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VolkerWessels announces partial exercise of over-allotment option bringing the gross proceeds of the IPO to approximately €648 million

Amersfoort, 2 June 2017 - Koninklijke VolkerWessels (“VolkerWessels” or the “Company”), a market-leading, multi-branded construction company in the Netherlands, today announces that the Joint Global Coordinators, on behalf of the Underwriters, have partially exercised the over-allotment option, bringing the gross proceeds of the initial public offering on Euronext Amsterdam (the “IPO” or the “Offering”) to approximately €648 million.

As part of the Offering and as set forth in the prospectus dated 28 April 2017, Reggeborgh Holding B.V. (the “Selling Shareholder”) granted an over-allotment option (the “Over-Allotment Option”) to the Underwriters of up to 3,750,000 ordinary shares of VolkerWessels (the “Over-Allotment Shares”).

The Joint Global Coordinators, on behalf of the Underwriters, have now notified the Selling Shareholder of the partial exercise of the Over-Allotment Option. In total 3,186,650 Over-Allotment Shares will be sold by the Selling Shareholder pursuant to the Over-Allotment Option, raising total gross proceeds of approximately €73 million. As a result of this partial exercise of the Over-Allotment Option, total gross proceeds of the Offering increased to approximately €648 million and the total number of shares offered under the Offering increased to 28,186,650 shares, which represents approximately 35.2% of the Company’s issued and outstanding shares (the “Shares”).

Following the partial exercise of the Over-Allotment Option, the Selling Shareholder will continue to be the Company’s largest shareholder and will hold approximately 63.6%¹ of the Shares. As part of the Offering the Selling Shareholder agreed to a lock-up for a period of 180 days from the Settlement Date, and subject to certain customary carve-outs and possible waiver by the Joint Global Coordinators.

For more information about VolkerWessels and the Offering reference is made to the prospectus dated 28 April 2017. The prospectus is available electronically via the VolkerWessels website (www.volkerwessels.com).

Post-stabilisation announcement

VolkerWessels has been informed by Morgan Stanley & Co. International plc acting as the stabilisation agent in connection with the Company’s initial public offering on Euronext Amsterdam, that it has undertaken stabilisation activities within the meaning of Article 3.2(d) of the Market Abuse Regulation (EU/596/2014) in relation to the offer of the following securities, as set out below.

¹ After deduction of the 1.2% of the Shares that the Selling Shareholder has committed to grant to the Managing Directors and certain key managers under a one-off share incentive, which will be subject to lock-up periods of at least 360 days (as disclosed in the Prospectus).

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Securities

Issuer	Koninklijke VolkerWessels N.V., Company number (or equivalent ID): 34270985
Securities	Ordinary shares of the Company (ISIN: NL0012294466)
Offer size	25,000,000 ordinary shares (excluding the over-allotment option)
Offer price	23.00 Euro per share

Stabilisation

Stabilising Manager	Morgan Stanley & Co. International plc, 25 Cabot Square, Canary Wharf, London E14 4QA
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For each of the dates during which stabilisation transactions were carried out over the period covered by this announcement, the aggregate quantity and price range was as follows:

Stabilisation transaction

Date	Buy/Sell	Aggregate (Quantity/volume/number)	Lowest Price	Highest Price	Currency	Stabilisation Trading Venue
12 May 2017	Buy	223,708	23.00	23.00	Euro	Amsterdam (AS)
18 May 2017	Buy	136,617	22.96	23.00	Euro	Amsterdam (AS)
22 May 2017	Buy	150,000	22.96	23.00	Euro	Amsterdam (AS)
23 May 2017	Buy	53,025	22.93	23.00	Euro	Amsterdam (AS)

The stabilisation purchases were all executed on Euronext Amsterdam.

Underwriters

ABN AMRO Bank N.V., ING Bank N.V., Merrill Lynch International and Morgan Stanley & Co. International plc are acting as joint global coordinators for the Offering and are collectively with BNP PARIBAS and Coöperatieve Rabobank U.A. acting as the joint bookrunners for the Offering (collectively, the "Underwriters").

Kempen & Co N.V. is acting as the financial adviser to the Selling Shareholder for the Offering.

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For more information please visit our corporate website: www.volkerwessels.com

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About VolkerWessels

VolkerWessels is a leading integrated and diversified listed construction group with a “think global, act local” mind-set. VolkerWessels’ operating model combines a local sales and client focus with a centralised control and support structure at divisional level that optimises scale and expertise across its operating companies. VolkerWessels prides itself in developing local companies who are leaders in their respective sub-sectors, supported by strong governance and shared expertise. VolkerWessels operates primarily in the Netherlands, the United Kingdom, North America and Germany. Operationally, its business is organised in six segments. In the countries in which VolkerWessels operates it has over 120 local operating companies, which have national and regional offices and management.

Disclaimer

This announcement does not contain, constitute, or form part of, an offer to sell, or a solicitation of an offer to purchase, any ordinary shares (“Shares”) or other securities of VolkerWessels in the United States. The Shares have not been and will not be registered under the Securities Act and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register the Shares in the United States or to make a public offering of the Shares in the United States. Any sale in the United States of the Shares will be made solely to “qualified institutional buyers” as defined in, and in reliance on, Rule 144A under the Securities Act or another exemption from the registration requirements of the Securities Act.

The Company has not authorised any offer to the public of Shares in any Member State of the European Economic Area other than in the Netherlands. With respect to any Member State of the European Economic Area, other than the Netherlands, and which has implemented the Prospectus Directive (each a “Relevant Member State”), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the Shares may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purpose of this paragraph, the expression “offer of securities to the public” means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

This announcement is not an advertisement and does not constitute a prospectus within the meaning of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht) and does not constitute an offer to acquire securities. Any offer to acquire Shares will be made, and any investor should make his investment, solely on the basis of information that will be contained in the Prospectus which is generally available in the Netherlands in connection with the Offering. Copies of the Prospectus may be obtained at no cost from the Company or through the website of the Company. The information in this announcement is subject to change.

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In the United Kingdom, this announcement is only being distributed to, and is only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, “qualified investors” (as defined in section 86(7) of the Financial Services and Markets Act 2000) (i) who are persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”); or (ii) who are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Order, or other persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as “relevant persons”). Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it.

This announcement should not be distributed, published or reproduced in whole or in part or disclosed by recipients and any such action may be restricted by law in certain jurisdictions. Persons receiving this announcement should inform themselves about and observe any such restriction: failure to comply may violate securities laws of any such jurisdiction. This announcement may include statements, including the Company’s financial and operational medium term objectives that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s business, results of operations, financial position, liquidity, prospects, growth or strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company, the Selling Shareholder and the Underwriters and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any forward-looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

This press release contains information required to be disclosed under articles 3.2(d), 5.5 and 17 of the Market Abuse Regulation (EU/596/2014).

Each of the Underwriters (except for ABN AMRO Bank N.V., ING Bank N.V. and BNP PARIBAS) is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Each of the Underwriters is acting exclusively for the Selling Shareholder and the Company and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Selling Shareholder and the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering, each of the Underwriters and any of their affiliates may take up a portion of the Shares in the Offering as a principal position and in that capacity may retain, purchase,

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sell offer to sell for their own account such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. In addition, each of the Underwriters and any of their affiliates may enter into financing arrangements (including swaps or contracts for difference) with investors in connection with which each of the Underwriters and any of their affiliates may from time to time acquire, hold or dispose of Shares. None of the Underwriters or their affiliates intends to disclose the extent of such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

The contents of this announcement have been prepared by and are the sole responsibility of the Company. None of the Underwriters or any of their respective subsidiary undertakings, affiliates or any of their respective directors, officers, employees, advisers, agents, alliance partners or any other entity or person accepts any responsibility or liability whatsoever for, or makes any representation, warranty or undertaking, express or implied, as to the truth, accuracy, completeness or fairness of the information or opinions in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Accordingly, the Underwriters disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or that they might otherwise be found to have in respect of this announcement and/or any such statement.

Stabilisation

In connection with the Offering, Morgan Stanley & Co. International plc as a stabilisation agent (the “Stabilisation Agent”), or any of its agents, on behalf of the Underwriters, may (but will be under no obligations to), to the extent permitted by applicable law, effect transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilisation Agent will not be required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time during the period commencing on the First Trading Date and ending no later than 30 calendar days thereafter. The Stabilisation Agent or any of its agents will not be obligated to effect stabilising transactions, and there will be no assurance that stabilising transactions will be undertaken. Such stabilising transactions, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilisation Agent nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions under the Offering. None of the Company, the Selling Shareholder or any of the Underwriters makes any representation or prediction as to the direction or the magnitude of any effect that the transactions described above may have on the price of the Shares or any other securities of the Company.