumstances have arisen during the performance period. The Supervisory Board also has the authority to demand repayment of the short-term remuneration in the event it was awarded on the basis of incorrect (financial) information ("claw back clause").

The payment of the short-term variable component over a financial year will take place at the beginning of the following year, after the preparation of the financial statements accounts over such financial year.

d. Long-term variable component

The long-term variable element shall be paid at the beginning of each year after the preparation of the financial statements for the previous year, based on the results of the Company over the three preceding years. The long term incentive is calculated based on the average realized EBITDA of the Company over the three preceding years in comparison with the average realised EBITDA over the prior period of three years, which shall be paid out in cash after three years, pro rata to the development of the average realized EBITDA.

The Supervisory Board has the authority to adjust the pay-out of the long-term variable component if exceptional circumstances have arisen during the performance period. The Supervisory Board also has the authority to demand repayment of the long-term remuneration in the event it was awarded on the basis of incorrect (financial) information (“claw back clause”).

e. Other allowances

The members of the Board of Management are entitled to certain company benefits as per Boskalis staff policies (including health insurance, expenses, car and (mobile) phone). No loans, advances or guarantees are extended to the members of the Board of Management.

PROPOSAL FOR THE REMUNERATION POLICY FOR THE SUPERVISORY BOARD ROYAL BOSKALIS N.V.

OBJECTIVES OF THE REMUNERATION POLICY

The remuneration policy aims to successfully recruit, motivate and retain qualified members for the Supervisory Board with the right level of experience and competencies to supervise the Board of Management of the Company, the policies of the Board of Management and the general affairs of the Company and its affiliated enterprise. The remuneration packages for the Supervisory Board consist only of a fixed remuneration to promote an adequate performance of its role and to ensure that it is not being dependent on the results of the company.

REMUNERATION COMPONENTS

The remuneration for the Supervisory Board contains the following components: annual allowances committee allowances and an expenses allowance.

Furthermore, the remuneration of the Supervisory Board members is based on the time spent and the responsibilities of their role. The remuneration shall not be awarded in the form of shares and/or rights to shares. No loans, advances or guarantees will be extended to members of the Supervisory Board.

a. Annual allowances

The annual allowance for the chairman and the deputy chairman of the Supervisory Board are the amounts of EUR 75,000 and EUR 60,000 per year respectively. A member of the Supervisory Board is remunerated with EUR 55,000 per year.

b. Committee allowances

The annual allowance for the chairman of the Audit Committee is EUR 12,000. A member of the Audit and Sustainability Committee is remunerated with EUR 8,000 per year.

The annual allowance for the chairman of the Nomination & Remuneration Committee is EUR 12,000. A member of the Nomination & Remuneration Committee is remunerated with EUR 8,000 per year.

The annual allowance for the chairman of the ESG Committee is EUR 10,000. A member of the ESG Committee is remunerated with EUR 7,000 per year.

c. Expenses allowance

The members of the Supervisory Board receive an annual expenses allowance of EUR 2,368.